

**BYLAWS OF
GREATER BOISE AUDITORIUM DISTRICT**

**ARTICLE I
OVERVIEW**

1. **Organization.** Pursuant to the authority of Title 67, Chapter 49, Idaho Code (the Act), the Greater Boise Auditorium District was created by public vote held on June 9, 1959. On June 12, 1959, the District Court of the Fourth (then Third) Judicial District of the State of Idaho for Ada County entered the Order Declaring the Creation of Greater Boise Auditorium District, in Ada County, Idaho. (the "Order"). The Order is recorded in the records of Ada County, Idaho as Instrument Number 458905.

2. **Name.** The name of the organization is Greater Boise Auditorium District and is herein referenced as Greater Boise Auditorium District or District.

3. **Power and Authority.** As an auditorium district established under the Act, the District is one to build, operate, maintain, market and manage for public, commercial and/or industrial purposes by any available means public auditoriums, exhibition halls, convention centers, sports arenas and facilities of a similar nature and for that purpose the District has the power to construct, maintain, manage, market and operate such facilities together with the other powers conferred upon the Board by the Act. *Ref. Idaho Code § 67-4902 and Ref. Idaho Code § 67-4912.*

4. **Nature of Entity.** The District is a governmental subdivision of the state of Idaho and a body corporate with all the powers of a public or quasi-municipal corporation as more specifically provided and limited by the Act. *Ref. Idaho Code § 49-4907.*

5. **Nature of Bylaws.** The Bylaws are adopted pursuant to authority granted to the Board under Idaho Code § 69-4912(n). To the extent inconsistent with the Constitution or any statutes of the state of Idaho, these Bylaws shall be deemed automatically amended to comply with the Constitution and such statutes.

**ARTICLE II
DIRECTORS**

1. **Powers.** The Board of Directors of the District (the Board) has only the powers described in the Act. The powers include the power to have the management, control and supervision of all the business and affairs of the District and the power to hire and retain agents, employees, engineers and attorneys. *Ref. Idaho Code § 49-4912(h) and (i).*

2. **Qualifications.** All Board members must be and remain Qualified Electors of the District at all times. A Qualified Elector is a person who resides within the geographic boundaries of the District and meets the other qualifications set forth in Idaho Code § 34-104. *Ref. Idaho Code §§ 67-4902, 67-4907 and 67-4911.*

3. Election. Elections of Board members occurs at biennial election in odd number years as provided in Idaho Code § 67-4911. A member of the Board once in office shall serve until his successor is elected, qualified and takes office, except as otherwise provided by law. Any member of the Board shall qualify in the same manner as members of the first Board qualify.

4. Oath and Bond. All Board members shall, before entering upon his or her duties, take and subscribe an oath faithfully to perform the duties described in the Act and file with the clerk of the Ada County District Court their oath of office and a corporate surety bond at the expense of the District in the amount of \$1,000.00. *Ref. Idaho Code § 67-4908.*

5. Removal. A Board member can be involuntarily removed for cause shown by the court having jurisdiction of the District after petition, notice and hearing. *Ref. Idaho Code § 67-4909.*

6. Vacancy. Any vacancy on the Board shall be filled by the remaining members or member of the Board. The appointee will serve until the next biennial election when the vacancy shall be filled by election. If the Board shall fail, neglect or refuse to fill any vacancy within thirty (30) days after the same occurs, the court having jurisdiction shall fill such vacancy. *Ref. Idaho Code § 67-4910.*

ARTICLE III OFFICERS

1. Officers of the Board. The officers of the District shall be: The Chair of the Board who shall also be the President of the District; the Vice-Chair who shall also be the Vice-President; the Secretary of the Board and the District; and the Treasurer of the Board and the District. Each member of the Board shall receive as compensation for his or her service the sum of sixty dollars (\$60.00) per annum. *Ref. Idaho Code § 67-4909.*

2. Election and Removal of Officers. At the first meeting after each biennial election of Directors, the Board shall elect the Chair, the Vice-Chair, the Secretary and the Treasurer. Officers will serve two-year terms. An officer may be removed from office by Majority Vote of the Board. Vacancies in an office will be filled by the Board no later than the next regular meeting of the Board. *Ref. Idaho Code § 67-4909.*

3. Chair of the Board and President. The Chair of the Board shall also serve as President of the District. The Chair and President must be a member of the Board. The Chair and President shall preside at all meetings of the Board and perform such other duties as may be imposed by statute or delegated by the Board. *Ref. Idaho Code § 67-4909.*

4. Vice-Chair and Vice-President. The Vice-Chair and Vice-President is not an officer provided for by statute. The Vice-Chair and Vice-President must be a member of the Board. The Vice-Chair and Vice-President shall perform such duties as delegated by the Board. The Vice-Chair is authorized by the Board to perform the duties of the Chair and the President when appointed by the Chair and President to do so because of the Chair's absence or unavailability to act.

5. **Treasurer of the Board.** The Treasurer of the Board and the District may or may not be a member of the Board. The Treasurer shall keep strict and accurate accounts of all money received by and disbursed for and on behalf of the District in permanent records and perform such duties as delegated by the Board. The Treasurer shall file with the Clerk of the Court, at the expense of the District, a corporate fidelity bond in an amount not less than five thousand dollars (\$5,000), conditioned on the faithful performance of the duties of the office of Treasurer. The Treasurer may also serve as the Secretary of the Board and of the District. *Ref. Idaho Code § 67-4909.*

6. **Secretary of the Board.** The Secretary of the Board and of the District may or may not be a member of the Board. The Secretary of the Board and of the District shall cause to be kept a record of all of the District's proceedings, minutes of all meetings, certificates, contracts, bonds given by employees and a record of all corporate acts performed and such duties as delegated by the Board. The Secretary may also serve as the Treasurer of the Board and of the District. *Ref. Idaho Code § 67-4909.*

7. **Audit.** It shall be the duty of the Board to cause an audit to be made of all financial affairs of the District during each year ending November 30th. *Ref. Idaho Code § 67-4909.*

ARTICLE IV MEETINGS

1. **Regular Meetings.** A regular meeting of the Board of Directors shall be held monthly at a time and place designated by the Board. Notice of all regular meetings shall be given no less than five (5) calendar days prior to the meeting. The agenda for all regular meetings shall be published not less than forty-eight (48) hours prior to the regular meeting. The notice shall be posted in a prominent place at the executive offices of the District located at 850 W. Front Street, Boise, Idaho 83702. In addition, all notices will be posted on the District's website <http://www.boiseauditorium.com/the-district>. *Ref. Idaho Code § 74-204(1).*

2. **Special Meetings.** Special meetings of the Board of Directors may be called by the Chair of the Board or by any two directors by written request directed to the Chair. The time and place of all special meetings shall be as designated by the Chair. Personal written notice of all special meetings shall be provided to each Board member. Notice of all special meetings, unless an emergency exists, must be given at least twenty-four (24) hours prior to the meeting. An emergency is a situation involving injury or damage to persons or property, or immediate financial loss, or the likelihood of such injury, damage or loss. The reason for the emergency shall be stated at the outset of the meeting. The Secretary or District designee shall maintain a list of the news media requesting notification of meetings and shall make a good faith effort to provide advance notice of the time and place of special meetings to such media outlets. *Ref. Idaho Code § 74-204(2).*

3. **Agenda Requirements.** An agenda is required for each meeting whether the meeting is a regular meeting or special meeting. The Executive Director shall prepare or cause to be prepared a draft agenda for each regular and special meeting. A draft agenda will be submitted to the Directors more than forty-eight (48) hours prior to any regular meeting and more than twenty-four (24) hours prior to a special meeting. Any director can add new items to the agenda

prior to posting of the agenda. The agenda shall be posted in the same manner as the notice of the meeting. An agenda item that requires a vote shall be identified on the agenda as an “action item” to provide notice that action may be taken on that item. The Board is not required to take a vote on an item listed as an action item. An agenda may be amended, provided that a good faith effort is made to include, in the original agenda notice, all items known to be probable items of discussion. If an amendment to an agenda is made less than forty-eight (48) hours prior to a regular meeting or twenty-four (24) hours prior to a special meeting, the amended agenda must be posted before the meeting and the amended agenda will not be effective until a motion is made at the meeting and the Board votes to amend the agenda. Final action may not be taken on an agenda item added after the start of a meeting unless an emergency is declared necessitating action. The declaration of emergency and justification shall be reflected in the meeting minutes. *Ref. Idaho Code § 74-204(4).*

4. Quorum. Three Directors shall constitute a quorum for the transaction of any business, but a lesser number may adjourn any regular meeting from time-to-time until a quorum can be obtained. *Ref. Idaho Code § 67-4910.*

5. Voting. Votes on any matter before the Board may be taken by oral vote and the vote recorded in the meeting minutes. Upon the request of any Board member, the vote of each Board member shall be recorded by name. Except as otherwise provided in these Bylaws or as required by law, a motion shall be deemed approved if supported by Majority Vote. For purposes hereof, Majority Vote shall be the affirmative vote of the majority of the Board members then serving whether or not present at the meeting. *Ref. Idaho Code § 74-205(c).*

6. Use of Telecommunications. All meetings may be conducted by using telecommunications devices that enable all members of the Board participating in the meeting to communicate with each other. Participation through telecommunications devices shall constitute presence in person by such Board member at the meeting provided that at least one (1) Board member or the chief administrative officer of the District be physically present at a physical location identified in the notice of the meeting where the public may attend the meeting. The communications among members of the Board must be audible to the public attending the meeting in person and the other Board members. *Ref. Idaho Code § 74-203(5).*

7. Public Testimony. Meetings of the Board are not public hearings and any public testimony or comment will be at the Board’s discretion. The Board may, in its discretion, ask for, allow or withhold consent to public comment and testimony at Board meetings. Persons wishing to make oral presentations to the Board must submit their request to the Chair of the Board or Executive Director in advance of the Board meeting.

8. Rules of Order. In all matters not covered by these Bylaws of the Board of Directors, parliamentary procedures shall be governed by the manual known as Robert’s Rules of Order.

9. Open Public Meetings.

- (1) All meetings of the Board will be open to the public and all persons shall be permitted to attend any meeting except those Executive Sessions provided

by the Idaho Open Meeting Law. No decision at a meeting of the Board shall be made by secret ballot. *Ref. Idaho Code § 74-201 et. seq.*

- (2) The Board shall not hold a meeting at any place where discrimination on the basis of race, creed, color, gender, age, national origin, gender identity, or sexual orientation is practiced. *Ref. Idaho Code § 74-203(4).*
- (3) If only an Executive Session will be held, the notice shall be given to the members of the Board, and to the public, stating the reason and the specific provision of law authorizing the Executive Session. *Ref. Idaho Code § 74-204(3).*
- (4) Upon a two-thirds vote of the Board, recorded in the minutes of the meeting by individual vote, the Board may go into Executive Session. The motion to go into Executive Session shall identify the specific subsections of the Idaho Open Meeting Law that authorize the Executive Session. The vote on the motion shall be taken by roll call vote and the vote shall be recorded in the minutes. Under the Idaho Open Meeting Law, an Executive Session may only be held for the following purposes:
 - (a) To consider hiring a public officer, employee, staff member or individual agent, wherein the respective qualities of individuals are to be evaluated in order to fill a particular vacancy or need. This paragraph does not apply to filling a vacancy in an elective office or about staffing needs in general.
 - (b) To consider the evaluation, dismissal or disciplining of, or to hear complaints or charges brought against, a public officer, employee, staff member or individual agent.
 - (c) To acquire an interest in real property which is not owned by a public agency.
 - (d) To consider records that are exempt by law from public disclosure as provided in the Idaho Public Records Act (Title 74, Chapter 1, Idaho Code).
 - (e) To consider preliminary negotiations involving matters of trade or commerce in which the governing body is in competition with governing bodies in other states or nations.
 - (f) To communicate with legal counsel for the public agency to discuss the legal ramifications of and legal options for pending litigation, or controversies not yet being litigated but imminently likely to be litigated. The mere presence of legal counsel at an Executive Session does not satisfy this requirement.

- (g) To conduct deliberations concerning labor negotiations or to acquire an interest in real property.
 - (h) To engage in communications with a representative of the public agency's risk manager or insurance provider to discuss the adjustment of a pending claim or prevention of a claim imminently likely to be filed. The mere presence of a representative of the public agency's risk manager or insurance provider at an Executive Session does not satisfy this requirement.
 - (i) To consider labor contract matters authorized under Section 67-2345A, Idaho Code. *Ref. Idaho Code § 74-206.*
- (5) No Executive Session may be held for the purpose of taking final action or making any final decision. Minutes of the Executive Session shall be as provided in Section 10(2) of these Bylaws. *Ref. Idaho Code § 74-206(3).*

10. Written Minutes.

- (1) The Board Secretary or other person designated by the Board of Directors shall take written minutes of all its meetings. Neither a full transcript nor a recording of the meeting is required. All minutes shall be available to the public within a reasonable time after the meeting and shall include at least the following:
 - (a) All members of the Board who are present.
 - (b) All motions and resolutions proposed and their disposition.
 - (c) The results of all votes, and upon the request of a member, the vote of each member, by name.
- (2) Minutes pertaining to an Executive Session shall include a reference to the specific statutory subsection authorizing the Executive Session and shall also provide sufficient detail to identify the purpose and topic of the Executive Session, but shall not contain information sufficient to comprise the purpose of going into Executive Session. *Ref. Idaho Code § 74-205.*

**ARTICLE V
EXECUTIVE DIRECTOR**

The Board will retain an Executive Director who shall serve as the chief administrative officer of the District. The Executive Director shall attend all Board meetings unless excused by the Board Chair. If unable to attend a Board meeting, the Executive Director shall designate a qualified District staff member to attend such meeting. The Executive Director shall perform such functions as are delegated to the position. The Executive Director shall be responsible for the

selection and retention of all employees of the District subject to the oversight responsibilities of the Board. The Executive Director shall have such other contracting authority as is from time-to-time provided to the Executive Director by Board resolution. Without limiting the foregoing, the Executive Director shall function as the Clerk of the District for all Board elections and be the custodian of the public records of the District. *Ref. Idaho Code § 74-102(16).*

ARTICLE VI COMMITTEES

1. Standing and Special Committees. The Board may establish standing or special committees. Committees shall only have such authority as given to them by the Board and in no event will any committee serve in other than an advisory role to the Board. *Ref. Idaho Code § 67-4912(n) and (o).*

2. Appointment and Removal of Committee Members. The Chair shall appoint members to each committee, one of whom will be designated as Committee Chair by the Board Chair. Committees will have at least one (1) and no more than (2) Board members. Committees may have as many non-board members as determined by the Board. Members of standing committees are appointed at the same meeting at which Officer elections are held and shall serve for two (2) years. Committee members may be removed at any time by the Chair.

3. Standing Committees. The Standing Committees shall be the Finance Committee and the Marketing Committee.

4. Special Committees. Any Board member can propose the creation of a Special Committee with a clearly defined purpose. The Special Committee will be created upon approval by a majority of seated Board members. The Board Chair shall appoint committees of one (1) and no more than two (2) Board members and such other members as determined by the Board, each for such specific purposes as the business of the Board may require from time-to-time. The committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after the final report is made to the Board.

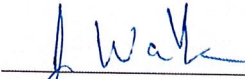
5. Committee Reports. All committees shall make such reports to the Board as requested or directed by the Board.

ARTICLE VII AMENDMENTS

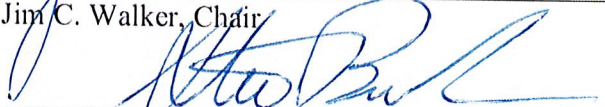
Amendments to these Bylaws may be made by a majority vote of the elected members of the Board provided such amendment is read at the preceding regular meeting of the Board. However, amendments may be given immediate passage and effect if 4/5 of the elected members concur in the motion. *Ref. Idaho Code § 67-4912(n)*

**ARTICLE VIII
ADOPTION**

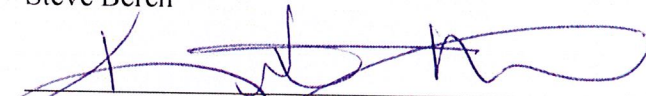
These Bylaws were duly adopted by a majority vote of the Board of Directors at a regular meeting of the Board, duly and regularly noticed and conducted on the 20th day of September, 2018.



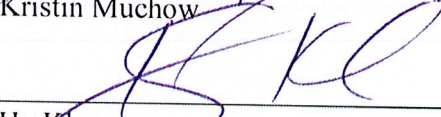
Jim C. Walker, Chair



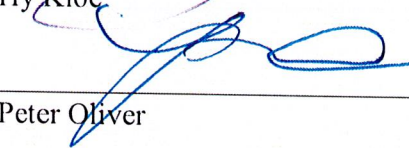
Steve Berch



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Peter Oliver