

**BY-LAWS OF THE
COLUMBIA COUNTY ECONOMIC DEVELOPMENT CORPORATION (CCEDC)**

ARTICLE I - Purpose

The purpose of the Columbia County Economic Development Corporation is to foster and encourage activities in the county that result in constructive economic development and/or result in an improved quality of life. Strategies whereby this Corporation will support such efforts include: improve the efficiency of existing firms and their ability to stay competitive, improve the ability to capture dollars spent in the communities, attract new employers, encourage new business formation to meet changing customer demands, and increase aids received from broader governmental units.

ARTICLE II - Organization

Section 1 - Directors

Directors of the Columbia County Economic Development Corporation (CCEDC), who shall be entitled to voting privileges, shall be determined as follows:.

A. Political representatives:

1. County. The Chairman of the County Board of Supervisors shall appoint two representatives to serve two-year terms as Directors of the CCEDC. These appointments shall be made in even-numbered years.
2. Municipal. Each Town, Village and City in Columbia County shall appoint one representative to serve a two-year term as a Director of the CCEDC.
 - a. The following municipalities shall appoint their representatives in even-numbered years: Cities of Portage and Lodi; Villages of Poynette, Fall River, Arlington, Cambria and Friesland; Towns of

Lodi, Dekorra, Wyocena, Lewiston, Lowville, Fountain Prairie,
Arlington, Randolph, Columbus and Hampden.

- b. The following municipalities shall appoint their representatives in odd-numbered years: Cities of Columbus and Wisconsin Dells, Villages of Pardeeville, Rio, Wyocena, Randolph and Doylestown; Towns of Pacific, West Point, Caledonia, Marcellon, Scott, Fort Winnebago, Leeds, Otsego, Newport, Courtland and Springvale.

3. Vacancies. When a vacancy arises in the position of Director, the county or municipality that appointed the Director shall appoint a new director to fill out the remainder of the unexpired term of Director.

B. Industry representatives. The Board of Directors shall elect representatives from the following industries at the annual meeting. When a vacancy arises in the position of Industry Representative, the Executive Board shall appoint a new representative to fill out the remainder of the unexpired term of the industry representative.

Representatives in categories 1-5 shall be elected for two year terms in odd-numbered-years. Representatives in categories 6-10 shall be elected for two-year-terms in even-numbered years.

- 1. Health Care
- 2. Financial
- 3. Real Estate Development
- 4. Education
- 5. Tourism
- 6. Utilities

7. Service and Retail
8. Manufacturing
9. Agribusiness
10. Professional

C. Appointments. Each governmental body shall inform the CCEDC Executive Economic Development Director of any new appointments prior to May 1 of the year in which a new Director is appointed. A new Director's term shall begin immediately following the conclusion of CCEDC's annual meeting. In case of a vacancy in the office of Director, the appointing authority shall make an interim appointment and notify the CCEDC Executive Economic Development Director of the interim appointment as soon as practicable.

Section 2 - Board of Directors

The Board of Directors shall oversee all business development activities by the Corporation and the Executive Economic Development Director.

Section 3 - Advisors to the Board

The Board of Directors may invite various organizations and/or individuals, including, but not limited to, utilities, financial institutions, civic organizations, educational institutions, professional associations, governmental agencies, and others, to join as Advisors to the Columbia County Economic Development Corporation. However, their participation shall be without voting privileges, except as permitted under Section 5 of this Article.

Section 4 - Officers

The Officers of this Corporation must be Directors of the Board and shall consist of a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The Officers shall be elected for two-year terms by the Board of Directors.

- A. President. The President shall be the Chief Executive Officer of this Corporation, and shall preside at all meetings of the Board of Directors. The President shall supervise the affairs of the Corporation. In the event of the inability of the President to perform any duty, or in the event of a vacancy existing in such office, the First Vice-President shall act on behalf of the president or succeed the president in the event of a vacancy in that office.
- B. First Vice-President. The First Vice-President shall perform the duties of the President in the event of the President's absence or disability or for any cause. The First Vice-President shall perform such additional duties as may be prescribed from time-to-time by the Board of Directors or as may be prescribed from time-to-time by these By-laws.
- C. Second Vice-President. If the First Vice-President is not available, the Second Vice-President shall perform the duties. The Second Vice-President shall perform such additional duties as may be prescribed from time-to-time by the Board of Directors or as may be prescribed from time-to-time by these By-laws.
- D. Secretary. The Secretary shall be responsible for keeping a record of all actions of the Corporation, including the minutes of Board of Director's meetings. Non-confidential records shall be made available in the Executive Director's office.

E. Treasurer. The Treasurer shall have custody of all funds and securities and shall keep accurate accounts of all receipts and disbursements of the Corporation; the Treasurer shall deposit all monies, securities and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disperse the funds of the Corporation as may be ordered by the Board of Directors. In addition, the Treasurer shall render a financial report of the affairs of the Corporation at the annual meeting or at the request of the Board of Directors. The Board of Directors may appoint an Assistant Treasurer to assist the Treasurer in carrying out the prescribed duties.

Section 5 - Committees

There shall be the following standing committees: Executive, Finance, Personnel, Business Retention and Expansion, Tourism, and Revolving Loan Fund. Committees may consist of Directors and Advisors to the Board. Advisors may vote on committees. All Committees are under supervision of the Board of Directors and may be overruled by the Board of Directors.

All committee appointments shall be for two years. If a vacancy occurs the Board shall elect a new member. Minutes shall be kept for all meetings and shall be placed on file in the Executive Director's office within one week of such meetings.

A. Executive Committee. The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and past President (ex-officio committee member) and the Directors appointed by the Columbia County Board of Supervisors assigned to the corporation. The Executive Committee may exercise delegated powers and perform the duties of the Board of Directors between

meetings of the Board, but shall not amend the By-laws, or make rules or regulations governing nominations for elections.

- B. Finance Committee. The Finance Committee shall prepare an annual budget, with the assistance of the Executive Economic Development Director, for approval by the Board of Directors. They shall examine the monthly financial status and perform such other duties as may be prescribed by the Board of Directors. The CCEDC Treasurer, one of the county board appointees and one additional Executive Committee member shall be appointed by the Executive Committee to serve on the Finance Committee along with two Directors/Advisors elected at large. The CCEDC Treasurer shall serve as chairperson of the Finance Committee.
- C. Personnel Committee. The Personnel Committee shall recruit, establish work rules, and describe job duties for all employees. The Personnel Committee shall solicit candidates to become officers and industry representatives and present nominations for those positions to the Board of Directors for election at the annual meeting. Personnel records may be deemed confidential. The CCEDC President, one Executive Committee member appointed by the Executive Committee and three additional Directors appointed by the Executive Committee shall serve on the Personnel Committee.
- D. Business Retention and Expansion Committee. The Business Retention and Expansion Committee shall conduct an annual survey of county employers and develop strategies for assisting county businesses with expansion plans, develop strategies to retain businesses within the county, identify impediments. The Business Retention and Expansion Committee shall consist of at least one member of the

Executive Committee as appointed by the Executive Committee and not fewer than four additional members appointed by the Executive Committee.

- E. Tourism Committee. The Tourism Committee is responsible for the coordination and promotion of tourism within Columbia County. The CCEDC Executive Director attends the meetings of the Tourism Committee and provides staff assistance to the activities of the Tourism Committee. Tourism Committee expenditures are subject to approval by the CCEDC Executive Committee. The Tourism Committee provides regular reports of activities to the CCEDC Executive Committee.
- F. Revolving Loan Fund Committee. The Revolving Loan Fund committee is responsible for reviewing applications received for funding from the revolving loan fund accounts and for oversight of the loans. The Executive Committee and a finance advisor shall serve on the Revolving Loan Fund Committee plus any member appointed by the President of CCEDC that would add to the expertise of the committee.
- G. Ad Hoc Committees. Ad hoc Committees may be appointed and terminated at any time, by the President, according to needs of the Corporation. Use of ad hoc committees shall be encouraged.

Section 6 - Staff

There shall be an Executive Economic Development Director selected by the Board of Directors. The Personnel Committee will participate with the Executive Economic Development Director in the selection of support staff.

ARTICLE III - MEETINGS

There shall be meetings every other month, the dates and times to be established by the Board of Directors at its annual reorganization. The Executive Committee shall meet on the “off month” to conduct business as usual.

An annual meeting of the Board of Directors shall be held in May. Notice of the date, time, and place of such annual meeting shall be determined by the Board of Directors at their April meeting.

Special meetings of the Board of Directors may be held whenever called by the President or upon written direction of one third of the Directors in office. Notices of special meetings shall be given to Directors at least five working days prior to such meeting.

ARTICLE IV - DIRECTORS

Section 1 - General Powers

The property, affairs, and business of the Corporation and Executive Economic Development Director shall be under the management of the Board of Directors.

Section 2 - Proxy

A Director of this Corporation may delegate the Director’s vote to another Director by proxy at Board meetings. Each Director shall be entitled to one vote. Proxies must be filed in writing before the beginning of any meeting with the CCEDC Executive Economic Development Director or CCEDC Secretary before the same may be voted or acted upon. Any proxies filed shall be noted by the presiding office at the beginning of any meeting.

Section 3 - Quorum

A minimum of 10 Directors of the Corporation including proxies shall constitute a quorum and be capable of transacting any business thereof, except when otherwise especially

provided by law by the Articles of Organization. If, at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting.

If any scheduled meeting of the Board of Directors is adjourned, a special meeting of the Executive Committee may be held in lieu of the monthly meeting to address items on the adjourned Agenda only.

ARTICLE V - BOOKS AND RECORDS

Section 1 - Record Keeping

The general and principal books of account of this Corporation, including its membership books, shall be kept in the Executive Director's office.

Section 2 - Right of Members and Creditors to Examine

The books of this Corporation containing the membership, accounts, and the records of this Corporation shall at all reasonable times be opened to the inspection of the voting Directors.

ARTICLE VI - MISCELLANEOUS

Section 1 - Fiscal Year

The fiscal year of this Corporation shall be January 1 to December 31.

Section 2 - Termination

In the event the Corporation terminates, all assets shall be distributed to Columbia County.

ARTICLE VII - INDEMNIFICATION

Section 1 – Good Faith Indemnification

The Corporation shall indemnify any individual who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the

corporation) by reason of the fact that s/he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by that individual in connection with such action, suit or proceeding if the individual acted in good faith and in a manner the individual reasonably believed to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the individual's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, or itself, create a presumption that the individual did not act in good faith and in a manner which the individual reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the individual's conduct was lawful.

Section 2 – Indemnification Defense

The Corporation shall indemnify any individual who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by that individual's connection with the defense or settlement of such action or suit if the individual acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such individual shall have been adjudged to be liable for negligence or

misconduct in the performance of the individual's duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such individual is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3 – Indemnification Expenses

To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2, or in the defense of any claim, issue or matter therein, the individual shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by that individual in connection therewith.

Section 4 – Indemnification Determination

Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because the individual has met with the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made:

By the membership by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested members so direct, by independent legal counsel in a written opinion.

Section 5 – Attorney’s Fees and Expenses

Expenses, including attorney’s fees, incurred defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation as authorized in this Section.

Section 6 – Nonexclusive Indemnification

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of disinterested directors or otherwise, both as to action in that individual’s official capacity and as to action in another capacity while holding such office, and shall continue as to an individual who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such an individual.

Section 7 - Insurance

The Corporation may, upon resolution of its membership duly adopted, purchase and maintain insurance on behalf of any individual who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against that individual and incurred by the individual in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify the individual against such liability under this provision of the Corporation’s By-laws.

ARTICLE VIII - AMENDMENT OF BY-LAWS

The By-laws of this Corporation shall be amended at any annual meeting or at any special meeting called to amend the By-laws, by an affirmative two-thirds vote of the Board of Directors.

The original By-laws were approved and adopted by the Board of Directors on January 22, 1992.

Minutes of these meetings, whereby the Board of Directors amended the By-laws, are on file in the office of the Columbia County Economic Development Corporation.

These By-laws were approved by the Columbia County Economic Development Corporation Board of Directors by a two-thirds vote of the members present on this 13th day of May, 2015.

Columbia County Economic Development Corporation	
Restructured Board of Directors	
One representative per municipality	
Even-numbered years (24)	Odd-numbered years (23)
County Board (2)	Columbus (C)
Portage (C)	Wisconsin Dells (C)
Lodi (C)	Pardeeville (V)
Poynette (V)	Rio (V)
Fall River (V)	Wyocena (V)
Arlington (V)	Randolph (V)
Cambria (V)	Doylestown (V)
Friesland (V)	Pacific (T)
Lodi (T)	West Point (T)
Dekorra (T)	Caledonia (T)
Wyocena (T)	Marcellon (T)
Lewiston (T)	Scott (T)
Lowville (T)	Fort Winnebago (T)
Fountain Prairie (T)	Leeds (T)
Arlington (T)	Otsego (T)
Randolph (T)	Newport (T)
Columbus (T)	Courtland (T)
Hampden (T)	Springvale (T)
Utilities	Health Care
Service & Retail	Financial
Manufacturing	Real Estate Development
Agribusiness	Education
Professional	Tourism