

Metropolitan Airports Commission  
Bylaws and Rules of Procedure



Adopted November 17, 2025  
Effective November 18, 2025

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**Article I: The Corporation**

The principal office of the Metropolitan Airports Commission (the "Corporation") is at 6040 28<sup>th</sup> Avenue South, Minneapolis, Minnesota 55450, and the books and records of the Corporation are kept at the principal office. The Corporation's executive director has the title of Executive Director/Chief Executive Officer.

**Article II: Meetings of the Commission**

1. Regular meetings of the governing body of the Corporation (the "Commission") will be held on the third Monday of each month at 1:00 p.m. When the regular meeting date falls on a holiday, the meeting will be held on the day following. A regular meeting may be rescheduled to a later day or time in the month by action of the Chairperson. Special meetings may be called by the Chairperson whenever deemed necessary, or whenever two or more Commissioners request the Chairperson in writing to call a special meeting, specifying in their written request the reason or reasons for the call of the special meeting.
2. Unless otherwise designated by majority vote of the Commissioners or by action of the Chairperson, regular and special meetings will be held at the Commission's designated meeting room within Terminal 1 at Minneapolis-St. Paul International Airport, presently Room LT-3048A or as it may be relocated within Terminal 1.
3. The Corporation's Executive Director/Chief Executive Officer must be advised of the call for special and ad hoc meetings in time to comply with the notice requirements of these Bylaws. A notice must be delivered to each Commissioner at least 48 hours in advance of each regular or adjourned regular meeting. The notice must state the time and place of the meeting and include an agenda setting out in general terms the purpose or purposes and matters to be considered at the meeting. Failure to send initial notice of any regular meeting, however, will not invalidate the meeting if it is held at the time and place specified in the first two paragraphs of this Article. Except as otherwise allowed by Minnesota Statutes, section 473.604, subdivision 5, notice of special, rescheduled regular, or ad hoc meetings must state the time and place and include an agenda setting out the purpose or purposes and matters to be considered at the meeting, and must be delivered by the Executive Director/Chief Executive Officer to each Commissioner at least three calendar days before the time of meeting.
4. A bulletin and notice board is maintained within Terminal 1 in an area open to the public and adjacent to the regular meeting place for Commission meetings. Notice of the time, place, and agenda for regular and special meetings of the Commission, and notice of cancellation or adjournment of any meetings of the Commission will be posted on the bulletin and notice board. The notice will be posted at least 3 days before the meeting or before the time the meeting would be held but for the cancellation or adjournment of the meeting. The notice will not be removed until the scheduled time for the meeting has passed. Notices of meetings will also be posted on the Corporation's website.

5. A quorum is required for the transaction of business at all meetings of the Commission. A majority of all of the members of the Commission constitutes a quorum, but a lesser number may meet and adjourn from time to time and compel the attendance of absent members to procure a quorum for the adjourned meeting. Notice of adjournment must be delivered to all absent Commissioners at least 48 hours before the time set for the adjourned meeting.
6. Data for inclusion in the agenda for regular and special meetings must be in the hands of the Executive Director/Chief Executive Officer at least five calendar days before the date set for the meeting. The agenda must include:
  - a. Reports and written recommendations of committees to be submitted for Commission review and action.
  - b. Matters submitted in writing by any Commissioner for Commission consideration.
  - c. Matters for Commission consideration proposed by the Corporation's Executive Director/Chief Executive Officer, approved for inclusion by the Corporation's Chairperson.
7. At regular meetings and at special meetings called "for the transaction of general business" the Chairperson of the meeting has the power to amend the agenda for the meeting, including for the purpose of considering and taking action on business other than that set forth in the agenda for the meeting. The call for a special meeting "for the transaction of general business" constitutes notice of the intended transaction of any business which might properly be transacted at a regular meeting. At all other special meetings, consideration of non-agenda business may be approved by two-thirds affirmative vote of all Commissioners in attendance and voting, and including all Commissioners counted for quorum purposes. Except as provided above, no business may be transacted at any special meetings, other than that set out in the agenda included with the call.
8. Except as otherwise provided by the Corporation's organic law or as prescribed by these Bylaws, Robert's Rules of Order Revised (Eleventh Edition), govern and control the Commissioners, acting for the Corporation as a whole or through committee or subcommittee of the Commission, in the conduct of the Corporation's corporate affairs.

### **Article III: Duties of Officials**

1. The duties of the Chairperson, Vice-Chairperson, and Secretary are those as are usually imposed upon such officials of corporations and as are required by law, and those expressly assigned to them by the Corporation. At any meeting of the Commission, if the Chairperson is absent or for any reason unable to act, the Vice-Chairperson, or in his or her absence, the Chairperson pro tem., will perform all the Chairperson's duties at the meeting; and in case of the absence or inability to act of the Secretary, the Chairperson, or in his or her absence, the Vice-Chairperson, or in his or her absence, the Chairperson pro tem., will designate an acting Secretary to perform all the duties of the Secretary at the meeting.
2. Meetings will be called to order by the Chairperson or, in his or her absence, by the Vice-Chairperson. In the absence of both, any Commissioner may call the meeting to order and those present may elect a Chairperson pro tem.

#### **Article IV: Committees**

1. The Corporation operates through committees of the Commission which deal with all aspects of the Corporation's business assigned to them, through comprehensive and appropriate study by staff, consultants, through public input, and through research and discussion. Consistent with the policies of the Corporation, its committees make recommendations to the Commission for action.
2. The Chairperson and Vice-Chairperson of the Corporation and the Chairperson of all other standing committees are members of each standing committee. The Chairperson is responsible for appointments from the Commission membership of committee members and of the Chairperson and Vice-Chairperson of each committee.
3. There are two standing committees:

- a. Operations, Finance and Administration Committee

The Operations, Finance and Administration Committee consists of up to seven members, in addition to the Corporation's Chairperson, Vice-Chairperson, and the Chairperson of the Planning, Development and Environment Committee. The Committee monitors and supervises the Corporation's fiscal affairs and its financial and compliance audit activities, and considers, studies, reviews, and makes recommendations to the Commission related to the Corporation's operations and maintenance, ground transportation and parking, facilities, emergency programs, police, fire, and emergency communications, reliever airports, commercial management, non-aeronautical reliever airports agreements, airline affairs, concessions, risk/insurance, human resources, labor relations, affirmative action, diversity issues, and legal matters.

- b. Planning, Development and Environment Committee

The Planning, Development and Environment Committee consists of up to seven members, in addition to the Corporation's Chairperson, Vice-Chairperson, and the Chairperson of the Operations, Finance and Administration Committee. The Committee considers, studies, reviews, and makes recommendations to the Commission related to the Corporation's Capital Improvement Program, airport planning, strategic planning, facility development programs, land acquisition and disposal, community and stakeholder engagement, public affairs and marketing, environmental programs and planning, air service development, information technology, legislative matters, and sustainability.

4. From time to time as may be required, the Chairperson of the Corporation may appoint from the Commission membership ad hoc committees for special purposes and to meet special needs. These committees will report to the Commission and serve until their duties are completed or until discharged by the Chairperson.
5. The Operations, Finance and Administration Committee and the Planning, Development and Environment Committee meet on the first Monday of each month. When the regular meeting date falls on a holiday, the meeting is held on the day following. Other meetings of standing and ad hoc committees are at the call of the Committee Chairperson. Meetings of the standing and ad hoc committees will be held at the Commission's designated meeting room within Terminal 1 at Minneapolis-St. Paul International Airport, presently Room LT-3048A or as it may be relocated

within Terminal 1, or elsewhere at times as set by the committee Chairperson; but a meeting may be cancelled, rescheduled, or adjourned to later days in the month by the committee Chairperson or the Chairperson of the Corporation. A quorum is required for the transaction of committee business at all committee meetings, and any committee action must be taken by the affirmative vote of a majority of the members in attendance and voting. For regular and special standing committee meetings a quorum is established by four Commissioners. For ad hoc committee meetings a quorum is established by a majority of the members of the ad hoc committee.

6. A bulletin and notice board is maintained within Terminal 1 in an area open to the public and adjacent to the regular meeting place for Commission meetings. Notice of the time, place, and agenda for meetings of standing or ad hoc committees, and notice of cancellation or adjournment of any meetings of committees will be posted on the bulletin and notice board. The notice will be posted at least 3 days before the meeting or before the time the meeting would be held but for the cancellation or adjournment of the meeting. The notice will not be removed until the scheduled time for the meeting has passed. Notices of meetings will also be posted on the Corporation's website.

#### **Article V: Commission Responsibilities and Delegations of Authority**

1. The Commission, acting for the Corporation, has the responsibility to determine and establish the Corporation's policy in the fulfillment of its statutory responsibilities and to interpret the policy to the Corporation's Executive Director/Chief Executive Officer and to the Corporation's staff.
2. Except as otherwise provided by law, or unless otherwise specifically directed by the Commission, all contracts and documents of any character authorized by the Commission must be executed by the Executive Director/Chief Executive Officer or his or her designee.
3. The Corporation's Executive Director/Chief Executive Officer, acting through the Corporation's staff and agents, is responsible for the operation, management, and promotion of all activities with which the Corporation is charged, in accordance with the policy of the Corporation, and to that end, is accountable to the Commission. The Executive Director/Chief Executive Officer must perform these responsibilities for the benefit of the Corporation in a reasonable and prudent manner and must keep the Chairperson of the Commission reasonably apprised of the performance of these responsibilities.
  - a. In accordance with these duties, and provided the amount of expenditure or amount in controversy is less than \$175,000, the Commission delegates to the Executive Director/Chief Executive Officer the following responsibilities:
    - i. The Executive Director/Chief Executive Officer may incur liabilities, enter into agreements, make expenditures, and make grant match commitments on behalf of the Corporation, without separate delegation by the Commission, unless approval by the Commission is required by law or policy of the Corporation.
    - ii. Notwithstanding the foregoing general delegation of authority to enter into agreements, the Executive Director/Chief Executive Officer may enter into property agreements on behalf of the Corporation only when the term of the agreement is less than 30 days.

- iii. The Executive Director/Chief Executive Officer may negotiate and execute the terms of settlement of any legal or administrative action.
- b. In accordance with these duties, the Commission also delegates to the Executive Director/Chief Executive Officer the following responsibilities:
  - i. The Executive Director/Chief Executive Officer may (1) authorize the expenditure of funds obtained through asset sharing requests with federal agencies in accordance with the applicable federal program requirements; (2) authorize the expenditure of funds obtained by operation of Minnesota Statutes, chapter 169A or chapter 609 as allowed by law; and (3) authorize the acceptance of procurement responses relating to these expenditures.
  - ii. The Executive Director/Chief Executive Officer may waive legal conflicts, initiate legal action on behalf of the Corporation, and request the requirement of litigation bonds under section 473.675 of Minnesota Statutes.
  - iii. The Executive Director/Chief Executive Officer may, on behalf of the Corporation, accept gifts (under Minnesota Statutes, section 473.556), grants, or other forms of aid, and execute any associated agreements.
  - iv. The Executive Director/Chief Executive Officer may hire employees, set their duties and compensation, and remove them.
  - v. The Executive Director/Chief Executive Officer may enter into indemnification agreements with employees, including agreements to advance expenses, and may, but is not obligated to, purchase insurance on behalf of employees, with such coverages and other conditions as the Executive Director/Chief Executive Officer deems appropriate.
  - vi. The Executive Director/Chief Executive Officer must faithfully execute the rules, regulations, and ordinances of the Corporation.

The Executive Director/Chief Executive Officer may further delegate the responsibilities listed in this Article V, section 3 specifically in writing or generally through a policy of the Corporation.

#### **Article VI: Disbursement of Monies**

1. Upon approval by the Corporation, disbursement of monies of the Corporation must be on order of the Executive Director/Chief Executive Officer or in his or her absence, by his or her designated representative, countersigned by the Corporation's Chief Financial Officer, or in his or her absence, by his or her designated representative.
2. The Commission's establishment of the annual budget setting out anticipated expenditures by category and upward or downward revision of that budget during the Corporation's fiscal year constitute prior approval for each type of expenditure. Authorization by vote of the Commission is required for transfer of budgeted amounts between or among categories or to appropriate additional funds for each category. The Executive Director/Chief Executive Officer must provide for the daily operation and management of the Corporation within the expenditure guidelines of the annual budget. Commission approval of a contract constitutes prior approval of disbursements made under the contract within the constraints of the budget for all contract payments, except final

construction contract payments, which require Commission approval.

The Executive Director/Chief Executive Officer is responsible for securing adequate quantities of office, janitorial maintenance and repair materials and supplies and the rent of sufficient equipment necessary for the smooth, continuous operation of the Corporation's system of airports and all facilities associated with the system of airports. The Executive Director/Chief Executive Officer's authority to secure these items is subject to the Corporation's purchasing procedures and to the category budget constraints of the annual budget.

During the fiscal year, the Commission must be provided periodic updates of expenditures by category. At any time during the fiscal year, the Executive Director/Chief Executive Officer may recommend to the full Commission that all or any unencumbered appropriation balances of individual categories be transferred to those categories that require additional budgeted funds. In addition, the Executive Director/Chief Executive Officer may recommend to the full Commission the appropriation of additional funds above and beyond those approved at the time of budget adoption. After the fiscal year has concluded, a final accounting of expenditures by category must be presented to the Commission for approval of the final expenditure amounts by category.

The major operating and non-operating expense categories (non-CIP) include the following:

Operating Expenses

- i. Personnel
- ii. Administrative Expenses
- iii. Professional Services
- iv. Utilities
- v. Operating Services
- vi. Maintenance
- vii. Other

Non-Operating Expenses

- i. Debt Service
- ii. Equipment Purchases
- iii. Other

3. Subject to, and without limiting the provisions of, Minnesota Statutes, section 473.605, Commissioners will receive a per diem payment for attendance at meetings of the Commission or its committees.

The Corporation's Chairperson, or in his or her absence, the Vice-Chairperson, within the budgeted limits on Commissioner per diem payments, may approve attendance and participation of Commissioners at meetings other than those of the Commission or of its committees that constitute representation of the Corporation for which per diem is to be paid. Such per diem payments must be based upon written authorization.

4. A written listing of all payments issued through the accounts payable process, expenses incurred, and revenues received for the previous month must be submitted to the Commission at each of its meetings.

#### **Article VII: Indemnification**

The Commission shall indemnify any Commissioner, Commission officer, or employee made or threatened to be made a party to any civil, criminal, administrative, arbitration, or investigative proceeding, or in connection with an appearance as a witness in a proceeding at a time when such person has not been made or threatened to be made a party to such a proceeding, arising out of the Commissioners', Commission officers', or employees' official capacity with the Commission against judgments, penalties, fines, settlements, and reasonable expenses, including attorneys' fees and disbursements, incurred by the Commissioner, Commission officer, or employee in connection with the proceeding, and shall pay for or reimburse the reasonable expenses (including attorney's fees) incurred by the Commissioner, Commission officer or employee in advance of the final disposition of the proceeding, to the fullest extent permitted by law and in accordance any written advancement and indemnity agreements and policies authorized by the Commission. The Commission may purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding or lawsuit) on behalf of any Commissioner, Commission officer, or employee against any liability asserted against such person incurred in any such capacity or arising out of his or her status as such, whether or not the Commission would have the power to indemnify such person against such liability under the provisions of this Article.

#### **Article VIII: Corporate Seal**

The corporate seal of the Corporation is in the circular form and is inscribed with the words "Metropolitan Airports Commission," the words "Corporate Seal," and the words and figures "Established 1943." Use of the corporate seal on Corporation documents is permitted, but not required.

#### **Article IX: Notice of Investigations, Inquiries, and Hearings**

Except as otherwise covered by state or federal law or regulation, notice of investigations, inquiries, and hearings conducted by the Corporation must be published by giving at least a 15-days' notice by publication in an appropriate legal newspaper of general circulation in the metropolitan area and by mailing, by email or US mail, a copy of the notice to all interested parties who have registered their names with the Corporation for that purpose. Publication and mailing of the notice and the filing of proof thereof must be under the direction and supervision of the Executive Director/Chief Executive Officer.

#### **Article X: Amendment of Bylaws**

These Bylaws may be amended by vote of two-thirds of the Commission's membership at any regular or special meeting of the Commission, provided that the notice of the regular or special meeting must include a copy of the proposed amendment or amendments and must give notice that the amendment(s) will be brought to the attention of the Commissioners for action at the regular or special meeting.