

AMENDED AND RESTATED BYLAWS OF
THE WISCONSIN DELLS VISITOR AND CONVENTION BUREAU, INC.

Amended – June 10, 2011
Amended – September 17, 2019

ARTICLE I
Name, Principal Office, Purpose and Restrictions

- 1.01 Name.** The name of the corporation is "The Wisconsin Dells Visitor and Convention Bureau, Inc." (hereinafter the "Bureau").
- 1.02 Principal Office.** The Bureau's Board of Directors (the "Board") shall determine the location of the principal office of the Bureau.
- 1.03 Purpose.** The purpose of the Bureau shall be to:
- a. Collectively and aggressively promote the Wisconsin Dells-Lake Delton area as a major recreational/tourist destination;
 - b. Provide prompt and courteous service to area visitors; and
 - c. Provide information to the public on all members in good standing of the Bureau.
- 1.04 Restrictions.** All policies and activities of the Bureau shall be consistent with:
- a. The provisions of The Wisconsin Non-Stock Corporation Law (Chapter 181 of the Wisconsin Statutes);
 - b. Applicable federal, state and local antitrust and trade regulation laws;
 - c. Applicable tax-exemption requirements including that no part of the Bureau's net earnings inure to the benefit of any private individual; and
 - d. All other legal requirements to which the operations of the Bureau are subject.

ARTICLE II
Members

- 2.01 Membership Qualifications.** Application for membership in the Bureau is considered from businesses within a 25-mile radius of the intersection of Highways 12, 13, 16 and 23, except this limitation does not apply to the Associate Division. Exceptions to the above-stated geographical limitation may be made on a case-by-case basis with the approval of 75% of the Board Members in attendance at the regular or special meeting at which such matter is taken up.
- 2.02 Divisions.** The Bureau shall have seven (7) Divisions. Each member must become a member of the Division or Divisions which most closely describe the nature of the business or businesses in which the member is engaged as determined by the Board in its sole discretion. The activities described with regard to each Division will be considered a separate business for purposes of membership in the Bureau. (For example, an attraction that also has food and retail revenue sources would be considered as having businesses in three separate Divisions--Attraction, Restaurant/Bar and Retail. A hotel, which also has retail revenue, would be considered as having businesses in two separate Divisions--Accommodation and Retail). The Board shall have the right to determine, in its sole discretion, on a case-by-case basis, which Division or Divisions each member qualifies for or does not qualify for and may require members to provide information to the Board for its use in making such determinations. The Bureau's Divisions and a description of the types of business activities included in each Division are as follows:
- a. Accommodation Division. Any business that offers overnight sleeping accommodations for visitors. This includes, for example, resorts, motels, hotels, bed & breakfasts, as well as cabins, condominiums and houses which are used for short-term rentals (such as VRBO and Airbnb);
 - b. Associate Division. Any business whose revenue, from businesses in the Wisconsin Dells/Lake Delton area, is dependent upon providing or offering services and/or products to businesses selling directly to tourism consumers in the Wisconsin Dells/Lake Delton area and/or any business whose revenue is not

significantly dependent upon providing services and/or products directly to tourism consumers in the Wisconsin Dells/Lake Delton area and which doesn't fall within the description of any other Division. The number of Associate Division members is limited to no more than 49% of total members.

- c. Attraction Division. Any business that provides recreation or entertainment and charges for such services;
- d. Campground Division. Any business that offers overnight camping for visitors. This includes, for example, primitive, developed, seasonal, RV sites and rental units (for example, cabins and trailers);
- e. Restaurant/Bar Division. Any business in which 50% or more of gross revenue is in immediately consumed food, and/or alcoholic beverages, regardless of whether such items are consumed on-site or off-site. This includes, for example, restaurants, concession stands, supper clubs, fast food restaurants, ice cream shops, bars and taverns.
- f. Retail Division. Any business engaged in selling goods directly to the end consumer.
- g. Visitor Services Division. Any business whose revenue is significantly dependent (as determined by the Board) upon providing services and/or products directly to tourism consumers in the Wisconsin Dells/Lake Delton area, but which doesn't fall within the description of any other Division.

2.03 Multiple Obligation.

- a. Each member of the Bureau must be a member of, and pay the appropriate membership fees with regard to, all Divisions that are applicable to the member's business activities.
- b. If a person, group of persons or entity owns or holds a majority interest in a business that is a member of the Bureau, then all other businesses located within the geographic area described in Section 2.01, that fall within any of the Divisions described in Section 2.02, that are owned by or have majority ownership by the same person, group of persons or entity, must also be members of the Bureau.
- c. If a person, group of persons or entity owns or holds a majority interest in one or more businesses located within the geographic area described in Section 2.01 (which are all required to be members of the Bureau pursuant to Section 2.03b) and that same person, group of persons or entity owns or holds a minority interest in one or more businesses located within the geographic area described in Section 2.01, the businesses in which the minority interest is owned will not be required to be members of the Bureau under this Section 2.03.

2.04 Member's Rights. Each member in good standing of the Bureau may be entitled to the following rights and privileges, as well as other rights which the Bureau may make available from time to time, subject to specific policies;

- a. Use, subject to appropriate restrictions, of the Bureau's registered "Wisconsin Dells" trademark, as well as the use of other trademarks and names which the Bureau owns or has the right to use, such as "Festivals, Inc.";
- b. Use, subject to appropriate restrictions, of logos relating to festivals and special events operated by the Bureau;
- c. Participation in co-op marketing programs operated by the Bureau;
- d. Access to membership lists;
- e. Access to inquiry lists;
- f. Advertising in any Bureau-sponsored publication, subject to specific qualifications set forth in any contract with the applicable publisher;
- g. Placement of brochures in literature racks reserved exclusively for Bureau members;
- h. Visitor Information Center and group referrals; and
- i. Website listings.

2.05 Member in Good Standing. A member shall be considered to be "in good standing" if, and only if:

- a. The member is in compliance with these Bylaws, including any amendments that may be adopted from time to time;
- b. The member is in compliance with any and all applicable rules, regulations or policies adopted by the Bureau's Board;
- c. The Bureau's Board has accepted the member's current annual Membership Agreement; the Board may reject any Membership Agreement for any reason but shall not discriminate on the basis of race, color, religion, or as otherwise prohibited by applicable law;
- d. The member is current with all membership fees and all other financial obligations to the Bureau; and
- e. The member has provided the Bureau with all required reports, certificates and statements.

Any member which fails to satisfy all of the above-stated conditions may be determined not to be in good standing by the Bureau's Board or a committee duly designated by the Board pursuant to Section 2.06 of these Bylaws.

2.06 Effect of a Member Not Being in Good Standing.

- a. Possible Sanctions. A member determined not to be in good standing based upon the criteria set forth in Section 2.05, may have its membership (including all multiple obligation business memberships) in the Bureau suspended for a period of time, is not eligible to vote at Membership, Board, Division or committee meetings, may have its membership in the Bureau terminated, or may be subject to other sanctions deemed appropriate by the Board or a duly designated committee (including, without limitation, suspension or termination of one or more of the rights described in Section 2.04, monetary penalties, and/or public or private reprimands).
- b. Member Benefits Suspension. Once the Board or a duly designated committee determines that any of the membership benefits described in Section 2.04 should be suspended, the applicable member shall be given written notice by the President/CEO. Said notice shall state the specific benefits that are to be suspended, the reason for such suspension, the date the suspension will take effect and the length of the suspension and/or other conditions that must be satisfied for the suspension to be lifted.
- c. Membership Termination and other Sanctions. Before final action is taken by the Board or a duly designated committee with regard to the termination of any member's membership in the Bureau, or with regard to any other sanctions (not including suspension of any benefits described in Section 2.04), the applicable member shall be given not less than fifteen (15) days advance written notice. Said notice shall state the charges against the member as well as any proposed sanctions, and the date, time and place of the meeting at which final action will be taken by the Board or a duly designated committee. The member shall be given an opportunity to present a defense in person at the meeting or the member may submit a written statement to the Board. The Board or duly designated committee shall consider the information (if any) presented by the member when it takes its final action.

2.07 Reinstatement. Any member which has its membership in the Bureau suspended, or which has any of the rights described in Section 2.04 suspended shall, at the time of such suspension, be given by the Board or the duly designated committee or person, written notice of the time at which and the conditions under which the membership or rights of the suspended member may be reinstated. Upon a presentation/notification to the Board or duly authorized Bureau representative (in the case of a policy violation) by the suspended member of evidence that it has satisfied the conditions for reinstatement (including the passage of the applicable amount of time), the Board or duly authorized Bureau representative (in the case of a policy violation) shall determine if said conditions have been satisfied and if reinstatement is appropriate, considering all circumstances. The decision of the Board or duly authorized Bureau representative shall be final. If the Board denies any request for reinstatement, the suspended member may reapply for reinstatement at a future date set by the Board, or if no date is set by the Board, at its next or any future regularly scheduled meeting. Any member whose membership is terminated pursuant to Section 2.06 shall not be entitled to reinstatement but may apply for membership in the Bureau as a new member; however, a terminated member's previous actions may be taken into consideration when a terminated member applies for membership.

2.08 Resignation. Any member may withdraw from the Bureau by giving reasonable advance written notice to the Bureau, stating the date the resignation shall become effective. A withdrawing member shall not be entitled to a refund of

any amounts previously paid to the Bureau and shall remain liable for any and all amounts owed to the Bureau at the time the withdrawal becomes effective.

2.09 Member Obligation to Follow Bureau Rules. These Bylaws constitute a binding legal agreement between the Bureau and its members that may be supplemented by amendments, as well as rules, regulations and policies, adopted by the Board. Each member of the Bureau agrees to be bound by these Bylaws and any amendments thereto, as well as any rules, regulations or policies adopted by the Board.

2.10 Code of Conduct. A Bureau member shall not do anything that is detrimental to the Bureau or to any other Bureau members. The Board of Directors, when considering acceptance of a membership application, may take into account prior actions of the business applying for membership that would be considered in violation of this policy.

ARTICLE III Membership Fees

3.01 Membership Fee Amount. Each year the members of each Division of the Bureau shall recommend to the Bureau the level of fees, including a schedule based upon gross revenue or other relevant criteria which said members of the Division feel is appropriate for that Division for the following year. The membership fees recommended by each Division may be subject to review and approval of the Bureau's Executive Committee and shall be subject to approval of the Board, whose decision with respect to the membership fees for each Division shall be final.

3.02 Delinquencies. Any member of the Bureau who is delinquent in the payment of membership fees or any other amounts owed to the Bureau shall be assessed interest on such delinquent amounts at the rate of 1½% per month (calculated on a monthly basis) until the delinquency is fully paid. The assessment of interest on delinquent amounts is in addition to any suspension or termination of membership or any other sanctions which the Bureau may take pursuant to Section 2.06.

3.03 Membership Agreements. All memberships in the Bureau shall be on a year-to-year basis and must be renewed each calendar year as described herein. In order for a business to initially become a member, such business must first enter into a Membership Investment Agreement (a "Membership Agreement") with the Bureau with regard to each Division applicable to the business, as described in Sections 2.02 and 2.03. In addition, for each year thereafter, each member is required to enter into a new Membership Agreement with the Bureau with regard to each Division applicable to the member, also as described in Sections 2.02 and 2.03. The membership fees owed to the Bureau by the member shall be set forth in the Membership Agreement. The Bureau's decision to accept or to decline to enter into a Membership Agreement with any business applying to be a new member or with any business wishing to renew its membership, shall be within the sole and absolute discretion of the Bureau's Board of Directors, provided the Bureau shall not discriminate on the basis of race, color, religion or as otherwise prohibited by applicable law. The Board, when considering whether to accept any Membership Agreement may take into account any matters that the Board deems to be applicable, including but not limited to, prior actions of a new applicant for membership or an existing member that would be considered in violation of the Code of Conduct set forth in Section 2.10.

3.04 Payment Schedules. The schedules for the payment of membership fees for each Division of the Bureau shall be set by the Board and shall be reflected on the applicable Membership Agreement for each Division.

ARTICLE IV Meetings of Membership

4.01 Annual Membership Meeting. There shall be an annual meeting of the members of the Bureau held during the months of March, April or May each year. The Executive Committee shall set the place and date of the annual meeting. At the annual meeting, the Board shall report to the members on the activities of the Bureau and the members shall transact such other business as may properly be brought before the meeting.

4.02 Special Membership Meetings. Special meetings of the members of the Bureau may be called by the Board Chair, the Board Vice Chair or by any two members of the Board to consider a specific subject or issue. No business other than that specified in the notice for a special meeting shall be transacted at any special meeting.

4.03 Division Meetings. Meetings of the members of each Division may be held from time to time when called by any member of the Board from that Division. Divisions may also choose to set regular periodic meetings. Actions taken at any Division meeting shall be by majority vote of those members of the Division present. The meetings and operation of each Division shall be consistent with the requirements set forth in Section 5.08 and 5.09. Recommendations/actions of any Division shall be subject to the ratification of the Board.

4.04 Notice. Notice of the annual or any special meeting of the members, as well as meetings of any Division, shall be given at least seven (7) days prior to the date set for such meeting. Such notices shall be in writing and either personally delivered, sent to each member by first class mail addressed to the member's designated address, or sent electronically. Each such notice shall state the date, time and location of the meeting. With regard to special meetings, the notice shall also state the specific subject or issue to be considered at the special meeting.

4.05 Location of Membership Meetings. All meetings of the members of the Bureau shall be held at a location determined by the Executive Committee. Unless determined otherwise by the Board, membership meetings will be held within a twenty-five (25) mile radius of the intersection of Highways 12, 13, 16 and 23.

4.06 Quorum. At the annual or any special meeting of the Bureau's members, the presence in person of at least seventy-five (75) members shall constitute a quorum for the transaction of business. Members shall not be permitted to participate in meetings by proxy.

**ARTICLE V
Board of Directors**

5.01 Authority of Board. The Board is the governing body of the Bureau and has authority over and shall supervise, control and direct the Bureau's property, activities and concerns. The Board may delegate specific management functions to committees, officers or employees of the Bureau; however, the Board shall retain overall responsibility for and authority over all committees, officers and employees and shall be primarily responsible for the ultimate direction of the Bureau. The Board is specifically authorized to adopt such rules, regulations and policies, which shall not be inconsistent with these Bylaws, and which the Board deems to be necessary and appropriate from time to time. Such rules, regulations and policies shall be binding on all members of the Bureau. The Board shall, from time to time, publish and circulate to all members of the Bureau all rules and regulations and policies that it has adopted, and which remain in force and effect.

5.02 Number and Composition. The Board shall consist of sixteen (16) members ("Directors" or "Board Members") elected by the various Divisions as described below, a Dells River District representative, the immediate Past-Board Chair of the Bureau, plus any "Guaranteed Attraction Seats" described below. The composition of the sixteen elected Board seats shall be as follows: Accommodation Division – 7, Associate/Visitor Services Divisions – 1; Attraction Division – 4; Campground Division – 1; Restaurant/Bar Division – 2; Retail Division – 1. No member who is a corporation or other entity (including all affiliated entities), with Membership Agreements in two or more Divisions, may have more than two (2) persons who are affiliated with that entity serving on the Board at any one time. In addition, each Membership Agreement allows for a maximum of one Director in any given year.

The composition of the sixteen elected Board seats at the time these Bylaws are adopted, as well as the years (odd numbered years or even numbered years) in which each of the Board Members shall be elected, is as follows:

	<u>Division</u>	<u># of Board Members</u>	<u>Years in which such Board Members are Elected</u>
a.	Accommodation Division		
	(1) Members operating 70 units or less	2	1 in odd years and 1 in even years
	(2) Members operating 71 – 299 units	3	1 in odd years and 2 in even years
	(3) Members operating 300 or more units	2	1 in odd years and 1 in even years
b.	Associate/Visitor Services Divisions - Directors-at-large	1	even years
c.	Attraction Division		
	(1) Directors-at-large	4	2 in odd years and 2 in even years
d.	Campground Division - Directors-at-large	1	odd years
e.	Restaurant/Bar Division - Directors-at-large	2	1 in odd years and 1 in even years

A Dells River District Representative shall be recommended to the Board by the City of Wisconsin Dells for Board approval. If the City of Wisconsin Dells makes no such recommendation for any given year, the seat will remain vacant.

Each member of the Attraction Division whose Membership Agreement for a particular calendar year is: (i) accepted by the Board; and (ii) requires the member to pay membership fees equaling or exceeding the amount designated by the Board as the "minimum guaranteed seat category" for that particular calendar year, shall be entitled to appoint one director to the Bureau's Board (each such position on the Board to be known as a "Guaranteed Attraction Seat"). The term of each person filling a Guaranteed Attraction Seat shall commence at the time of the first Board meeting held after November 1 of the year prior to the calendar year for which the applicable Attraction Division member is paying at least the designated amount in membership fees described above, and shall end immediately prior to the first Board meeting after November 1 of the calendar year for which the applicable Attraction Division member has paid at least the designated amount in membership fees described above. An Attraction Division member's rights to have a Guaranteed Attraction Seat on the Board shall only be applicable if such Attraction Division member is in good standing.

There shall be no minimum or maximum number of Guaranteed Attraction Seats on the Board, and each such Board member shall only be appointed for a one-year term, as described above. The membership fee threshold for Guaranteed Attraction Seats on the Board may be changed from time to time by a vote of at least a majority of the entire then existing Board. Any Attraction Division member entitled to appoint a person to a Guaranteed Attraction Seat may designate a substitute person, who must be affiliated with that member, and such substitute shall have the authority to vote and take other actions at any Board meeting that the first person appointed to the Guaranteed Attraction Seat is unable to attend.

5.03 Alternate Directors. The Board Chair of the Bureau shall annually appoint one or more "Alternate Director(s)" with respect to each Division. Each such appointment must be ratified by a vote of at least two-thirds (2/3) of the entire Board before the appointment becomes effective. Each Alternate Director may, in the absence of an elected Director from the same Division, at any Board, committee or other meeting, substitute for the absent Director at such meeting and participate and have the same rights as the absent Director. Alternate Directors shall remain familiar with the activities and actions of the Board and shall assist the Director(s) from the applicable Division in carrying out the responsibilities and functions assigned to or accepted by such Director(s). The terms of Alternate Directors shall end each year immediately prior to the first Board meeting held after November 1.

5.04 Terms of Office for the Elected Directors. Each of the sixteen elected Directors shall be elected to a term of two years. Directors' terms shall be staggered as set forth in Section 5.02, so that of the sixteen (16) elected Board Members, eight (8) Directors are elected in even numbered years and eight (8) Directors are elected in odd numbered years. Each such elected Director's term shall commence at the time of the first Board meeting held after November 1 of the year in which such Director is elected and shall end immediately prior to the first Board meeting after November 1 two years thereafter. Any Director appointed because of a vacancy as described in Section 5.07 shall serve until the expiration of the term of the Director being replaced. There is no limit on the number of times any Director may be re-elected or on the number of terms any Director may serve.

5.05 Election of Directors. The members of each Division shall separately (except the Associate and Visitor Services Divisions, who shall elect their director together) elect the number of Directors set forth in Section 5.02 (as such Section may be amended from time to time). The method of electing these sixteen Directors shall be as follows:

- a. A slate of nominees for the elected Directors' positions that are to be filled in any particular year shall be prepared each year by the Board Nominating Committee.
- b. Additionally, nominations for each Division's Directors may be made by the applicable Division at the Division meeting held prior to the election of Directors during each year in which such Division is to elect any Director(s) pursuant to Section 5.02.
- c. No person may be a nominee to be elected as a Director with regard to more than one Division.
- d. The Board Nominating Committee and each Division shall submit all nominations to the Bureau no later than September 30 of each year in which such Division is to elect any Director(s) pursuant to Section 5.02.
- e. The Bureau shall then prepare the ballots for each Division reflecting all applicable nominees, and the ballots shall be mailed or submitted electronically (pursuant to Wisconsin Statutes §181.0808, as such section may be amended or renumbered from time to time) to the members (in good standing for the current membership year and have submitted Membership Agreements for the upcoming year) of each

Division no later than the first Monday of October of each year in which such Division is to elect any Director(s) pursuant to Section 5.02.

- f. Each member is entitled to one vote for each Director's seat for which the member is entitled to vote (e.g. Attraction Division members shall have 2 votes each in even numbered years and 2 votes each in odd numbered years for the Attraction Division Directors and Associate/Visitor Services Divisions members shall have one vote each in the even numbered years when the Associate/Visitor Services Divisions Director is elected). Cumulative voting shall not be permitted.
- g. Completed ballots must be received by the Bureau no later than 4:00 pm CST on the third Monday of October of each year with regard to the Directors being elected that year. Any ballots received after that date and time will not be counted.
- h. All properly completed ballots received by the Bureau prior to the deadline described above shall be tabulated and the membership of the Bureau shall be notified of the results. The person(s) receiving the highest number of votes for each Director's seat, or for the number of at-large seats up for election, unless disqualified for some other reason, shall be deemed elected.
- i. In the event of a tie with regard to the election for any Director's seat, the Bureau shall send new ballots to the members of the Division in which the tie occurred which were eligible to vote at the time of the original distribution of ballots. Those members will be made aware that a tie occurred and requested to vote again. The incumbent Director shall continue to serve as acting Director until such time as the above-described process results in the election of a new Director.

5.06 Vacancies. If an elected Director resigns or for any other reason is unable to complete his/her term on the Board (a "Vacancy"), an Alternate Director from the same Division shall be appointed by the Board Chair to fill the Vacancy and to serve for the remainder of the unexpired term. In the event there is no Alternate Director available to fill a Vacancy, the Board Chair shall nominate a person to fill the Vacancy and to serve the remaining portion of the term, provided that each such nomination must be approved by at least two-thirds (2/3) of the entire Board before it becomes effective. If a Director filling a Guaranteed Attraction Seat resigns or for any other reason is unable to complete his/her term, the member entitled to appoint the Director for that Guaranteed Attraction Seat shall appoint a replacement Director to serve the remainder of the applicable one-year term.

5.07 Board Meetings.

- a. Regular meetings of the Board shall be held on the third (3rd) Tuesday of every other month beginning in January; however, the Board at any regularly scheduled meeting or any special meeting may change the date of any future meeting or may cancel a regular meeting. The Board Chair shall also have authority to change the date of any future meeting to a date more convenient for the Board. Special meetings of the Board may be called by any officer of the Bureau or by any two (2) Directors. The Board Chair or in his/her absence, the Board Vice Chair, shall preside at all Board meetings. If both the Board Chair and Board Vice Chair are absent, the Board may elect a temporary Chair, whose sole authority shall be to preside at that meeting. Unless specifically stated otherwise in these Bylaws, all actions of the Board shall be by majority vote of those Directors present at the meeting.
- b. Except when the Board meets in executive session, as provided herein, meetings of the Board shall be open to the members of the Bureau. An executive session of the Board may be called by the Board Chair, or in the absence of the Board Chair by the presiding officer, under the following circumstances: (a) on the advice of counsel, (b) to discuss pending or threatened legal matters involving the Bureau, (c) to discuss or act on personnel issues, (d) to discuss matters that the Board feels need to remain confidential, or (e) to address such other matters as the Board deems appropriate. At the option of the Board Chair or other presiding officer, or upon a majority vote of those Directors present at the meeting, an executive session of the Board may be called.
- c. While in executive session, only Board Members and individuals invited by the Board Chair or another presiding officer may be present. Board Members may discuss the business conducted in an executive session only with other Board Members, any other persons as directed by the Board Chair or other presiding officer, persons present in the executive session by invitation and others upon advice of counsel. Those present at any executive session shall be reminded that the executive session deliberations and minutes are confidential.

5.08 Notice of Board Meetings. Notice of any regular meeting of the Board shall be given at least forty-eight (48) hours prior to the time set for the meeting during the months of May through October, and at least seven (7) days prior to the meeting during the months of November through April. Notice of any special meeting of the Board shall be given at least twelve (12) hours prior to the time set for the meeting. Notices of Board meetings may either be in writing or by telephone. Written notices shall be personally delivered, sent by first class mail addressed to the Director's designated address or sent electronically. Notices shall indicate the time and location of the meeting. Notices need not indicate the purpose or the business to be transacted at the meeting. Notwithstanding the foregoing, a meeting of the Board may be held, and action may be taken thereat without such notice being given if all Directors either sign a written waiver prior to or after the meeting or are present at the meeting, which shall be deemed equivalent to signing a waiver.

5.09 Location of Board Meetings. All meetings of the Board shall be at the Bureau's main office unless the person(s) calling the meeting or the Board Chair elect(s) to have a meeting at another location.

5.10 Quorum. The presence in person, via telephone or by any other electronic means permitted by the Wisconsin Statutes, of a majority of the number of Directors then in office and entitled to vote shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a later date, not more than ten (10) days later.

5.11 Removal. Any one or more of the Directors may be removed at any time by a vote of seventy-five percent (75%) of the full Board, at any regular or special meetings.

5.12 Resignation. Any Director may resign from the Board by submitting notice of resignation to the President/CEO. Any such resignation shall be effective upon approval by the Board.

ARTICLE VI Officers

6.01 Number. The Bureau shall have three (3) officers. The officers of the Bureau shall be the Board Chair, the Board Vice Chair and the Secretary/Treasurer.

6.02 Qualifications. Officers must be members in good standing of the Bureau and must also be Directors. No person may hold more than one office at the same time. There shall be no limit on the number of times any officer may be re-elected, or the number of terms any officer may serve.

6.03 Election and Term of Office. Officers shall be elected by a majority vote of the Board Members present and voting at the first Board meeting each November. The election of officers shall be by written ballot, unless only one Board Member is running for a particular office, in which case the election may be by majority voice vote or show of hands. Each officer shall hold office for a term of one year and until his/her successor has been elected.

6.04 Duties of Officers. The duties and powers of the Officers shall be as follows:

- a. Board Chair. The Board Chair shall preside at the meetings of the members, meetings of the Board, and meetings of the Executive Committee. The Board Chair shall set the agenda for Board meetings and shall generally oversee the smooth and effective operation of the Board. In addition, the Board Chair shall have such other duties and authority as is set forth in these Bylaws and as may be directed by the Board.
- b. Board Vice Chair. In the absence of the Board Chair, the Board Vice Chair shall preside at all membership, Board and Executive Committee meetings. The Board Vice Chair shall perform such other duties as may be assigned by the Board Chair or the Board.
- c. Secretary/Treasurer. It shall be the duty of the Secretary/Treasurer to keep or delegate the keeping of records of all meetings of the members, the Board, all committees and all Divisions. The Secretary/Treasurer shall also be the chief financial officer of the Bureau. The Secretary/Treasurer shall generally oversee the Bureau's financial functions, although the Bureau's day-to-day financial functions shall be delegated to the Bureau's staff and accountants. In addition, the Secretary/Treasurer shall perform such other duties as may be directed by the Board.

6.05 Vacancies. Any vacancy in any office other than the office of Board Chair shall be promptly filled by an appointment made by the Board Chair; however, all such appointments must be ratified by a majority vote of the entire Board. Persons appointed to fill vacancies in any office shall serve the remainder of the regular term of that officer.

Any vacancy in the office of Board Chair shall be filled by the Board Vice Chair, unless there is no Board Vice Chair, in which case the vacancy in the office of Board Chair shall be filled by a majority vote of the entire Board.

6.06 Removal. Any officer may be removed from office upon a vote of at least seventy-five percent (75%) of the entire Board.

ARTICLE VII Committees

7.01 Committee Appointments. Members of all committees shall be appointed annually by the Board Chair but are subject to ratification by the Board. The terms of all committee members shall be concurrent with the terms of the officers as set forth in Section 6.03 and shall expire when new officers are elected each November.

7.02 Executive Committee. Notwithstanding Section 7.01, the Executive Committee shall consist of:

- a. The three officers of the Bureau;
- b. The chairperson of the Marketing Committee; and
- c. The immediate past-Board Chair of the Bureau.

If the Marketing Committee chairperson or the immediate past-Board Chair is also an officer, the Board Chair, subject to approval of the Board, shall appoint an additional Board member to the Executive Committee. The Executive Committee shall act in place and stead of the Board between Board meetings on all matters except those specifically reserved for the full Board by these Bylaws. The Executive Committee shall report its actions to the Board by mail, electronically, or at the next Board meeting. If, for any reason, the immediate past-Board Chair is unable or unwilling to serve on the Executive Committee, then the Board Chair shall appoint one other member of the Board to serve as the fifth member of the Executive Committee, with such appointment to be subject to approval of the Board. The presence of at least three (3) members of the Executive Committee at any meeting shall constitute a quorum, and all actions shall be by majority vote of those members present at a meeting. Unless the Board decides otherwise, Executive Committee meetings are not open to the general membership.

7.03 Other Standing Committees. Each year after his/her election, the Board Chair, as described in Section 7.01, shall appoint the following committees (the "Standing Committees") to consist of as many members as the Board Chair deems advisable.

- a. Board Nominating Committee;
- b. Marketing Committee;
- c. Meeting & Convention Committee;
- d. Sports Committee; and
- e. Tourism Economic Development Committee.

The duties of each committee shall be prescribed by the Board and may be changed from time to time. The Board may create additional Standing Committees or may abolish any of the above-stated Standing Committees, as it deems advisable and prudent.

7.04 Special Committees and Subcommittees. The Board Chair may, at any time, appoint other committees ("Special Committees") on any subject for which there are no Standing Committees. Any Standing Committee or Special Committee may appoint subcommittees ("Subcommittees") if deemed necessary or appropriate.

7.05 Authority of Committees. The actions/recommendations of all Standing Committees, all Special Committees and all Subcommittees shall be subject to the ratification of the Board. Actions of the Executive Committee, with the exception of financial matters which have an aggregate impact on the Bureau's budget of less than \$250,000 during any particular fiscal year, shall not be subject to ratification of the Board.

7.06 Meetings and Operations. The meetings and operations of all Standing Committees, Special Committees and Subcommittees shall be consistent with the requirements set forth in Sections 5.08 through 5.10. The time of the meetings

of each Standing Committee, Special Committee or Subcommittee shall be set by the applicable committee or its chairperson.

Except when a Standing Committee, Special Committee or Subcommittee meets in executive session, as provided herein, meetings of any such committee (except the Executive Committee as prescribed in 7.02) shall be open to the members of the Bureau. An executive session of a committee may be called by the committee's chairperson or in the absence of the chairperson by the presiding committee member, under the following circumstances: (a) on the advice of counsel, (b) to discuss matters that the committee feels need to remain confidential, or (c) to address such other matters as the committee deems appropriate. At the option of the committee chairperson or other presiding committee member, or upon a majority vote of a committee, an executive session of a committee may be called.

While in executive session, only committee members and individuals invited by the committee chairperson or other presiding committee member may be present. Committee members may discuss the business conducted in an executive session only with other committee members, any other persons as directed by the committee chairperson or other presiding committee members, persons present in the executive session by invitation and others upon advice of counsel. Those present at any executive session shall be reminded that the executive session deliberations and minutes are confidential.

7.07 Terms of Committees. The members of each Standing Committee shall serve from the time they are appointed by the Board Chair until new committee appointments are made following the election of the Board Chair the following year. The term of each Special Committee and Subcommittee shall not exceed one year, unless approved by the Board.

ARTICLE VIII Contracts/Leases, Loans, Payments and Deposits

8.01 Contracts/Leases. The Board may authorize any officer or officers, agent or agents to enter into any contract/lease or execute and deliver any instrument in the name of and on behalf of the Bureau and such authorization may be general or confined to specific instances.

8.02 Loans. No loans shall be contracted on behalf of the Bureau and no evidences of indebtedness shall be issued in the Bureau's name unless authorized by or under the authority of a resolution of the Board. Such authorization may be general or confined specific instances.

8.03 Payments. All types of payments (checks, EFT's, ACH Transfers, drafts, transfers or other orders for payment) shall be issued in the name of the Bureau and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board.

8.04 Deposits. All funds of the Bureau not otherwise employed shall be deposited from time to time to the credit of the Bureau in such banks, trust companies or other depositories as may be selected by or under the authority of the Board.

8.05 Check Signing. Two (2) signatures are required on all checks or electronic payment voucher approval forms of the Bureau over \$1,000, and at least one of the signatures must be that of the Board Chair, Board Vice Chair, Secretary/Treasurer or person designated by the Board Chair. All checks or electronic payment voucher approval forms signed by such a designated person shall also require the initials of the Secretary/Treasurer. Payroll checks and other checks in an amount of under \$1,000 shall only require the signature of the President/CEO or any one of the persons listed above.

ARTICLE IX Fiscal Year and Membership Year

9.01 Fiscal Year. The Bureau's fiscal year shall be the calendar year commencing on January 1 and ending on December 31.

9.02 Membership Year. Each member's annual membership in the Bureau, and the Bureau's Membership Agreement, shall also run for the calendar year.

ARTICLE X Administrative Organization

10.01 President/CEO. The Bureau shall employ a "President/CEO" who shall be responsible for:

- a. Overseeing the day-to-day operations of the Bureau in conformance with the policies and procedures adopted by the Board;

- b. Supervising and delegating duties to the Bureau's personnel as prescribed and directed by the Board;
- c. Carrying out the policies and procedures of the Bureau as directed by the Board and as set forth in the Bureau's policy manual;
- d. Directing and supervising the Bureau's marketing programs and activities;
- e. Reporting to the Board and the Executive Committee on the operations of the Bureau at their respective meetings; and
- f. Performing such other duties and functions as the Board may direct.

The President/CEO shall report directly to the Board Chair with regard to day-to-day matters, but shall take primary direction from the Board, except for matters that the Board delegates to the Executive Committee or the Board Chair.

The President/CEO shall not be a member of the Bureau and shall not have any direct or indirect business dealings with the Bureau unless specifically authorized or approved by the Board.

The Executive Committee shall set the terms of the President/CEO's compensation, benefits and other employment-related matters.

ARTICLE XI Indemnification

11.01 Indemnification. The Bureau shall indemnify each Director and officer of the Bureau as well as the President/CEO of the Bureau, against reasonable expenses and against liability incurred in any proceeding in which such Director, officer or the President/CEO was a party because he or she was a Director, officer or President/CEO of the Bureau. The indemnification shall be in accordance with the provisions of Wisconsin Statute secs. 181.0871 through 181.0889, as such sections may be amended or renumbered from time to time. These indemnification rights shall not be deemed to exclude any other rights to which a Director, officer or President/CEO may otherwise be entitled. The Bureau shall indemnify any employee who is not a Director, officer or President/CEO of the Bureau to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Bureau. If the Bureau indemnifies or advances expenses to a Director, officer or President/CEO pursuant to Wisconsin Statutes secs. 181.0872, 181.0874, 181.0877, 181.0879, 181.0881 or 181.0889, the Bureau shall report the indemnification or advance in writing to Board Members with or before the notice of the next Board meeting.

ARTICLE XII Amendment of Bylaws

12.01 Amendment. Except for the specific provisions of these Bylaws which may be amended by the Board or otherwise, as provided in other sections of these Bylaws, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by the members of the Bureau. All proposed amendments must be submitted in writing to the Board. If the proposed amendment(s) are signed by ten percent (10%) or more of all members of the Bureau, the proposed amendment(s) shall be submitted to members for a vote. The Board may, if it so chooses, recommend to the members that the proposed amendments be adopted or rejected. If the proposed amendment(s) are signed by fewer than ten percent (10%) of all of the members of the Bureau, the amendments shall be submitted to the members for vote only if the Board chooses to recommend approval. Amendments to those Bylaws that are submitted to the members for a vote may, in the discretion of the Board, either:

- a. Be submitted at any annual or special meeting of the Bureau's members, and for the amendment to be adopted, it must be approved by at least a majority, aggregate vote of the Accommodation, Attraction, Campground, Restaurant/Bar, Retail and Visitor Services Division members present; or
- b. Be mailed or electronically provided to the Accommodation, Attraction, Campground, Restaurant/Bar, Retail and Visitor Services Division members in good standing with a ballot for such members to mark and return, indicating if they accept or reject the proposed amendment. For the amendment to be adopted, it must be approved by at least a majority vote of the ballots returned to the Bureau.

If a vote regarding alteration, amendment or repeal of the Bylaws is to be taken at a meeting of the members, the proposed change shall be mailed or electronically provided to each member at least seven (7) days prior to the date of the meeting at which the change is to be considered. If the proposed change is submitted to the members by written ballot, the ballot shall plainly state the date and time by which the ballot must be returned to the Bureau for votes to count, which date must not be less than ten (10) days after the date the ballot is mailed or electronically provided.

ARTICLE XIII

Parliamentary Authority and Interpretation

13.01 Parliamentary Authority. The parliamentary authority for all meetings of the Bureau's members, Board, committees and Divisions shall be Robert's Rules of Order.

13.02 Interpretation. These Bylaws shall be interpreted pursuant to the Wisconsin Non-Stock Corporation Law, Chapter 181 of the Wisconsin Statutes, as said Chapter 181 may be amended from time to time.