

FINAL DRAFT 7-02-03

Marquette County Economic Development Corporation By-Laws

Article I – Declaration

Section 1 – Name

The name of this organization shall be the Marquette County Economic Development Corporation – hereinafter referred to as “MCEDC”.

Section 2 – Purpose

The MCEDE is a non-stock and non-profit development corporation. The purposes of the MCEDC are as set forth in its Articles of Incorporation and also include the following:

- A. To oversee the implementation of various economic development strategies such as business retention, business expansion, business and jobs development and pursuit of funding opportunities to achieve these goals
- B. To provide leadership, structure and support for economic development efforts countywide.

Section 3 – Location/Area

The MCEDC will receive correspondence at P.O. Box 338 Montello, WI 53949 and will house corporation information at the Marquette County Service Center in Montello, Wisconsin. The area served by the corporation shall include all of Marquette County.

Section 4 - Powers

The government of MCEDC, the direction of its work and the control of its property shall be vested in the Board of Directors. The Board of Directors shall be authorized to adopt such rules and regulations as may be deemed advisable for the government of the Board, the proper conduct of the business of the MCEDC and the guidance of all committees, officers and employees. The Board of Directors shall be empowered to do whatever in its judgment may be calculated to increase efficiency and add to the usefulness of MCEDC; and to carry out the main purpose of this association provided such action is not in conflict with these by-laws.

Section 5 – Limitations

The MCEDC shall be non-partisan and non-sectarian in its activities.

Article II – Membership

Section 1 - Types

The corporation may have one or more classes of members. Qualifications, rights and methods of elections and acceptance of members of each class shall be as provided from time to time by the Board of Directors.

FINAL DRAFT 7-02-03

Article III – Membership Meetings

Membership meetings will be determined as provided by the Board of Directors as membership classes and members are established.

Article IV – Board of Directors

Section 1 – Board Role, Size and Composition

The Board is responsible for managing the business affairs, property and policies of the Corporation. The Board shall have nine members. The Board receives no compensation other than reasonable and pre-approved expenses. The Board shall be comprised of members representing various communities and industries where diverse interests and areas of expertise strengthen the knowledge base of the corporation. Board member composition shall be as follows:

- One board member from each village and the city (5)
- One board member representing the agricultural industry (1)
- One board member with workforce development affiliation (1)
- One board member from the County Board of Supervisors (1)
- One board member from private industry (1)

Section 2 – Meetings

The Board shall meet at least monthly at an agreed upon time.

Section 3 – Board Elections

The Marquette County Board of Supervisors shall appoint directors of the Board of MCEDC. Appointments shall be consistent with Board composition as per Article IV Section 1.

Section 4 – Terms

All Board members shall serve three-year terms, but are eligible for re-election. The first Board will include members with one, two and three year terms to begin staggered terms.

Section 5- Quorum

A majority of the Board of Directors of MCEDC shall constitute a quorum at any meeting of such members and be capable of transacting any business thereof.

Section 6 – Notice

Notice will be given within the guidelines of the Wisconsin Open Meetings Law.

Section 7 – Officers and Duties

The Board of Directors at their annual meeting in July shall elect from their number by majority vote, President, Vice-President, Secretary and Treasurer. The officers shall be elected annually. The same person shall hold no two offices simultaneously. Their duties are as follows:

FINAL DRAFT 7-02-03

The President shall preside at all meetings of the MCEDC Board of Directors and the Executive Committee. The President shall be in charge of MCEDC affairs, performs all duties incident to the office and advise such action as may be deemed likely to increase the usefulness and prosperity of MCEDC. These duties may be delegated to other members at the President's discretion.

The Vice President shall perform the duties of the President in his/her absence and perform such other duties as may be delegated to him/her by the President or the Board of Directors.

The Secretary shall see that (a) the minutes of the meeting of MCEDC are kept in the books provided for that purpose; (b) all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) a custodian is appointed to keep the MCEDC records; and (d) all duties incident to the office of the Secretary are performed.

The Treasurer shall see that all monies of MCEDC are deposited in its name and shall supervise the books of MCEDC. The Treasurer shall make reports to the Board of Directors at frequent intervals.

Section 8 - Vacancies of officers

Vacancies of officers will be filled at the next Board meeting following the vacancy.

Section 9 – Delegation of Duties

In case of the absence or inability to act of any officer of MCEDC, the Board of Directors may delegate for the time being the duties of such officer to any director who is not an officer.

Section 10 – Resignations, Termination and Absences

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A recommendation to the Marquette County Board of Supervisors may be made for a Board member to be removed for other reasons by two-thirds vote of the remaining directors. The Marquette County Board will fill all vacancies.

Section 11 – Special Meetings

Special meetings of the Board of Directors may be held whenever called by the President or upon written request of one-third of the directors then in office.

Section 12 – Rules of Order

Roberts' Rules of Order are the parliamentary procedures to be used to conduct meetings of the Board of Directors.

FINAL DRAFT 7-02-03

Article V – Committees

Section 1 – Committees

The Board of Directors shall determine such committees as it deems necessary and the president with the consent of the Board shall select members to serve on such committees.

Article VI – Finances

Section 1 - Fiscal year

The fiscal year of MCEDC shall begin January 1 and run through December 31 of the same year.

Section 2 – Disbursements

All disbursements will be made by check with committee approval.

Section 3 - Audits

An audit will be conducted every year as determined by the Board of Directors of MCEDC. All audits shall be conducted by an independent and non-affiliated entity.

Section 4 – Financial Reports

The Treasurer will prepare an annual financial report and such other financial reports as requested by the Board of Directors.

Section 5 – Grant Applications

The Board of Directors shall approve Grant applications.

Section 6 - Contracts

The Board of Directors shall approve contracts.

Article VII - Dissolution of the corporation

Section 1 – Voluntary Dissolution

The majority of the Board of Directors of MCEDC may dissolve this entity by resolution. The resolution shall provide that all members be given at least 30 days notice by first class mail at their last known address. Deposit of a postage paid first class mailing addressed to the members last known address shall be proof of notice. The resolution shall include a proposed distribution of all assets remaining after satisfaction of all liabilities. Distribution shall be made only to non-stock, non profit entities with similar purposes to MCEDC. Any member may seek reconsideration by the Board of the dissolution by filing a written objection not less than 15 days prior to the date set for dissolution by the Board. The Board shall meet to consider all timely objections. Unless the Board votes to overturn the resolution to dissolve the original resolution shall become effective in accord with its terms.

FINAL DRAFT 7-02-03

Article VIII - Book and records

All books and records shall be maintained in the possession of the duly elected Secretary. These records shall be subject to Wisconsin Public Records Law. Destruction of any records shall be accomplished in accord with Wisconsin Public Records Law and Marquette County Records Management and Retention Ordinance.

Article IX - Amendments

Section 1 – Power to Amend

These by-laws may be altered, amended or repealed and the Board of Directors may adopt new by-laws provided that advance notice has been given and considered at least 21 days prior to the adoption meeting.

Section 2 – Procedure

The advance notice must be in writing and include specific wording of and proposed changes to the by-laws. The proposed changes shall not be in conflict with any law of the State of Wisconsin or Articles of Incorporation of MCEDC. By-law adoption must be approved by a majority of MCEDC Board of Directors.

Article X – Indemnification

MCEDC agrees to indemnify and hold harmless any director or officer of MCEDC found liable for activities pursued in the course of his or her service to MCEDC.