



REQUEST FOR ACTION

First Amended and Restated Bylaws for Experience Rochester

MEETING DATE:

May 4, 2026

ORIGINATING DEPT:

City Administration

AGENDA SECTION:

Consent Agenda

PRESENTER:

Alison Zelms

Action Requested:

Accepting the First Amended and Restated Bylaws for Experience Rochester.

Report Narrative:

Experience Rochester (formerly the Rochester Minnesota Convention and Visitors Bureau) serves as the City of Rochester's exclusive agent to sell, book, and manage the Mayo Civic Center and leads destination marketing efforts for the community. The organization operates as a nonprofit corporation and is funded through direct operating revenue and a portion of the City's hotel and lodging tax.

The proposed First Amended and Restated Bylaws update and modernize the organization's governance structure to better align operations with City oversight expectations and clarify accountability for public funding, facility management, and destination marketing services. The board requested the amendments in order to create long term stability for a successful operating model that has seen success over the last seven years.

Key updates include clarification of the organization's purpose and responsibilities; updated board composition, qualifications, appointments, and term limits; strengthened conflict of interest, transparency, and Open Meeting Law requirements; updated expectations for experience in candidates seeking board service to focus on alignment in professional background focused on financial, sales, market, and data-driven measurement and analysis; and flexibility to ensure continuity of governance.

In particular, the updates indicate that any one voting member may extend service beyond two full consecutive terms by one year, and anticipate that the immediate past chair may serve in an ex officio capacity for one year. Further, it anticipates not more than nine board members (currently not less than five) and provides for staggered terms to allow for measured appointments and continuity as members reach their term limits. The by laws also indicate a desire for diverse industry representation in order to ensure accountability for successful operation in accordance with the City's contractual expectations.

The bylaws continue to require Rochester City Council approval for significant actions, including amendments to the bylaws, adoption of the annual strategic marketing, sales, and operations plan, including budget and performance metrics, asset transfers outside the ordinary course of business, and an established process for the corporation's dissolution.

The Experience Rochester Board approved these amended bylaws unanimously on April 28, 2026, prior to requesting Council consideration.

Priorities & Foundational Principles:

Economic Resilience

Inclusive Growth Management

Policy Considerations & DEI Impact:

This item supports strong governance, transparency, and public accountability for an organization receiving public funding and managing a significant public asset.

The amended bylaws reinforce expectations for collaboration across hospitality, tourism, arts, culture, business, and community organizations to enhance community access to City-owned facilities and support economic vitality. This aligns with the City's Strategic Priorities related to Economic Resilience and Inclusive Growth Management.

Prior Legislative Actions & Community Engagement:

Previous City Council action established the Rochester Minnesota Convention and Visitors Bureau as the nonprofit entity responsible for management of the Mayo Civic Center and destination marketing services.

- April 28, 2026: Experience Rochester Board review and consideration of amended and restated bylaws
- May 4, 2026: City Council consideration of acceptance of the First Amended and Restated Bylaws

Fiscal & Resource Impact:

There is no direct fiscal impact associated with approval of the amended bylaws.

Experience Rochester will continue to be funded through direct operating revenue and a portion of the City's hotel and lodging tax through its contractual relationship with the City. The amended bylaws further clarify reserve expectations, financial oversight, and reporting requirements.

Alternative Action(s):

No Alternative Actions are suggested at this time.

Prepared By:

Jessica Schuler

Attachments:

[Cover Page](#)

[Bylaws - Rochester Minnesota Convention and Visitors Bureau](#)