

11.07.2025 PROPOSED

BYLAWS
FOR
METRAPARK ADVISORY BOARD

Article I

Appointment and Purpose

The Members of the MetraPark Advisory Board (Advisory Board) are appointed by and serve at the pleasure of the Yellowstone County Board of County Commissioners (BOCC). The powers, business and property of this organization shall be exercised, conducted and controlled by the BOCC. **The MetraPark Board is intended to be advisory. It has no operations authority.**

The purpose of the Advisory Board is to provide for the advocacy representation to the community at large with respect to facility usage and events, to present recommendations to the BOCC based on that representation, and to embody the mission and vision of the facility as an entertainment center and economic contributor to such users. To that end, Members of the Advisory Board will work with, beside, and for MetraPark Staff with the permission of the General Manager. Members of the Advisory Board do not have authority to direct the actions of MetraPark staff.

Objectives

The Advisory Board will, through the lawful creation and maintenance of the committees and regulations identified herein, pursue the following objectives by assisting the BOCC and MetraPark management in:

- Identifying opportunities and developing strategies and creating vision consistent with MetraPark's mission.
- Identifying, connecting, developing and maintaining relationships with stakeholders, partners, and users of the facility. Including the recruitment and retention of sponsors annually, and for MontanaFair.
- Establishing, through the attendance at events and informal communal community discussion, representing, and evaluating the quality of the customer and user experience.
- Creating a process of reporting community feedback and event-based input to both the BOCC and MetraPark ~~General Manager staff~~.

Article II

Members

1. Members of the Advisory Board are by appointment by the BOCC as vacancies occur, either through term limits, by resignation of Board Member ~~or reorganization by BOCC~~.
2. The Board shall consist ~~of three (3) to five (5)~~ voting Members, all three non-voting County Commissioners ~~and one non-voting position assigned by the Billings Chamber of Commerce~~.
 - 2.1. All Members shall be residents of Yellowstone County at the time of their appointment and during their tenure.

- 2.2. The Members of the Advisory Board, except those appointed to fill vacancies, shall hold office for the term of **one year. Members may reapply at the end of their one-year term for consideration of reappointment by the Board of County Commissioners. Reappointed members may** apply to serve up to **three (3)** consecutive terms. Upon the fulfillment of **three (3)** consecutive terms by which the Member has been appointed, without regard to the fulfillment of partial terms, the Member is not eligible for reappointment.
3. Any duly appointed Member and / or Officer during his/her term may be removed from the Advisory Board on the grounds that his/her conduct is detrimental to the Advisory Board and its objectives. Expulsion on these grounds shall be by two- thirds vote of the Advisory Board after the Member has had the opportunity to be heard by the Advisory Board. The Advisory Board recommendations shall be presented to the BOCC for approval. BOCC action shall be final.
4. It is mandatory that Members attend meetings regularly. If a member misses more than ~~three~~ **(3) two (2)** consecutive meetings with notice, with the exception of illness or emergencies, the Advisory Board may request that the County Commissioners replace that Member after being given an opportunity to be heard by the Advisory Board.
5. **Members primary function is to present their interactions with the community in their promotion of MetraPark. Additionally, members are required to assist in sponsorship acquisition and/or provide qualified leads for MontanaFair, as well as annual sponsors.**
6. CONFLICT OF INTEREST STATEMENT: Each Board Member shall be required to submit annually a prescribed conflict of interest statement; making of record any known conflicts of interest. In such cases as conflicts exist, Board Members shall abstain from voting, or otherwise affecting the outcome of, recommendations to the BOCC.

Article III

Officers

1. The Advisory Board shall elect a President and Vice-President. Officers for the calendar year are to be elected at the January meeting of the current year. A Secretary will be appointed at this time from the Advisory Board.
2. Term of office - shall be from January of the current year to January of the succeeding year.
The President shall be for one (1) year with no consecutive terms.
3. Termination - shall be upon the successful annual election of new officers or upon resignation/termination of the officers' board position.

Article IV

Meetings

1. Regular Advisory Board meetings can be held monthly in a room designated by MetraPark management at MetraPark unless otherwise notified. All meetings will be conducted in accordance with open meeting requirements: **posted agendas and minutes are required to be recorded. All meetings held at MetraPark will be held in the morning.**
2. The minutes of the previous meeting of the Advisory Board will be provided to Members no later than five (5) days prior to the regular meeting and accepted by the Advisory Board at its regular meeting. Electronic transmission will be the preferred means of communication.
3. QUORUM: A quorum shall be required for any recommendation submitted to the BOCC. A quorum is defined as attendance exceeding 51% of the voting Members of the Advisory Board. A proxy assigning voting authority for a stated meeting or a particular vote to a

specific person or the presiding officer will count towards a quorum. Call-in participation is recognized if needed to make a quorum.

- ~~4. SPECIAL ADVISORY BOARD MEETINGS: Special Advisory Board meetings may, from time to time, be called by the President of the Advisory Board. Notice to the Advisory Board shall be required for all special meeting whereby such notice shall be given no later than five (5) days prior to the scheduled special meeting.~~
- ~~5. FAIR WEEK: Special Advisory Board meetings will ~~may~~ be held during fair week beginning with the first full day of the Fair and concluding the last full day of the Fair, in conjunction with the standard daily Fair meeting. Provisions for notification for Fair meetings shall not be required as defined in the bylaws.~~
6. FAIR REVIEW MEETING: After the Fair, at the next regularly scheduled Advisory Board meeting, a review of results of the MontanaFair will be conducted, along with the drafting of any recommendations for staff and BOCC consideration.
7. STANDING COMMITTEE MEETINGS: Standing Committees, as defined by Article VI of the bylaws, may conduct regular monthly meetings. Regular meetings will be conducted at a time and place as defined by the Committee Chairperson. Notification for regular Standing Committee meetings is required no later than five (5) days prior to the scheduled regular meeting.
- ~~8. REPRESENTATION: Unless otherwise appointed by the President, no single Board Member or group of Board Members assembled without proper notification as defined by the Special Advisory Board meeting section in the bylaws shall be construed, or otherwise defined as, a committee meeting. Further, no single Board Member or group of Board Members assembled~~

~~without proper notification as defined by the Special Advisory Board meeting section in the bylaws shall be permitted to represent the authority of the Advisory Board.~~

Article V

Conduct of Business

1. It shall be the duty of the Executive Committee to prepare an Agenda for all regular and special meetings. The agenda will be mailed and/or electronically transmitted to all Advisory Board Members, the BOCC, and others as required by open meeting laws, not later than five (5) days before the regular and/or special scheduled meeting.
2. The following is the prescribed order of business:
 - Reading and approval of minutes
 - Invited presenters from outside of MetraPark Advisory Board Members
 - ~~Reports of General Manager, Officers, and Standing Committees.~~ Submitted reports from the MetraPark General Manager, Assistant General Manager and Marketing Director.
 - Submitted reports of designated MetraPark staff. Each monthly report to Members shall include summaries of results of previous events, confirmed upcoming events, progress reports relating to any major capital projects approved by the BOCC. ~~and commenced on campus, any material changes in operations and a financial/budget report. These reports will be developed by MetraPark staff and will be subject to input and suggestions by Board members as to possible changes in any and all reports so as to keep them clear,~~ concise and relevant for the Board's purpose of being kept abreast of operational changes that may impact or report on community engagement and customer experiences.

- Special orders
- Unfinished business and general orders
- New business
- Public input

Article VI

Below is a listing of committees which the Advisory Board President may appoint. The committees may be standalone or combined and will meet outside of MetraPark facilities. These committees shall present reports to the Executive Committee and / or the full Advisory Board at a regularly scheduled meeting.

Committees

1. Committee and chair appointments will be made by the President during January of each year. The President shall establish how any and all committees listed will be utilized for the year, allowing for combinations, and for not setting some of the committees below to be standalone functions. Committees shall be required to be chaired by a Board Member. The President, at his/her election, may include as committee members; Board Members, facility stakeholders, or other at large members as deemed necessary to complete the effective representation of the committee. Each Advisory Board Member will be given a complete list of same. The President, MetraPark staff, and BOCC members shall be considered an integral, non-voting Member of all committees.
2. Standing Committees shall be established by the Advisory Board through a unanimous vote and created for a period of one year. ~~Standing Committees shall conduct themselves in accordance with the mission and vision of the committee as provide for within the bylaws and shall be created for a period of one year. Standing Committees are defined as:~~

3. Executive Committee - populated by the President, Vice President, and Secretary. The Committee will assemble to discuss emerging issues as identified by the MetraPark staff, BOCC, or the President. The Committee shall be chaired by the Vice President. ~~Officers are empowered to represent the board in the event a special meeting cannot be organized in a timely matter, with all decisions then affirmed at the next regularly scheduled meeting by the Advisory Board.~~ **Posted agendas and meeting minutes are required.**
4. ~~A single monthly "All Committees meeting" will be held with MetraPark Management. All meetings of committees, as defined by the bylaws, shall record and maintain minutes of regular and special meetings. Such minutes shall be presented to MetraPark staff, as identified by the President, within a reasonable time after the meeting, but not later than a date sufficient to be presented at the next regular Board meeting.~~
5. ~~Recommendations developed by committees shall be drafted and presented to the Board and MetraPark Management for consideration. In no case shall a committee draft and present recommendations directly to the BOCC without MetraPark Management consideration and approval.~~
6. ~~Unless otherwise appointed by the President, no single Board Member or group of Board Members assembled without proper notification as defined by the committee meeting section in the bylaws shall be construed, or otherwise defined as, a committee meeting. Further, no single board member or group of board members assembled without proper notification as defined by the committee meeting section in the bylaws, shall be permitted to represent the authority of the committee.~~

Article VII

Parliamentary Law

Robert's Rules of Order shall be the governing parliamentary law of the Advisory Board in all cases not definitely provided for by the bylaws.

Article VIII

Amendments

Proposed amendments to these Standing Committee Rules and/or Bylaws are at the sole discretion of the BOCC after consideration from the Advisory Board.

Passed and Adopted on this ____ day of _____, 2025.

BOARD OF COUNTY COMMISSIONERS
YELLOWSTONE COUNTY, MONTANA

Mark Morse, Chair

Michael J. Waters, Member

Chris White, Member

ATTEST:

Jeff Martin, Clerk and Recorder