

# Bylaws of the Wausau/Central Wisconsin Convention & Visitors Bureau, Inc.

## Article I. General

**Section 1. Name.** The name of the Corporation, herein called "Corporation" shall be the Wausau/Central Wisconsin Convention & Visitors Bureau, Inc.

**Section 2. Location.** The principal office for the transaction of business of the Corporation shall be in Marathon County, Wisconsin.

**Section 3. Registered Agent.** The Corporation shall have and continuously maintain in the State of Wisconsin a registered agent as required by the Wisconsin Non-Stock Corporation Law relating to domestic non-stock corporations. The registered agent's address may be, but need not be, identical with the principal office in the State of Wisconsin, and the registered agent may be changed from time to time by a resolution of the Board of Directors and the filing of a statement with the Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes.

**Section 4. Limitation of Methods.** The Corporation shall observe all local, state and federal laws which apply to a non-profit organization which is exempt from Federal income tax as defined in Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended.

## Article II. Purpose

The purpose of the Corporation is to promote Wausau and Central Wisconsin as a convention and tourist destination and to assist municipalities and other entities contracting with the Corporation in promoting tourism and community events.

## Article III. Board of Directors

**Section 1. Role of Directors.** The business and affairs of the Corporation shall be managed by its Board of Directors. Board meeting attendance will be in accordance with the authorized number of board seats.

**Section 2. Number, Term and Qualifications.** The authorized number of members of the Corporation's Board of Directors may be no more than 18. In the event of the addition of or deletion of an area municipality the board member numbers will be adjusted to correctly represent the communities represented. Board members must maintain primary residence in Marathon County, Wisconsin.

**Government:** There shall be one Government Board Director member seat available to each of the municipalities that contracts tourism services with the Corporation. This Board seat shall be filled by the highest elected municipal leader of the contracting municipality. If the highest elected municipal leader declines Board membership and fails to appoint another elected official to serve as a Board member, a municipality's Board seat will remain vacant until such time as an eligible elected municipal official agrees to serve on the Board. A municipality may appoint a senior staff member to represent the municipality, but this person shall be approved and/or removed from the seat by the corporation board. A condition precedent to becoming and retaining a Government Board Director seat is that the municipality has a current contract with the Corporation for tourism services.

**Lodging Industry:** There shall be at least five (5) Board members who own, operate, or hold a senior level position at lodging facilities located within the central Wisconsin region. A condition precedent to becoming and retaining a Lodging Industry Board of Director seat is that there is a current contract between the lodging facility's municipality and the Corporation for tourism services and that the Lodging Industry Board member currently owns, operates, or holds a senior level position at the lodging facility.

- a. **At-Large:** There may be at least eight (8) at large representatives from other tourism-related industries and/or other business owners or operators. (Current or Retired}
- b. **Terms.** Members of the Board of Directors shall be elected for a two (2) year term.

**Section 3. Nominations.** Each year, the current Board President shall appoint an elected official or designated appointee to the Nominating Committee whose purpose shall be to nominate new candidates for the Board of Directors of the Corporation whenever vacancies occur. A ballot of nominees shall be prepared and distributed to all current Board members along with a list of all Directors whose terms are expiring or who are vacating their seats on the Board for any reason. The Nominating Committee shall secure the consent of all candidates prior to their inclusion on the ballot.

**Section 4. Elections.** Directors shall be elected by a majority vote.

**Section 5. Resignation, Removal and Vacancies.** A director may resign at any time by giving written notice to the Executive Director of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon receipt of the notice. A director may be removed from office by action of a majority of the members then comprising the Board. A vacancy or vacancies in the Board which occurs for any reason, including an increase in the authorized number of directors, may be filled by the action of the majority of Board members in keeping with the specified qualifications set forth in Article 111, Section 2.

**Section 6. Meetings.** The Board of Directors shall meet not less than once per calendar quarter. All meetings shall be called by the President of the Board or by any three (3) Board Members Upon five (5) days' notice via email or ordinary mail. Agenda and Board Packet will be sent to Board members at least 24 hours prior to the meeting.

- a. **Waiver of notice.** Any members of the Board of Directors may waive notice of any meeting and the attendance at any meeting shall constitute a waiver of notice of any such meeting, except where a member of the Board attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any meeting of the Board need be specified in the notice of waiver of such meeting.
- b. **Quorum.** A quorum for conducting business at any meeting shall be fifty-one percent (51%) of the Directors then holding office and the votes of a majority of the Directors present at the meeting at which a quorum is present shall constitute the decision of the Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

c. **Attendance.** The office of any Board member shall be automatically vacated after such Director has failed to attend 50% of Board of Directors meetings in a calendar year or missed three (3) consecutive meetings of the Board of Directors without an excused absence. Attendance via Video Conferencing is acceptable.

d. **Special Meetings/Meetings or When Board Approval Vote Needed.**

At times there may be a matter that requests a special meeting or vote by the board. When this matter arises the actual meeting confirmation can be taken place via electronic means. Electronic means are and not limited to, Email, Text Messaging, Conference Calling or by direct telephone. All directors need to be notified of such meeting at least 24 hours prior to such meeting. A Quorum is needed for any passage or vote. In the event a board member is unable to attend, that board member may appoint another current board member to cast their proxy vote on their behalf with electronic means listed above as proof.

**Section 7. Committees.** The President of the Board with the approval of the Board of Directors shall appoint such administrative, standing and project committees as are deemed necessary to fulfill the purposes of the Corporation. These committees shall include but not be limited to an Executive Committee, a Personnel & Finance Committee and a Nominating Committee. Committees shall consist of at least one elected municipal official. These committees shall report to and operate under the authority and power delegated by the Board of Directors and these bylaws. A committee chair shall be appointed by the President of the Board or by the individual committees at the President's option. Committee meetings may be called at any time by the Board President or by the committee chair, and with whatever frequency is required in order to fulfill their responsibilities. The committee chair shall have the option to have minutes taken at all committee meetings. The Executive Director shall serve as an Ex-Officio member of all committees. Committees shall consist of at least 3 members.

a. **Executive Committee.** The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary of the Board of Directors. The purpose of the Executive Committee shall be to act on behalf of the full Board only in case of an emergency. Actions taken by the Executive Committee shall be ratified by the majority of the Board of Directors at the next regularly scheduled meeting. The Executive Director Job description and salary shall be reviewed annually in the 4<sup>th</sup> quarter, along with a comprehensive annual job review.

b. **Personnel/Finance Committee.** The role of the Personnel & Finance Committee shall be to discuss and formulate proposals for matters affecting the Corporation's budget or financial welfare. Actions taken by the Personnel/Finance Committee shall be ratified by majority of the Board of Directors at the next regularly scheduled meeting. This committee shall have at least three (3) members. One (1) Government, one (1) Lodging and one (1) At large member.

c. **Nominating Committee.** The purpose of the Nominating Committee shall be to prepare a ballot of nominees for vacancies on the Board of Directors, and to likewise nominate candidates for the seats of Board Officers each year. The nominating committee shall notify and gain the consent of those nominees and present them to the Board for elections when vacancies occur on the Board and at the last meeting of the fiscal year for the Officers. This committee shall have at least three (3) members. One (1) Government, one (1) Lodging and one (1) At large member.

**Section 8. Conflict of Interest.** The Corporation recognizes that its Government Board members are also representing the interests of their individual municipalities, and, at times, there are issues presented at Board meetings that may be contrary to the interests of their municipality. However, all members of a Board of Directors still owe a duty to act in good faith and fair dealing in conducting the Corporation's business and to do their best to carry out the purposes of the Corporation as they are stated in the Corporation's By-Laws. All information that is created by the Corporation and provided to Board members, whether verbal or written shall remain private and confidential. Any information may only become public with the approval by the Board, its President, or the Executive Director. To the extent any Board member believes their duty to the Corporation conflicts with their duty to the municipality or to some other entity to which they belong, they must immediately advise the Board, and excuse themselves from the meeting. If the Board member feels that a conflict of interest cannot be resolved with their continued presence on the Board of Directors, the Board member must resign.

#### **Article IV. Officers**

**Section 1. Specified Officers.** The principal officers of the Corporation shall be President, Vice President, Treasurer and Secretary. All such officers shall be elected from within membership of the Board. The election of such officers shall take place at the regularly scheduled meeting of the Board of Directors in any calendar year based on nominations presented by the Nominating Committee.

**Section 2. Term of Office.** Members of the Board of Directors shall be elected for a two (2) year term. Officers of the Corporation shall serve for a period of two (2) years or until their respective successors have been duly elected.

- a. **President.** The President of the Corporation shall serve as Chairman of the Board, presiding at all of its meetings, and shall perform all duties commonly incident to such office. The President shall serve as Chairman of the Executive Committee. With the approval of the Board of Directors, the President shall sign all deeds, contracts and other instruments affecting the operation of the Corporation or any of its properties, except in those cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.
- b. **Vice President.** The Vice President of the Corporation shall act in the absence of the President, and in doing so, shall possess all the powers of the Chair.
- c. **Treasurer.** The Treasurer of the Corporation shall be responsible to oversee and manage the finances of the Corporation and to see that all receipts and disbursements of funds are in compliance with its annual budget and the direction of the Board of Directors. Such funds shall be kept on deposit in financial institutions or invested in such a manner as is approved by the Board of Directors. Checks are to be signed according to policy set forth in the bylaws. The Treasurer shall cause a bimonthly financial report to be made to the Board and shall facilitate an annual audit to be completed by May 31st of each year of the Corporation's finances by a qualified certified public accountant in accordance with generally acceptable accounting and auditing standards and procedures.
- d. **Secretary.** The Secretary of the Corporation shall keep minutes of all Board meetings, whether special or regular, attendance records, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by Law, be custodian of

the corporate records and shall perform such other duties as called upon by the President. Secretary may have the assistance of a note taker for meetings.

- e. **Executive Director.** The Executive Director shall be the chief administrative and executive officer responsible for administration of the business and daily operations of the Corporation in accordance with the policies and regulations of the Board of Directors. The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees. The Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Corporation, subject to approval of the Board of Directors, and shall also be responsible for all expenditures within the approved budget allocations by the first of December each year. The Executive Director shall serve as secretary to the Executive Committee and cause to be prepared notices, agenda and minutes of the meeting for the Executive Committee. The Executive Director shall serve as advisor to the President and shall assemble information and data and cause to be prepared special reports as directed.
- f. **Removal of an Officer.** Any officer elected by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.
- g. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- h. Officers elected by the Board of Directors shall put the best interest of the Corporation first and have such powers and perform such duties as hereinabove described.
- i. Officers elected by the Board of Directors (President, Vice President, Secretary and Treasurer) shall be reimbursed for expenses occurred while representing the Corporation at meetings and other functions of business. Mileage expense will be compensated at the federal per mile rate established at that date. A minimum of 20 miles must be met to qualify for expenses. Approval shall be made by majority vote of the Executive Committee Members (President, Vice President, Treasurer, Secretary) and Executive Director. Mileage reimbursement must be submitted to the Director of Operations within 30 days of travel.

## **Article V. Finances**

**Section 1. Funds.** All money paid to the Corporation shall be placed in a general operating fund. Funds unused from the current year's budget must be placed in a reserve account as approved by the Board.

**Section 2. Disbursements.** Upon approval of the budget, the Executive Director is authorized to make disbursements not to exceed \$10,000. Unbudgeted amounts in any amount needs to be approved by the Board of Directors before disbursement.

**Section 3. Fiscal Year.** The fiscal year of this Corporation shall be the calendar year.

**Section 4. Budget.** Prior to the end of the Corporation's fiscal year, its Board of Directors shall approve a tentative annual operating budget, setting forth all anticipated revenues and expenses. The budget shall be approved by majority vote of the Board.

**Section 5. Financial Statements.** A financial statement shall be presented by the Treasurer or other designated agent of the Corporation showing the financial condition of the Corporation. This statement shall be presented to the Board of Directors at their regular meetings. An annual audit shall be conducted by a Certified Public Accountant, or as frequently as the Board deems necessary. In addition, an independent Certified Public Accountant shall prepare all income tax or information returns required to be filed with the Internal Revenue Service and the State of Wisconsin with regard to the activities of the Corporation during such year. All financial statements of the Corporation shall at all times be available for inspection at the offices of the Corporation.

**Section 6. Bonds.** Officers and employees of the Corporation shall, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and forms and with such sureties as the Board of Directors shall determine. The Board of Directors shall provide for payment of the premiums on any such bonds by the Corporation.

**Section 7. No Income to Individuals.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to a private individual within the meaning of Section 501 (c) (6) of the U.S. Internal Revenue Code, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws.

**Section 8. Dissolution.** Upon the dissolution of the Corporation, any remaining funds after paying or making provision for payment of all of the Corporation's liabilities, shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Internal Revenue Code Sections 501 (c) (3), 501 (c) (4) or 501 (c) (6).

## **Article VI. Corporate Seal**

**Section 1. Corporate Seal.** This Corporation may utilize a corporate seal.

## **Article VII. Indemnity**

**Section 1. Action Not in Name of Corporation.** 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 such person 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, member, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person 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, with respect to any criminal action or proceeding,

had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of

nolo contendere or its equivalent, shall not, of itself, create a presumption that: (a) the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation; and (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that their conduct was unlawful. The indemnification provided herein shall be in addition to, and not in lieu of, the indemnification provided in Secs. 181.04-181.053, Wis. Stats

**Section 2. Action in Name of Corporation.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person 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, member, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person 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 duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The indemnification provided herein shall be in addition to, and not in lieu of, the indemnification provided in Secs. 180.041-180.053, Wis. Stats.

**Section 3. Authorization of Indemnification Under Section 1 or 2.** 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 under the circumstances because such person has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made:

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

**Section 4. Advances for Expenses.** 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 such person is entitled to be indemnified by the Corporation as authorized in this Article.

**Section 5. Non-exclusive.** The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under Chapter 181, Wis. Stats. or under any bylaws, agreement, vote of disinterested directors or otherwise, both as to action in any such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, and personal representatives of such a person.

**Section 6. Insurance.** The Corporation may, upon resolution of its Board of Directors 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 such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this provision of the Corporation's bylaws.

**Article VIII. Amendments**

**Section 1. Implied Amendments.** Any action taken or authorized by the Board of Directors which would be inconsistent with the bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the bylaws so that the bylaws would be consistent with such action, shall be given the same effect as though the bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific actions so taken or authorized.

**Section 2. Express Amendments.** These bylaws, or any portion thereof, may be amended or new bylaws adopted by action of the Board at any regular meeting, or any special meeting called for that purpose, provided at least five (5) days' notice of the proposed amendment or new bylaws has been sent to the members of the Board of Directors. Any such amendment shall require approval by majority of the members present for the Board meeting expressly noticed for such purpose.

**Board President:** \_\_\_\_\_ **Date** \_\_\_\_\_

**Executive Director:** \_\_\_\_\_ **Date** \_\_\_\_\_

**NOTICE AMENDMENTS**

1. These amended bylaws approved by vote of the Board of Directors on the **15th** day of **December 2021**.

Section 6 - Amendment (d)                      **Date of Board Vote 7/29/19**

2. These amended bylaws approved by vote of the Board of Directors on the \_\_\_\_\_ day of **November, 2019**.

Section 8 – Article IV Amendment (i)                      **Date of Board Vote 7/29/19**