



***GREEN LAKE COUNTY***  
*571 County Road A, Green Lake, WI 54941*

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**Original Post Date: 07/14/2023**

**Amended\* Post Date:**

**The following documents are included in the packet for the  
Special Administrative Committee Meeting on July 17, 2023:**

- 1) Amended Agenda
- 2) Publishing of County Board Minutes
- 3) Wis. Statute §59.14(2)
- 4) EDC Articles/Bylaws
- 5) Resolution to Support Mutual Aid Collaboration



# GREEN LAKE COUNTY OFFICE OF THE COUNTY CLERK

Elizabeth Otto  
County Clerk

Office: 920-294-4005  
FAX: 920-294-4009

## ***Special Administrative Committee Meeting Notice***

**Date: Monday, July 17, 2023 Time - 4:30 PM**  
**Green Lake County Government Center,**  
**County Board Room, 571 County Rd A, Green Lake WI**

### **Amended AGENDA\***

#### Committee Members

*Dave Abendroth- Chair*  
*Dennis Mulder*  
*Brian Floeter*  
*Gene Thom*  
*Ken Bates*

*Elizabeth Otto,*  
*Secretary*

1. Call to Order
2. Certification of Open Meeting Law
3. Pledge of Allegiance
4. Discussion and possible action on trademark of Green Lake County seal
5. Publishing of minutes in newspaper
6. Discussion and possible action regarding clarity of partnership with Economic Development Corporation (EDC)
7. Resolution
  - \*Resolution to Support Mutual Aid Collaboration
8. Adjourn

This meeting will be conducted through in person attendance or audio/visual communication. Remote access can be obtained through the following link:

## Microsoft Teams meeting

**Join on your computer, mobile app or room device**

[Click here to join the meeting](#)

Meeting ID: 255 534 036 265

Passcode: JvmJpN

[Download Teams](#) | [Join on the web](#)

**Or call in (audio only)**

[+1 920-515-0745,,166936832#](#) United States, Green Bay

Phone Conference ID: 166 936 832#

[Find a local number](#) | [Reset PIN](#)

Please accept at your earliest convenience. Thank you!

Virtual attendance at meetings is optional. If technical difficulties arise, there may be instances when remote access is a quorum attending in person, the meeting will proceed as scheduled.

**Please note: Meeting area is accessible to the physically disabled. Anyone planning to attend who needs visual or audio assistance, should contact the County Clerk's Office, 294-4005, not later than 3 days before date of the meeting.**

## **PUBLISHING OF COUNTY BOARD MINUTES**

- **The Berlin Journal has 5 newspapers – Berlin Journal, Green Lake Reporter, Princeton Times-Republic, Markesan Regional Reporter, and the Omro Herald. If we print in all 4 of the Green Lake County editions, we pay for each of 4 publications.**
- **The Feature section is the same in all 5 publications. The Berlin Journal has stated there is no price break for printing in the Feature section versus the news section of the paper.**
- **The last price quote received to publish the May 16, 2023 county board minutes was \$1,792.92 for all 4 editions and \$448.98 to publish in the Berlin Journal only. That is a savings of \$1,343.94 for one month. There are 10 scheduled county board meetings which could then be a potential savings of over \$13,000 annually. This would fluctuate based on the length of the minutes and number of ordinances.**
- **The Berlin Journal has the highest circulation of the 4 newspapers in the county so publishing in that paper reaches the highest number of readers.**
- **In 2022 the cost to publish the minutes for the entire year was \$12,179.96. At an average cost of \$450 per publication, we would have paid approximately \$4,500 with one publication.**
- **Minutes of all county board meetings are available in their entirety no later than 3 business days after each session on the county website.**

750,000 or more, the board may provide for the payment of additional compensation to the vice chairpersons.

(3) In case of the absence of a chairperson for any meeting the members present shall choose another member to be temporary chairperson.

**History:** 1977 c. 259; 1983 a. 192 ss. 120, 303 (1); 1985 a. 29; 1995 a. 201 s. 106; Stats. 1995 s. 59.12; 2013 a. 14.

A county board cannot adopt a resolution that infringes on the power of a succeeding board to elect its chairperson and vice chairperson. 61 Atty. Gen. 108.

Removal of the chairperson of a county board may be at the will of a simple majority of the board under this section. Section 17.10 is inapplicable. Nothing in this section requires the county board to have any particular reason for removing its chairperson. An incumbent chairperson may be removed at will by the county board simply by voting to elect someone else to that position. OAG 1–07.

### 59.13 Committees; appointment; compensation.

(1) The board may, by resolution designating the purposes and prescribing the duties thereof and manner of reporting, authorize their chairperson to appoint before June 1 in any year committees from the members of the board, and the committees so appointed shall perform the duties and report as prescribed in the resolution.

(2) Except as provided under sub. (3), committee members shall receive such compensation for their services as the board allows, not exceeding the per diem and mileage allowed to members of the board and the committee members shall receive such compensation, mileage and reimbursement for other expenses as the board allows for their attendance at any school, institute or meeting which the board directs them to attend. No supervisor shall be allowed pay for committee service while the board is in session, nor for mileage except in connection with services performed within the time limited under this subsection. The number of days for which compensation and mileage may be paid a committee member in any year, except members of committees appointed to have charge of the erection of any county building, and except as otherwise provided by law, are limited as follows:

(a) In counties containing less than 25,000 population, to 20 days, not more than 10 of which shall be for services on any one committee, except that the board may increase the number of committee meetings under par. (b) and similarly fix the compensation of the members for the additional meetings.

(b) In counties with a population of 25,000 or more, to 30 days for services on committees, except that the board may, by a two-thirds vote of the members present, increase the number of days for which compensation and mileage may be paid in any year and fix the compensation for each additional day.

(3) A supervisor in a county with a population of 750,000 or more may not accept any compensation in addition to his or her regular salary for serving as a member of any committee, board or commission appointed by the county board or by the county executive.

**History:** 1983 a. 192 s. 303 (1); 1985 a. 29; 1995 a. 201 s. 107; Stats. 1995 s. 59.13; 2017 a. 207 s. 5.

A county board may not delegate appointment of committee members to a committee of the board. 61 Atty. Gen. 214.

Section 59.06 (2) (intro.) [now sub. (2) (intro.)] does not prohibit payment of additional mileage under s. 59.03 (3) (g) [now s. 59.10 (3) (g)]. 68 Atty. Gen. 73.

County board resolutions creating special or standing committees under this section or creating rules of procedure relative to executive matters or the administration of law are subject to veto in counties under 500,000 [now 750,000]. 68 Atty. Gen. 182.

Discussing a county board's power to delegate authority concerning property transactions to its committees. 74 Atty. Gen. 227.

Except in self-organized counties under s. 59.03 (1) [now s. 59.10 (1)], a county board may not establish multiple per diem compensation for attendance at more than one committee meeting on the same day on days when the county board is not in session. 79 Atty. Gen. 122.

### 59.14 Publication of ordinances and proceedings.

(1) Whenever a board enacts an ordinance under this chapter the clerk shall immediately publish the ordinance either in its entirety, as a class 1 notice, under ch. 985, or as a notice, as described under sub. (1m) (b); and the clerk shall procure and distribute copies of the ordinance to the several town clerks, who shall file it in their respective offices.

(1m) (a) In this subsection, "summary" means a brief, precise, and plain-language description that can be easily understood.

(b) A notice of an ordinance that may be published under this subsection shall be published as a class 1 notice under ch. 985 and shall contain at least all of the following:

1. The number and title of the ordinance.

2. The date of enactment.

3. A summary of the subject matter and main points of the ordinance.

4. Information as to where the full text of the ordinance may be obtained, including the phone number of the county clerk, a street address where the full text of the ordinance may be viewed, and a website, if any, at which the ordinance may be accessed.

(2) The board shall, by ordinance or resolution, provide for publication in one or more newspapers in the county as a class 1 notice, under ch. 985, a certified copy of all its proceedings had at any meeting, regular or special; said publication to be completed within 60 days after the adjournment of each session.

(3) The board may at any meeting, regular or special, provide by resolution for the publication in pamphlet form by the lowest and best bidder therefor, of a sufficient and designated number of copies of its duly certified proceedings, for general distribution.

(4) The board may order public notices relating to tax redemption and other affairs of the county to be published in a newspaper printed in any other than the English language, to be designated in such order, whenever the board considers it necessary for the better information of the inhabitants of the county, and it shall appear from the last previous census that one-fourth or more of the adult population of the county is of a nationality not speaking the English language, and that there shall have been a newspaper published in the county continuously for one year or more in the language spoken by that nationality; but all of the notices shall also be published in a newspaper published in the English language as provided by law. The compensation for all of the publications shall be paid by the county ordering the publications, and shall be the same as that prescribed by law for publication in the English language; and no extra charge shall be allowed for translation in any case. No irregularity, mistake or informality in any such publication shall affect the validity or regularity of any tax redemptions or other legal proceedings.

**History:** 1987 a. 378; 1995 a. 201 s. 244; Stats. 1995 s. 59.14; 2007 a. 72; 2017 a. 365 s. 112.

Discussing sub. (1) in reference to the effect of the failure to distribute and the requirements of distribution and publication. 62 Atty. Gen. 81.

Discussing codification and publication of ordinances. 70 Atty. Gen. 124.

A county with a population of less than 250,000 is not required to designate an official newspaper. A county is not required to seek bids for the publication of legal notices. Even if a county does not competitively bid the publication of its own proceedings as provided in sub. (3), it may print its own proceedings or post them on its website. A county may not, in lieu of publication in a printed newspaper or posting on a physical bulletin board, post its legal notices on its official website. OAG 2–08.

**59.15 Neglect of duty.** Any supervisor who refuses or neglects to perform any of the duties which are required of the supervisor by law as a member of the board, without just cause therefor, shall for each such refusal or neglect forfeit not less than \$50 nor more than \$200.

**History:** 1991 a. 316; 1995 a. 201 s. 246; Stats. 1995 s. 59.15; 1995 a. 225 s. 136; 1997 a. 35.

A county board may provide for a penalty in the nature of a forfeiture for the violation of a code of ethics ordinance but may not bar violators from running for office. A violation is not a neglect of duties under this section or ipso facto cause for removal under s. 17.09 (1). 66 Atty. Gen. 148. See also 67 Atty. Gen. 164.

## SUBCHAPTER IV

### COUNTY OFFICERS

**59.17 County executive.** (1) ELECTION AND TERM OF OFFICE. (a) In each county with a population of 750,000 or more, a county executive shall be elected for a 4-year term at the election

**ARTICLES OF INCORPORATION GREEN LAKE COUNTY ECONOMIC  
DEVELOPMENT CORPORATION**

**ARTICLE I – NAME**

The name of the corporation shall be Green Lake County Economic Development Corporation.

**ARTICLE II – PERIOD OF EXISTENCE**

The period of existence shall be perpetual.

**ARTICLE III – PURPOSES**

The purpose of this corporation shall be:

- a. To promote industrial and other economic development in Green Lake County, Wisconsin;
- b. To preserve and enhance the tax base of Green Lake County;
- c. To promote, attract, stimulate, rehabilitate and revitalize commerce, industry and manufacturing in Green Lake County, Wisconsin;
- d. To stimulate the flow of private investment funds from banks, investment houses, insurers and other financial institutions to Green Lake County, Wisconsin;
- e. To promote the right to gainful employment, business opportunities, and general welfare of the inhabitants of Green Lake County, Wisconsin, and to preserve and enhance the tax base in Green Lake County and the municipalities contained therein;
- f. To develop the natural resources of Green Lake County, Wisconsin;
- g. To foster and expand existing industries and commercial enterprises in Green Lake County, Wisconsin;
- h. To establish a civic and economic climate that will encourage and attract new industries;
- i. To do all things necessary to actively and aggressively participate in matters pertaining to the social, economic and industrial welfare of Green Lake County, Wisconsin;

- j. To engage in any lawful act or activity which may be necessary or appropriate for carrying out and accomplishing any of the foregoing objects or purposes.

#### **ARTICLE IV – STATUS OF CORPORATION**

This corporation is a non-stock, not-for-profit corporation and no dividends, liquidating dividends or distributions shall be declared or paid to any private individual or officer or director of the corporation. No part of the net earnings or net income of the corporation shall ever be distributed to any officer, director or private individual, provided however, reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purpose.

#### **ARTICLE V – MEMBERS**

The corporation may have one or more classes of members. Qualifications, rights and methods of election and acceptance of members of each class shall be as provided from time to time in the Bylaws of the corporation.

#### **ARTICLE VI – DIRECTORS**

**Section 1:** The number of directors shall be such number not less than three as shall be fixed from time to time in the Bylaws.

**Section 2:** The manner of election or appointment of directors shall be as provided from time to time by the Bylaws.

**Section 3:** The number of directors constituting the initial board of directors shall be seven (7). The names and addresses of the initial directors are:

James E. Schommer, 491 Sacramento St., Berlin WI 54923

Philip Baranowski, PO Box 475, Green Lake WI 54941

Charles McDowell, Rt 2, Box 812, Bugh's Lake Rd, Wautoma WI 54982

Laurence W. Trotter, II, 678 River Bend Lane, Princeton WI 54968

Colon Wallace, 428 River Drive, Berlin WI 54923

David F. Zanto, 890 W. John St., Markesan WI 53946

William J. Zuhlke, 241 N. Bridge St., Markesan WI 53946

**Section 4:** Initially, directors Baranowski, McDowell and Trotter shall serve a one (1) year term, and directors Wallace, Zanto and Zuhlke shall serve a two (2) year term. After the initial terms, all directors shall serve two (2) year terms, with these terms beginning on May 1 of the

year in which appointed. The director representing the Green Lake County Board of Supervisors shall serve from the April organizational meeting of that body for a two (2) year term.

#### **ARTICLE VII – OFFICERS**

The officers of the corporation shall consist of the president, one or more vice presidents, secretary/treasurer; and such other officers as may be elected or appointed as provided in the Bylaws of the corporation.

#### **ARTICLE VIII – INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS, EMPLOYEES**

The Bylaws shall provide for indemnification of directors, officers, students and employees of the corporation in a manner not inconsistent with the laws of the State of Wisconsin.

#### **ARTICLE IX – PRINCIPAL OFFICE AND REGISTERED AGENT**

The address of the principal office of the corporation is Office of the County Clerk, Courthouse, 492 Hill Street, Green Lake, Wisconsin 54941-3188, and the name of the registered agent at such address is Raymond F. Stoll.

#### **ARTICLE X – NAME AND ADDRESS OF INCORPORATOR**

Raymond F. Stoll, County Clerk, Courthouse, 492 Hill Street, Green Lake, Wisconsin 54941-3188.

#### **ARTICLE XI – AMENDMENTS**

These articles may be amended from time to time as provided by law.

#### **ARTICLE XII – BYLAWS**

The Bylaws of this corporation and all subsequent amendments thereto shall be approved by the Strategic Planning and Economic Development Committee of the Green Lake County Board of Supervisors.

Executed in triplicate this 21<sup>st</sup> day of March, 1990.

/s/ Raymond F. Stoll\_\_\_\_(SEAL)  
Raymond F. Stoll

**Subscribed and sworn to before me  
on this 21<sup>st</sup> day of March, 1990.**

**/s/ Julie Ann Sobraliski \_\_\_\_\_  
Julie Ann Sobraliski, Notary Public  
Green Lake County, State of Wisconsin  
My commission expires March 28, 1993.**

**(SEAL)**

**This document was drafted by and should be returned to:**

**Raymond F. Stoll, County Clerk  
Courthouse, 492 Hill Street  
Green Lake, Wisconsin 54941-3188**



# BYLAWS

## BYLAWS OF GREEN LAKE COUNTY ECONOMIC DEVELOPMENT CORPORATION PREAMBLE

The purposes of this corporation shall be:

- a. To promote industrial and other economic development in Green Lake County, Wisconsin;
- b. To preserve and enhance the tax base of Green Lake County;
- c. To promote, attract, stimulate, rehabilitate and revitalize commerce, industry and manufacturing in Green Lake County;
- d. To stimulate the flow of private investment funds from banks, investment houses, insurers and other financial institutions into Green Lake County;
- e. To promote the right to gainful employment, business opportunities and general welfare of the inhabitants of Green Lake County, and to preserve and enhance the tax base of Green Lake County and the municipalities contained therein;
- f. To promote the use of the natural resources of Green Lake County in a sustainable manner;
- g. To foster and expand existing industries and commercial enterprises in Green Lake County;
- h. To establish a civic and economic climate that will encourage and attract new industries;
- i. To do all things necessary to actively and aggressively participate in matters pertaining to the social, economic and industrial welfare of Green Lake County;
- j. To engage in any lawful act or activity which may be necessary or appropriate for carrying out and accomplishing any of the foregoing objects or purposes;
- k. To collaborate with neighboring counties ~~through the Tri-county Economic Development Corporation (TRECDC):~~
- l. ~~Promote TRECDC to County Board, communities, and businesses.~~


### ARTICLE I – ORGANIZATION

#### Section 1 – Board of Directors:

The Board of Directors of the Green Lake County Economic Development Corporation (GLECDC) shall consist of up to nine members who shall be appointed by the Chairman of the County Board of Green Lake County, with the consent of the County Board. The County Clerk of Green Lake County shall be an ex officio member, and shall have voting privileges. No more than one active member of the County Board of Supervisors shall be appointed, with the balance of the appointed membership representing various aspects of business, industry and education throughout the County.

## ARTICLE II – DUTIES

### Section 1 – Board of Directors

- a. It shall be the duty of the Board of Directors to set policy; to run a financially sound organization; to represent the communities in Green Lake County; to carry out the mandates set forth in the preamble to these Bylaws; and to manage the property, affairs, and business of the GLCEDC.
- b. The Board of Directors shall act as a committee as a whole and no fees shall be paid to the directors from the Corporation.
- c. The Board of Directors shall annually, at the regular meeting of said Board held for the purpose of electing officers for the new year immediately after the annual meeting of the members, choose from among the directors a president, vice-president and such other corporate officers as the corporate articles and Bylaws may require. Such officers shall hold office for a three year staggered terms or until their successors are elected and qualified. The County Clerk shall serve as secretary/treasurer of the corporation.
- d. Vacancies occurring on the Board of Directors between annual meetings shall be filled by the Chairman of the Green Lake County Board of Supervisors, with the consent of the County Board. All directors shall have equal rights and responsibilities, and each director shall have one vote.
- e. Any director may be removed from office by an affirmative vote of a majority of the members or a majority of the directors if, in the opinion of such majority of the members or directors, there is not adequate participation in the affairs of the GLCEDC by the director in question, or if, in the opinion of such majority of the members or directors, other cause exists for removal.
- ~~f. The Board of Directors shall appoint representatives from its membership to FREDC and other organizations that relate to economic development in Green Lake County.~~ 
- g. The Board of Directors shall cause an annual written report of the activities of the corporation to be prepared and submitted to the Green Lake County Board of Supervisors prior to the ~~February~~ meeting of said Board of Supervisors following the year of the report.

April

## **Section 2 – President:**

The president shall make committee appointments with Board of Directors approval. The president shall preside at all of the meetings of the members, of the Board of Directors, and the Executive Committee. The president shall be the chief executive officer of the corporation and shall see that all orders and resolutions of the Board of Directors and Executive Committee are carried into effect. The president shall execute all deeds, leases, conveyances, contracts and agreements authorized by the Board of Directors. The president shall submit a complete and detailed report of the corporation for the fiscal year and of its financial condition to the Board of Directors at its first regular meeting of each year and to the members at their annual meeting, and shall, from time to time, report to the Board of Directors and Executive Committee all matters within his/her knowledge which interests of the corporation may require to be brought to its notice. The 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 Bylaws.

## **Section 3 – Vice President:**

The vice president shall perform the duties of the president during any absence or disability of the president. In the event of the death or resignation of the president, the vice president shall assume that office.

## **Section 4 – Secretary/Treasurer:**

- a. The secretary shall countersign all deeds, leases or conveyances executed by the corporation, and shall keep a correct and complete record of all the proceedings of the corporation, including such as relate to the election of officers, minutes of the meetings of members and directors. The secretary shall also keep a book containing the names of all members since its organization, showing places of residence, and shall safely and systematically keep all books, records and papers belonging to the corporation, or in any way pertaining to the business thereof. The secretary shall attend to the giving and serving of all notices of the corporation whereby meetings of the Board of Directors or members are assembled. The secretary shall in general perform all of the duties which are incident to the office of secretary of a corporation, subject to the Board of Directors. The secretary shall perform such additional duties as may be prescribed from time to time by the Board of Directors or these Bylaws.
- b. The treasurer shall keep and account for all monies, credits and property of the corporation which shall come into his/her hands, and keep an accurate account of all money received and disbursed. The treasurer shall make such statements as are required to be made by the laws of the State of Wisconsin. The treasurer shall have the custody of all funds and securities of the corporation. Whenever necessary and proper, the treasurer shall endorse on behalf of the

corporation all checks, notes or other obligations and evidences of payment of money payable to the corporation or coming into his/her possession, and shall deposit the funds arising therefrom, together with all other funds of the corporation coming into his/her possession in the name and to the account of the corporation with the Treasurer of Green Lake County, to be placed in such financial institutions or other depositories as directed by the Green Lake County Board of Supervisors. The treasurer and the president shall sign all checks and other instruments drawn on or payable out of the funds of the corporation, and all bills, notes or other evidences of the indebtedness of the corporation not requiring the seal of the corporation. Whenever required by the Board of Directors, he/she shall exhibit a true and complete statement of his/her cash account and of the securities and other funds in his/her possession, custody and control. The treasurer shall provide a financial report at every meeting of the Board of Directors. The treasurer shall at all reasonable times within business hours exhibit his/her books and accounts to any director. The treasurer shall in general perform all the duties which are incident to the office of treasurer of a corporation subject to the Board of Directors. The treasurer shall give bond in such sum and with such surety as the Board of Directors may direct for the faithful performance of his/her duties and for the safe custody of the funds and property coming within his/her possession. The treasurer shall aid and assist the Finance Committee in the preparation of the annual budget of the corporation. The treasurer shall perform such additional duties as may from time to time be prescribed by the Board of Directors or by these Bylaws.

### **ARTICLE III – MEETINGS**

#### **Section 1 – Annual Membership Meeting**

- a. The annual meeting of the directors of the corporation shall be held annually in the fall, and at such place in the State of Wisconsin as may be designated in the notice of the meeting by the Board of Directors.
- b. At the spring meeting of the GLCEDC following the April elections, the directors of the corporation shall elect officers for any open positions.
- c. Special meetings of the directors of the corporation may be called at any time by the president and shall be called by the secretary/treasurer on the written request of any three directors, and shall be held in the State of Wisconsin, at such time and place as the president, or secretary/treasurer, shall designate.
- d. Notice stating the place, date and hour of all meetings, and in case of a special meeting the purpose of purposes for which the meeting is called, shall be given by the secretary/treasurer to each director of the corporation either by United States Postal Service, or by email not less

than ten days before the date appointed for such meeting, addressed to each such representative at his/her address as it appears in the books of the corporation.

- e. The presence of a majority of the directors in person at any meeting shall constitute a quorum. Each representative shall be entitled to one vote with respect to matters which shall properly come before meetings of the members. A representative only may vote in person.

**Section 1 – Board Meetings:**

- a. Notice of all meetings of the Board of Directors shall be publicly held in places reasonably accessible to members of the public and shall be open to all citizens at all times unless otherwise expressly provided by law in accordance with Wis. Stat. § 19.81 et al.
- b. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate. Special meetings of the Board of Directors may be held at any time on the call of the president, and shall be called by the secretary/treasurer on the written request of three directors, and shall be held at such time and place in Wisconsin as shall be designated by the president or secretary/treasurer.
- c. Notice of all meetings of the Board of Directors shall be given to each director and may be given by personal delivery or telephoning such notice to each director at least 24 hours before the time set for such meeting, or by emailing or sending by United States Postal Service in the State of Wisconsin addressed to each director as his/her name may appear in the books of the corporation at least 48 hours before the time fixed for such meeting, provided however, that any director may waive notice of any meeting.
- d. The presence of a majority of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board for the transaction of all and any business of the corporation. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater proportion is required by law. A representative only may vote in person.
- e. At the spring meeting of the GLCEDC following the April elections, the directors of the corporation shall elect officers for any open positions.

**Section 2 – Committee Meetings:**

Ad hoc committee meetings shall be called by the president or the committee chairman.

## ARTICLE IV – INDEMNIFICATION

### Section 1:

The corporation shall indemnify any person 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 he/she 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 attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by him/her in connection with such action, suite or proceeding if he/she acted in good faith and in a manner he/she 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 his/her 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, of itself, create a presumption that the person did not act in good faith and in a manner which he/she 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 his/her conduct was lawful.

### Section 2:

The corporation shall indemnify any person who is or was 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 to procure a judgment in its favor by reason of the fact that he/she is or was 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 attorneys' fees, actually and reasonable incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she 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 person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her 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 that adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses when such court shall deem proper.

**Section 3:**

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, he/she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith.

**Section 4:**

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 he/she has met the applicable standard or conduct set forth in Section 1 or 2. Such determination shall be made:

- a. By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suite or proceeding; or
- b. If such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so direct, by independent legal counsel in a written opinion.

**Section 5:**

Expenses, including attorneys' fees, incurred in 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 he/she is entitled to be indemnified by the corporation as authorized in this section.

**Section 6:**

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



**Section 7:**

The corporation may, upon resolution of its membership duly adopted, purchase and maintain insurance on behalf of any person 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 him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under this provision of the corporation's By-laws.

**ARTICLE V – CONTRACTS, LOANS, CHECKS AND DEPOSITS AND SPECIAL CORPORATE ACTS**

**Section 1 – Contracts:**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific interests. In the absence of other designation, all deeds, mortgages and instruments of the assignment of pledge made by the corporation shall be executed in the name of the corporation by the president or vice president and by the secretary/treasurer. The secretary/treasurer, when necessary or required, shall affix the corporate seal thereto and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

**Section 2 – Loans:**

No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors with a two-thirds majority. Such authorization may be general or confined to specific instances.

**Section 3 – Grants**

The Board of Directors may authorize any officer or officers, agent or agents, to apply for and accept grant money on behalf of the Corporation.

**Section 4:**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution from the Board of Directors.

**Section 5:**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation with the treasurer of Green Lake County, who shall in turn deposit same in such banks, savings and loan associations, trust companies or other depositories as may be authorized for the deposit of Green Lake County funds by resolution of the Green Lake County Board of Supervisors. Accounting for these funds will be by a subsidiary, trust-type account in the general accounting system for Green Lake County and subject to formal audit during the annual single audit of the County.

**ARTICLE VI – MISCELLANEOUS**

**Section 1 – Resignation:**

A director may resign at any time by filing his/her written resignation or email with the secretary/treasurer.

**Section 2 – Removal and Vacancies:**

A director shall be removed at any time at a regular or special meeting of the Board by the Chair of the County Board of Supervisors of Green Lake County in accordance with Wis. Stat. s. 181.0809(2)(a). Vacancies on the Board of Directors shall be filled by appointment by the Chair of the County Board of Supervisors of Green Lake County for the completion of the uncompleted term.

**Section 3 – Fiscal Year:**

The fiscal year of this corporation shall be from January 1 to December 31 of each calendar year.

**Section 4 – Amendments:**

\* These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by an affirmative vote of not less than a majority of the Board of Directors present at any regular or special meeting of the Board of Directors at which a quorum is present. Any of these actions must be approved by the Green Lake County Finance Committee.

**Section 5 – Conflict of Interest:**

Inasmuch as the Directors of this corporation may be persons of diversified business interests, and are likely to be connected with other corporations with which from time to time this corporation may have business dealings, no contract or other transaction between this corporation and any other corporation shall be affected by the fact that the Directors of this corporation are interested in or are directors or officers of such other corporation. At any meeting of the Board of this corporation, making, authorizing or confirming such transaction or contract, there shall be present a quorum of directors not so interested, and any director individually may be a party to, or may be interested in, any contract or transaction of this corporation, provided that the conflict of interest is known or disclosed to the directors and that such contract be ratified by the affirmative vote of at least four directors not so interested.

# RESOLUTIONS

**RESOLUTION NUMBER 11-90**

Relating to Establishment of Economic Development Corporation

The County Board of Supervisors of Green Lake County, Green Lake, Wisconsin, duly assembled at its regular meeting begun on the 20<sup>th</sup> day of March 1990, does resolve as follows:

**WHEREAS**, it is necessary to establish a non-profit, separate corporation to apply for and administer grants and loans for the purpose of economic development in Green Lake County as well as to manage these funds and other aspects of the programs;

**NOW, THEREFORE BE IT RESOLVED**, that the attached Articles of Incorporation are approved for submission to the Secretary of State's Office for approval and filing; and,

**BE IT FURTHER RESOLVED**, that this corporation, when approved, shall be under the direct supervision of the Strategic Planning and Economic Development Committee, with its directors appointed by the County Board Chairman with the approval of the County Board.

Roll Call on Resolution No. 11-90:

Submitted by Strat Plan/Econ Dev Com

Ayes 15, Nays 3, Absent 2, Abstain 0

Passed and Adopted/~~Rejected~~ this 20<sup>th</sup> day of March, 1990.

/s/ Orrin W. Helmer

Orrin W. Helmer, Chairman

/s/ Herbert A. Dahlke

County Board Chairman

/s/ Herbert A. Dahlke

Herbert A. Dahlke

/s/ Raymond F. Stoll

ATTEST: County Clerk

Approved as to Form:

/s/ James E. Schommer

James E. Schommer

/s/ John B. Selsing

Corporation Counsel

Room No. 230

/s/ Walter Wagner

Walter Wagner

**RESOLUTION TO AMEND THE CORPORATE BY-LAWS  
OF THE ECONOMIC DEVELOPMENT CORPORATION**

May 5, 1993

The Board of Directors and Members of the Economic Development Corporation, Green Lake, Wisconsin, duly assembled at their annual meeting on the 5<sup>th</sup> Day of May, 1993, does resolve as follows:

**WHEREAS**, a recommendation by the Board of Directors of the Economic Development Corporation was made to amend the By-Laws, in accordance with **ARTICLE VI, Section 5, Amendments**, on April 7, 1993; and

**WHEREAS**, the recommended change in the By-Laws must be approved at the annual meeting,

**NOW THEREFORE BE IT RESOLVED**, that:

**ARTICLE I – ORGANIZATION, Section 3 – Committees is deleted.**

**ARTICLE II – DUTIES, Section 6 – Committee Duties is deleted.**

**ARTICLE II – DUTIES, Section 1 – Board of Directors is amended by adding the following statement to subsection "a".**

The Board of Directors shall act as a committee as a whole and no fees shall be paid to the directors from the Corporation.

In all other respects the Corporation By-Laws remain the same.

Passed and Adopted/~~Rejected~~ this 5<sup>th</sup> day of May, 1993.

/s/ Jerry A Kautzer \_\_\_\_\_  
Corporation President

/s/ Margaret R. Bostelmann  
ATTEST: Secretary/Treasurer

**RESOLUTION TO AMEND THE CORPORATE BY-LAWS OF THE  
ECONOMIC DEVELOPMENT CORPORATION**

May 12, 2003

The Board of Directors and Members of the Economic Development Corporation, Green Lake, Wisconsin, duly assembled at their annual meeting on the 12<sup>th</sup> Day of May, 2003, does resolve as follows:

**WHEREAS**, a recommendation by the Board of Directors of the Economic Development Corporation was made to amend the By-Laws, in accordance with **ARTICLE VI, Section 5, Amendments**, on May 2, 2003; and

**WHEREAS**, the recommended change in the By-Laws must be approved at the annual meeting,

NOW THEREFORE BE IT RESOLVED, that:

**ARTICLE 1 – ORGANIZATION, Section 2 – Board of Directors** is amended to read: The Board of Directors shall consist of *seven up to nine* members, ...

**ARTICLE IV – MISCELLANEOUS, Section 5 – Amendments** The last sentence is amended to read: Any of these actions must be approved by the Green Lake County ~~Strategic Planning and Economic Development Committee~~ *Finance Committee*.

In all other respects the Corporation By-Laws remain the same.

Passed and Adopted/~~Rejected~~ this 12<sup>th</sup> day of May, 2003.

/s/ Philip Baranowski \_\_\_\_\_  
Corporation President

/s/ Margaret R. Bostelmann \_\_\_\_\_  
ATTEST: Secretary/Treasurer

**RESOLUTION TO AMEND THE CORPORATE BY-LAWS OF THE GREEN  
LAKE COUNTY ECONOMIC DEVELOPMENT CORPORATION**

May 21, 2010

The Board of Directors and Members of the Economic Development Corporation, Green Lake, Wisconsin, duly assembled at their annual meeting on the 21<sup>st</sup> Day of May, 2010, does resolve as follows:

**WHEREAS**, a recommendation by the Board of Directors of the Economic Development Corporation was made to amend the By-Laws, in accordance with **ARTICLE VI, Section 5, Amendments**, on May 7, 2010; and

**WHEREAS**, the recommended change in the By-Laws must be approved at the annual meeting,

**NOW THEREFORE BE IT RESOLVED**, that:

**ARTICLE III – MEETING, Section 1 – Annual Membership Meeting is amended to read: The annual meeting of the members of the corporation shall be held ~~by the last Monday of May of each year~~ in conjunction and cooperation with the Tri-County Economic Development Corporation’s annual summit at such time, on such date, and at such place in the State of Wisconsin as may be designated in the notice of the meeting by the Board of Directors.**

In all other respects the Corporation By-Laws remain the same.

Passed and Adopted/~~Rejected~~ this 20<sup>th</sup> day of May, 2010.

/s/ Phillip Baranowski \_\_\_\_\_  
Corporation President

/s/ Margaret R. Bostelmann \_\_\_\_\_  
ATTEST: Secretary/Treasurer



**RESOLUTION NUMBER        -2023**

**Resolution to Support Mutual Aid Collaboration**

The County Board of Supervisors of Green Lake County, Green Lake, Wisconsin, duly assembled at its regular meeting on this day 15th of August 2023, does resolve as follows:

- 1    **WHEREAS**, Green Lake, Waushara and Marquette Counties recognizes that regional
- 2    collaboration and mutual aid is vital to law enforcement and emergency services in
- 3    times of crisis or events that stretch our employees' capacity; and
  
- 4    **WHEREAS**, Green Lake, Waushara and Marquette Counties have supported each
- 5    other through countless collaborations over time, and recognizes that mutual aid
- 6    support is valuable for operational challenges to best fulfill our statutory responsibilities
- 7    as well as serve our respective county residents; and
  
- 8    **WHEREAS**, Green Lake, Waushara and Marquette Counties wish to find new and
- 9    innovative ways to support the well-being of county operations in order to serve our
- 10   respective residents to the best possible levels; and
  
- 11   **WHEREAS**, State of Wisconsin also recognizes the benefit of regional collaborations
- 12   and is offering financial support for future efforts of collaboration through Innovation
- 13   Grants.
  
- 14   Fiscal note is not applicable.
  
- 15   Majority vote is needed to pass.

Roll Call on Resolution No.        -2023

Submitted by Administrative  
Committee

Ayes        , Nays        , Absent        , Abstain

\_\_\_\_\_  
Dave Abendroth, Chair

Passed and Adopted/Rejected this day of  
15th day of August, 2023.

\_\_\_\_\_  
Gene Thom, Vice Chair

\_\_\_\_\_  
County Board Chairman

\_\_\_\_\_  
Ken Bates

\_\_\_\_\_  
ATTEST: County Clerk  
Approve as to Form:

\_\_\_\_\_  
Brian Floeter

\_\_\_\_\_  
Corporation Counsel

\_\_\_\_\_  
Dennis Mulder

16 **NOW THEREFORE BE IT RESOLVED:** by the Green Lake County Board of  
17 Supervisors that Green Lake County commits to continued mutual aid and support to  
18 the best of our abilities with our regional neighbors when need arises; and

19 **BE IT FURTHER RESOLVED:** Green Lake County Board of Supervisors supports  
20 exploration of novel efforts and/or projects between Green Lake, Waushara and  
21 Marquette Counties that will allow access to State Innovation Grants and assist us in  
22 better servicing our respective constituencies.