



GREEN LAKE COUNTY

571 County Road A, Green Lake, WI 54941

Original Post Date: 07/10/2024

Amended Post Date:

The following documents are included in the packet for the Economic Development Corporation Committee Meeting on July 12, 2024:

- 1) Agenda
- 2) Minutes: 6/20/2024
- 3) EDC Bylaws



GREEN LAKE COUNTY
OFFICE OF THE COUNTY CLERK

Elizabeth Otto
County Clerk

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

Economic Development Corporation
Meeting Notice

Date: Friday, July 12, 2024 Time: 8:30 AM
The Green Lake County Government Center, County Board Room
571 County Road A, Green Lake WI

AGENDA

Corporation
Members

Scott Mundro, Chair
Scott Sommers
Sara Rutkowski
Harley Reabe
Mary Neubauer
VACANT
VACANT

Elizabeth Otto, Secretary

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

This agenda gives notice of a meeting of the Economic Development Corporation Committee. It is possible that individual members of other governing bodies of Green Lake County government may attend this meeting for informative purposes. Members of the Green Lake County Board of Supervisors or its committees may be present for informative purposes but will not take any formal action. A majority or a negative quorum of the members of the Green Lake County Board of Supervisors and/or any of its committees may be present at this meeting. See State ex rel. Badke v. Vill. Bd. of Vill. of Greendale, 173 Wis.2d 553, 578, 494 N.W. 2d 408 (1993).

1. Call to Order
2. Certification of Open Meeting Law
3. Pledge of Allegiance
4. Minutes: Review & Approval of 06/20/2024
5. Public Comment (3 minute limit)
6. Discussion and possible action on Green Lake County Economic Energy Plan contract
7. Discussion and possible action on Heritage Tourism Guide
8. Discussion and possible action on EDC Bylaws
9. Discussion and possible action on 2025 Budget
10. GLCVB Update and Discussion
11. President’s Report and Discussion
12. Treasurer’s Report
13. Committee Discussion
 - Future Meeting Dates: August 22, 2024 at 8:30AM
 - Future Agenda Items for Action & Discussion
14. 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 [Need help?](#)
[Join the meeting now](#)

Meeting ID: 255 233 176 12
Passcode: LPaAfg

Dial in by phone
[+1 920-515-0745,,397536704#](#) United States, Green Bay
[Find a local number](#)
Phone conference ID: 397 536 704#
For organizers: [Meeting options](#) | [Reset dial-in PIN](#)
Please accept at your earliest convenience. Thank you!
[Org help](#) | [Privacy and security](#)

Kindly arrange to be present, if unable to do so, please notify our office. Elizabeth Otto, County Clerk

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.

ECONOMIC DEVELOPMENT CORPORATION

June 20, 2024

The regular meeting of the Green Lake County Economic Development Corporation Board of Directors was called to order by Chair Scott Mundro at 8:30 AM on Thursday, June 20, 2024 at Green Lake County Government Center, County Board Room, 571 County Road A, Green Lake, WI. The meeting was held both in person and via remote access. The requirements of the open meeting law were certified as being met. The Pledge of Allegiance was recited.

Present: Scott Mundro
Harley Reabe
Mary Neubauer
Sara Rutkowski
Liz Otto
Scott Sommers

Absent:

Also Present: Keri Solis, Marquette County (remote)

MINUTES

Motion/second (Reabe/Sommers) to approve the minutes of April 18, 2024. Motion carried with no negative vote.

PUBLIC COMMENT – none. Chair Scott Mundro stated that Greg Wright and Mark Wilton, Executive Director of the Green Lake Chamber, are both present.

APPEARANCES

Greg Wright, Green Lake County Economic Energy Plan, provided additional information regarding his economic development strategy proposal included in the packet. Wright answered questions as well.

DISCUSSION AND POSSIBLE ACTION ON GREEN LAKE COUNTY ECONOMIC ENERGY PLAN

A 6 month implementation timeline was proposed by Greg Wright with a 10 year target plan. A contract was discussed as well with Wright stating he would provide a contract for review. ***Motion/second (Rutkowski/Neubauer)*** to accept the proposed bid of \$9,280 subject to contract approval of all committee members. Motion carried with no negative vote.

HERITAGE TOURISM GUIDE – DISCUSSION AND POSSIBLE ACTION

Mary Neubauer provided copies of the 2015 guide done by Green Lake Country Visitors Bureau and stated this would need to be updated. Discussion held as to costs associated with a new guide. Key contacts would include area chambers, VFW, historical societies, and the American Legion. A preliminary bid was received from the Berlin Journal newspapers. ***Motion/second (Neubauer/Sommers)*** to have Scott Mundro and Mary Neubauer start the process to update the current book and provide an update at the next meeting. Motion carried with no negative vote.

Harley Reabe left the meeting at 9:31 AM.

ATV TRAIL MAPS – DISCUSSION AND POSSIBLE ACTION

Mary Neubauer presented the Marquette County ATV/UTV guide as an example of what we could do in Green Lake County. Discussion held. General consensus of the committee is to support the idea of an ATV/UTV map but the project should be done by local UTV/ATV groups.

EDC BYLAWS DISCUSSION

Chair Mundro has reviewed the bylaws and made changes to them which are included in the packet. Committee should review the changes and provide input at next month's meeting.

GLCVB UPDATE AND DISCUSSION

Scott Mundro stated they have hired a new social media person. He will present the idea of the ATV/UTV guides to them at the next meeting.

PRESIDENT'S REPORT AND DISCUSSION - None

TREASURER'S REPORT

County Clerk Liz Otto stated that the balance in the housing grant account as of May 31, 2024 of \$66,407.14 and a balance of \$14,238.69 in the EDC checking account as of May 31, 2024. *Motion/second (Rutkowski/Sommers)* to accept the treasurer's report. Motion carried with no negative vote.

COMMITTEE DISCUSSION

Next regular meeting: Friday, July 12 at 8:30 AM

Future Agenda Items for action & discussion: 2025 budget discussion, contract review and approval with Greg Wright, heritage tourism guide update, bylaws update

ADJOURNMENT

Scott Mundro adjourned the meeting at 10:00 AM.

Submitted by

Liz Otto
County Clerk

**Articles of Incorporation
Green Lake County
Economic Development Corporation**

ARTICLES OF INCORPORATION
Green Lake Count 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 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 resource 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 purposes.

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 int he Bylaws of the corporation.

ARTICLE VIII – INDEMNIFICATION OF DIRECTORS, OFFIERS, 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 Green Lake County Economic Development Corporation (GLCEDC).

Executed in triplicate this 21st day of March, 1990.

/s/ Raymond F. Stoll _____(SEAL)
Raymond F. Stoll

Subscribed and sworn to before me
on this 21st 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)

The document was drafted 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 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;
- d. To stimulate the flow of private investment funds from banks, investment houses, insurers and other financial institutions to Green Lake County;
- e. To promote the right to gainful employment, business opportunities, and general welfare of inhabitants of Green Lake County, and to preserve and enhance the tax base in Green Lake County and the municipalities contained therein;
- f. To promote the use of the natural resource 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~~ **businesses**;
- 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. ¹To collaborate with neighboring counties **when possible for the benefit of Green Lake County.**
- l. **To foster and enhance recreation opportunities throughout Green Lake County.**

ARTICLE I – ORGANIZATION

Section 1 – Board of Directors:

The Board of Directors of the Green Lake County Economic Development Corporation (GLCEDC) shall consist of up to nine (9) members who shall be appointed by the Chairman of the County Board of Supervisors of Green Lake County, with the consent of the County Board. the County Clerk of Green Lake 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, **tourism** and education throughout the County.

²**Section 2 – Board of Directors**

³**Section 3 – Committees – deleted**

1 Resolution July 21, 2022: amended to read k. To collaborate with neighboring counties ~~through the Tri-county Economic Development Corporation (TREDC); paragraph “l” deleted in its entirety: Promote TREDC to County Board, communities, and businesses.~~

2 Resolution May 12, 2003: amend Section 2 – Board of Directors from seven to “up to nine” members.

3 Resolution May 5, 1993: delete Section 3 – Committees.

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. ⁴The 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 term 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. ⁵The 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 April meeting of said Board of Supervisors following the year of the report.

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

4 Resolution May 5, 1993: amend Article II – DUTIES, Section 1 to include subsection “b” ... Resolution originally calls for subsection “b” to be added to subsection “a”.

5 Resolution July 21, 2022: paragraph “f” deleted in its entirety: ~~The Board of Directors shall appoint representatives from its membership to TREDC and other organization that relate to economic development in Green Lake County.~~ paragraph “g” amended by striking February and replacing with April; paragraph “g” renumbered to “f” due to deletion of previous of “f”.

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 many 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~~ **a licensed banker approved of by the GLCEDC Board of Directors**. 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 custody of the funds and property coming within his/her possession. The treasurer shall aid and assist the ~~Finance Committee~~ **GLCEDC Board** in the preparation of the annual budget of the corporation. The treasurer shall perform such additional duties as may from time to time by prescribed by the Board of Directors or by these Bylaws.

Section 5 – ???

Section 6 – Committee Duties (deleted in its entirety)

- a. Executive
- b. Finance

ARTICLE III – MEETINGS

Section 1 – Annual Membership Meeting:

- a. ⁷The annual meeting of the ~~directors of the~~ corporation shall be held annually ~~in the fall~~ **by the last Monday of May**, 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 places 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 or 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 by the members. A representative only may vote in person.

Section 2 – 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

6 Resolution May 5, 1993: delete Article II – DUTIES, Section 1 – Committees Duties.

7 Resolution May 21, 2010: 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 many be designated in the notice of the meeting by the Board of Directors.

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 3 – 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 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 hi/her conduct was unlawful. The termination of any action, suit or proceedings 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 reasonable 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 suite 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 resonantly 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 proceedings 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 Bylaws.

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 instruments 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 deposit of Green Lake County funds by resolution of the Green Lake County Board of Supervisors~~ **bank of choice of the GLCEDC Board of Directors. Accounting for these funds will be by a subsidiary, trust-type account in the general accounting system for Green Lake County the GLCEDC Secretary/Treasurer and subject to formal audit during the annual single audit of the County upon request by the GLCEDC Board of Directors and/or the Green Lake County Board of Supervisors.**

ARTICLE VI – MISCELLANEOUS

Section 1 – Resignation:

A director may resign at any time by filing his/her written resignation or email with the **GLCEDC President** and/or Secretary/Treasurer.

Section 2 – Removal and Vacancies:

A director ~~shall~~ **may** be removed at any time at a regular or special meeting of the **GLCEDC** Board by the Chair of the County Board of Supervisors of Green Lake County in accordance with Wis. Stat. § 181.0809(2)(a). Vacancies on the **GLCEDC** 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.

⁸Section 4 – Amendments:

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the GLCEDC 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. **Such changes and updates will be forwarded to** ~~Any of these actions must be approved by the Green Lake County Finance Committee~~ **as part of the GLCEDC's quarterly reporting.**

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 corporation 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 individual may be a party to, or may be interested in , nay 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.

8 Resolution May 12, 2003: Last sentence is amended to read: Any of these action must be approved by the Green Lake County ~~Strategic Planning and Economic Development Committee~~ **Finance Committee**. ... Resolution originally attributes amendment to Article IV – MISCELLANEOUS, Section 5 – Amendments.