

**2018 RESTATED BY-LAWS OF THE
COLUMBIA COUNTY ECONOMIC DEVELOPMENT CORPORATION**

ARTICLE I - Purpose

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

A. Political representatives:

1. County. Three County Board Supervisors appointed by the Chair of the County Board of Supervisors 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 and shall notify the Executive

Economic Development Director (Executive Director) of the interim appointment as soon as practical.

B. Representatives. The Board of Directors shall elect industry and sector representatives at the annual meeting (“Representatives”)

1. Odd Numbered Year Representatives. Representatives listed below shall be elected for two year terms in odd-numbered-years.

Health Care
Financial
Real Estate Development
Education
Tourism

2. Even Numbered Year Representatives. The Representatives listed below shall be elected for two year terms in the even-numbered years.

Utilities
Service and Retail
Manufacturing
Agribusiness
Professional
Veterans

3. Vacancies. When a vacancy arises in the position of Representative, the Executive Board shall appoint a new Representative to fill out the remainder of the unexpired term.

C. Appointments. The County Board Chair and each municipality shall inform the Executive 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 at the Board of Directors May meeting.

Section 2 - Board of Directors

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

Section 3 - Advisors to the Board

The Board of Directors may invite representatives of additional organizations, businesses or sectors, including, but not limited to, utilities, financial institutions, civic organizations, educational institutions, professional associations, and governmental agencies to participate as Advisors to the CCEDC. Advisors shall be not have voting privileges at the Board level.

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 at its May meeting in even numbered years.. If a vacancy occurs with respect to any officer position, the vacancy shall be filled by the Board of Directors.

- A. President. The President shall be the Chief Executive Officer of CCEDC and shall preside at all meetings of the Board of Directors. The President shall supervise the affairs of CCEDC. 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 CCEDC, 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 CCEDC; the Treasurer shall deposit all monies, securities and other valuable effects in the name of CCEDC in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disperse the funds of CCEDC as may be ordered by the Board of Directors. In addition, the Treasurer shall render a financial report of the affairs of CCEDC at the annual meeting or at the request of the Board of Directors. The Board of Directors may designate an accounting firm or other appropriate organization 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 vacancy shall be filled in the same manner as appointments to the Committee are made, as hereinafter provided. 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, and Treasurer, together with the three (3) Directors appointed by the County Board Chair. 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. In the event that one of the County appointed Directors is also an Officer of CCEDC, such Director shall only have one vote on the Committee.
- B. Finance Committee. The Finance Committee shall prepare an annual budget, with the assistance of the Executive 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 Treasurer, one of the Directors appointed by the County Board Chair 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 by the Board of Directors. The Treasurer shall serve as chair 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 President, one Executive Committee member appointed by the Executive Committee and at least one (1), but not more than three (3), additional Director(s) 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 at least two (2), but no more than four (4), additional Directors or Advisors appointed by the Executive Committee shall serve as the Business Retention and Expansion Committee.

- E. Tourism Committee. The Tourism Committee is responsible for the coordination and promotion of tourism within Columbia County. The 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 Executive Committee. The Tourism Committee provides regular reports of activities to the 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 shall serve on the Revolving Loan Fund Committee plus any other Director or Advisor appointed by the President 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 CCEDC. Use of Ad hoc Committees shall be encouraged.

Section 6 - Staff

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

ARTICLE III – MEETINGS OF BOARD

The Board of Directors shall meet every other month, the dates and times to be established by the Board of Directors at its annual reorganization. An annual meeting of the Board of Directors shall be held in May. 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 (5) working days prior to such meeting.

ARTICLE IV - DIRECTORS

Section 1 - General Powers

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

Section 2 – Proxy

Each Director shall be entitled to one vote. A Director of CCEDC may delegate the Director’s right to vote at a Board meeting to another Director by proxy. . Proxies must be filed in writing before the beginning of any meeting with the Executive Director or Secretary. 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 CCEDC 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 or these By-Laws. 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.

ARTICLE V - BOOKS AND RECORDS

Section 1 - Record Keeping

The general and principal books of account of CCEDC, 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 CCEDC 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 CCEDC terminates, all assets shall be distributed to Columbia County.

ARTICLE VII – INDEMNIFICATION

Section 1 – Good Faith Indemnification

CCEDC 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 CCEDC) 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 CCEDC as a Director, officer, employee or agent, 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 CCEDC, 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 CCEDC, 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

CCEDC 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 CCEDC, or is or was serving at the request of CCEDC as a Director, officer, employee or agent, 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 CCEDC 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 CCEDC 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 CCEDC 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 CCEDC 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 CCEDC 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 CCEDC 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

CCEDC 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 CCEDC, or is or was serving at the request of CCEDC as a director, trustee, officer, employee or agent, 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 CCEDC would have the power to indemnify the individual against such liability under this provision of CCEDC’s By-laws.

ARTICLE VIII - AMENDMENT OF BY-LAWS

The By-laws of CCEDC shall be amended at any regular or special Board of Directors meeting called to amend the By-laws, by an affirmative vote of a majority of the Directors in office at the time the amendment is adopted.

Columbia County Economic Development Corporation	
Restructured Board of Directors	
One representative per municipality	
Even-numbered years (24)	Odd-numbered years (23)
County Board (3)	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
Veterans	

History:

Original By-Laws adopted by Board on January 22, 1992.

Amended By-Laws adopted by Board on May 13, 2015.

Restated By-Laws adopted by Board on March 28, 2018.

Amended By-Laws proposed on July 10, 2018 (page 4, add “County” Board Chair)