

MARINETTE COUNTY ASSOCIATION FOR BUSINESS AND INDUSTRY, INC.
BY-LAWS

ARTICLE I GENERAL

SECTION 1.1

This Corporation, known as the **MARINETTE COUNTY ASSOCIATION FOR BUSINESS AND INDUSTRY, INCORPORATED**, (Corporation), is a 501(c) 6 non-profit, non-stock, private non-governmental entity.

SECTION 1.2 PURPOSE

The purpose of this Corporation is to advance the prosperity of Marinette County (County) so its residents, business and industry will grow and prosper. All necessary support is to be given to the economic, commercial, industrial, tourism and educational interests of the area. The work of the Corporation will include:

- A. Serve as a central location for economic development information, with literature, list of available business and industrial sites available and on MCABI's website.
- B. Facilitate the retention and expansion of existing business and industry in the County.
- C. Attract and recruit new business and industry in the County.
- D. Cooperation with local & regional entities in the development of (the) tourism industry.
- E. Assist municipalities with community development activities.
- F. Collaborate with the educational community at all levels to develop a prepared workforce base.
- G. Identify, promote and link the County's unique assets to help business and industry prosper & compete in regional, national and international markets.

SECTION 1.3 OFFICE LOCATION AND AREA SERVED

The principal office of said Corporation shall be in the City of Marinette or at such other Marinette County location as determined by the Board of Directors of the Corporation. MCABI serves all of Marinette County.

SECTION 1.4 POWERS

The powers of this Corporation shall be to conduct any and all such business transactions permitted of a corporation of this type under the laws of the State of Wisconsin, as outlined by its Board of Directors and these by-laws.

SECTION 1.5 LIMITATIONS OF METHODS

This Corporation is a nonprofit, nonpartisan and nonsectarian entity and shall take no part in or lend its influence to the promotion of candidacy for office, nor shall any meeting of a political nature, whatsoever, be held within the premise occupied by or under control of the Corporation. This provision shall in no way preclude the Corporation from attempting to analyze legislation on all levels of government and to sponsor, directly or indirectly, legislation consistent with the purpose of the Corporation.

ARTICLE II- MEMBERSHIP

SECTION 2.1 ELIGIBILITY

Membership shall consist of representatives from county and local government, business, industry, education and community economic development interested in promoting economic success in Marinette County. All appointees must be approved by MCABI's Board of Directors.

ARTICLE III BOARD OF DIRECTORS

SECTION 3.1 POWERS AND DUTIES

The Board of Directors shall manage the property, business and affairs of the Corporation. The Board of Directors shall have full power to act on behalf of the Corporation permitted by the statutes of the State of Wisconsin, the Articles of Incorporation. The Board will review the by-laws and amend them as needed from time to time.

SECTION 3.2 NUMBER, TERM OF OFFICE, QUALIFICATIONS AND METHOD OF ELECTION

The number of Directors representing this Corporation will be up to thirty-three (33). Candidates for the Board of Directors will be tendered by the organizations so presented below in the number and manner indicated, should these organizations desire representation on MCABI's Board of Directors. Municipal representatives must be a resident of the appointing municipality as defined by the Wisconsin SS29.001 (69).¹

City of Marinette	1 appointed by the Mayor and approved by City Council 1 appointed to represent the Marinette/Menominee Chamber of Commerce
City of Peshtigo	1 appointee by the Mayor and approved by City Council 1 appointed to represent the Peshtigo Chamber of Commerce & the Peshtigo Area Economic Development Corporation
City of Niagara	1 appointed by the Mayor and approved by the City Council 1 appointed by the Niagara Business Organization or the Mayor if a business organization does not exist.
Marinette County	The Marinette County Economic Development and Tourism Committee Chair 2 appointed by the County Board Chair and approved by the County Board.
Villages & Towns	Up to 18 representatives appointed by the respective Presidents/Chairs and approved by their Municipal Boards.
Business & Industry	4 – 10 representatives from the County's Business & Industry Community
Education	2 - 4 representatives from the County's Educational Community

All Directors are appointed to three-year terms commencing on the approval of the Board and continuing until their successors are duly appointed and qualified.

All confirmed representatives from business, industry and education will serve for one three-year term commencing on election and continuing until their successors are confirmed.

All members of the Board of Directors will be residents of Marinette County, own or work for a business or industry in the County or be employed in a County educational institution.

Directors will possess personal intelligence, integrity, confidence, good moral character, discretion, an interest in and a willingness to acquire knowledge of the operation of the Corporation. Directors will demonstrate a willingness and availability to serve this Corporation and further its purposes and objectives.

SECTION 3.2.1 PROCESS

Appointees to the Board of Directors as representatives for business, industry and education will be made by the Chair and presented to the Board for approval at a regularly scheduled meeting.

SECTION 3.3 TERMINATION

Resignation: Any member of the Board of Directors may resign from this Corporation upon written request to the Board.

Removal from the Board of Directors may be by the Board or by action of the appointing community//business. The Board may remove Board members for unexcused absences from three or more consecutive meetings.

SECTION 3.4 VACANCIES

Vacancies, in the event of death, resignation or removal from the Board of Directors, will be filled as per Section 3.2.

ARTICLE IV- MEETINGS

SECTION 4.1 REGULAR BOARD OF DIRECTORS MEETINGS

The Board of Directors will meet the fourth Thursday of each month or on an alternate date, at 6:30 p.m. or at a time and place as determined by the Board. Special meetings may be held whenever called by the Chair or upon direction of the Board of Directors.

¹ *"Resident" means a person who has maintained his or her place of permanent abode in this state for a period of 30 days immediately preceding his or her application for an approval. Domiciliary intent is required to establish that a person is maintaining his or her place of permanent abode in this state. Mere ownership of property is not sufficient to establish domiciliary intent. Evidence of domiciliary intent includes, without limitation, the location where the person votes, pays personal income taxes or obtains a driver's license.

SECTION 4.2 ANNUAL MEETING

The Annual Meeting of the Board of Directors shall be held in March of each year for the purpose of reviewing the activities of the and for the transaction of such other business as may properly come before the meeting.

SECTION 4.3 NOTICES

The Executive Director will notify the Board members of meetings electronically or by mail at least five days prior to the date of the meeting or personally notice each Director at least two days prior to the date of the meeting.

SECTION 4.4 COMMITTEE MEETINGS

Committee meetings may be called in accordance to Section 4.1 or by the respective committee chair.

SECTION 4.5 QUORUM FOR BOARD OF DIRECTORS MEETINGS

A simple majority of the approved Directors will constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such quorum is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice or conduct said meeting without action.

SECTION 4.6 VOTING

Each Director shall be entitled to cast one (1) vote on each matter submitted to a vote at any meeting of the Board of Directors. Voting by proxy is not permitted.

ARTICLE V- OFFICERS

SECTION 5.1 DETERMINATION OF OFFICERS

The Board of Directors, at its regularly scheduled meeting in December, will elect a Chair, Secretary and Treasurer from among the members of the Board. The Board Officers will serve a ~~one~~ two year term beginning January 1 of the following year. The Chair of Marinette County's Economic Development and Tourism Committee will automatically be the Vice Chair for MCABI.

SECTION 5.2 DUTIES OF OFFICERS

- A. Chair: The Board Chair serves as the executive head of the Board of Directors, is the signatory authority for the Corporation, appoints members to committees and presides at all Board meetings. Other duties may be assigned by the Board of Directors from time to time.

The Chair and the Treasurer will be signatory on all Corporation accounts and may sign checks issued by the Corporation.

- B. Vice Chair: The Vice Chair will assume the duties of the Chair in his/her absence. The Vice Chair may be designated as signatory on Corporation accounts in lieu of the Chair at the Board's discretion.

The Vice Chair may be assigned further duties by the Chair or the Board of Directors from time to time.

- C. Secretary: The Secretary will record and maintain all minutes and votes of the Board of Director and Executive Committee meetings and be the official keeper of the records and minutes of the Corporation. The Chair and Secretary are designated to affix their signature to any corporate documents of the organization.

The Secretary may be assigned further duties by the Chair or the Board of Directors from time to time.

- D. The Treasurer will supervise all monies, credits and other valuable properties of the Corporation and the keeping of full and accurate records of all accounts, receipts and disbursements of the Corporation in books belonging to it. He/she will also oversee the depositing of all monies and other valuable effects in the name of and to the credit of the Corporation into accounts/depositories as are designated by the Board of Directors. The Chair and the Treasurer will be signatory on all Corporation accounts. The Treasurer will sign checks issued by the Corporation.

The Treasurer will supervise the collection of assessments, contributions and membership dues and the disbursement of funds of the Corporation in accordance with the authority of the Board of Directors and in accordance with the operating procedures of the Corporation. He/she will insure the preparation of a detailed statement of the financial condition of the Corporation including its assets, liabilities and financial transactions.

The Treasurer will also supervise the preparation and timely execution of the Corporation's Wisconsin non-profit report and update information for the Corporation when changes occur. The Treasurer will also supervise the preparation, timely filing and payment of the Corporation's Federal and State tax forms.

The Treasurer may be assigned further duties by the Chair or the Board of Directors from time to time. All such duties will be performed with the cooperation of the Executive Director.

SECTION 5.3 DELEGATION OF DUTIES

If any officer is absent or is unable to perform his/her duties for Corporation, the Board of Directors may delegate, for the time being, the duties of such officer to any other officer or the Executive Director.

ARTICLE VI - ADMINISTRATION

SECTION 6.1 EXECUTIVE DIRECTOR

The Executive Director will be hired by the Board of Directors. The Executive Director serves as a non-voting, ex officio member of the Board of Directors. The Executive Director shall serve as the central contact person and the administrator of industrial and business development. The budget and Finance Committee, with the approval of the Board of Directors shall determine the annual compensation package and other consideration of employment for the Executive Director. The Board shall establish goals and objectives for the Executive Director and annually evaluate the Director's performance.

SECTION 6.2 ADDITIONAL STAFF

Additional staff shall be employed as deemed necessary by the Board of Directors. Compensation for staff, and possibly for officers of the Corporation, shall be as provided in the budget with the Board of Directors approval.

ARTICLE VII - COMMITTEES

SECTION 7.1 STANDING COMMITTEES

The standing committees of the Corporation shall be: the Executive Committee, the Budget and Finance Committee and the Planning Committee.

SECTION 7.2 EXECUTIVE COMMITTEE

SECTION 7.2.1 COMPOSITION

The Executive Committee shall be made up of the officers of the Corporation, and not less than three (3) or more than six (6) members of the Board of Directors. The Chair of the Board will serve as Chair of the Executive Committee. The Executive Director shall be an ex-officio, non-voting member of the Executive Committee and shall attend all meetings of the Executive Committee except meetings held with regard to the performance or compensation of the Executive Director.

SECTION 7.2.2 FUNCTIONS

The Executive Committee will have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Corporation, provided, however, that in no case shall the Executive Committee act with respect to the election of officers of the Corporation, approval of the annual budget, or otherwise exceed the authority granted by the Board of Directors. All actions of the Executive Committee shall be reported to the Board of Directors at its next regular meeting.

The Executive Committee has emergency spending authority, not to exceed \$1,000. Emergency expenditures will be brought to the Board of Directors for approval at the next regularly scheduled meeting.

SECTION 7.2.3 MEETINGS

The Executive Committee will meet at such times and locations to effectively satisfy the functional requirements of the Committee.

SECTION 7.3 BUDGET AND FINANCE COMMITTEE

SECTION 7.3.1 COMPOSITION

The Budget and Finance Committee shall be made up of the officers of the Corporation and not less than two (2) or more than six (6) members of the Board of Directors. The Treasurer will serve as Chair of the Budget and Finance Committee. The Chair of the Board shall appoint members of the Budget and Finance Committee, subject to the approval of the Board of Directors. The Executive Director will be an ex-officio, non-voting member of the Budget and Finance Committee and will attend all meetings of the Budget and Finance Committee except meetings held with regard to the performance or compensation of the Executive Director.

SECTION 7.3.2 FUNCTIONS

The Budget and Finance Committee will compile an annual budget of estimated income and expenditures and submit it to the Board of Directors for approval. The approved budget shall be the appropriation measure for the Corporation. Recommended expenditures not budgeted shall require prior approval of the Board of Directors.

SECTION 7.3.3 MEETINGS

The Budget and Finance Committee shall meet at such times and locations to effectively satisfy the functional requirements of the Committee.

SECTION 7.4 PLANNING COMMITTEE

The Board Chair will, from time to time, appoint a Planning Committee to review MCABI's strategic plan to assure the progress in implementing the plan and update the plan as needed. Changes to the strategic plan must be approved by the Board of Directors.

SECTION 7.4.1 COMPOSITION

The Planning Committee will be made up of the officers of the Corporation and not less than two (2) or more than six (6) members of the Board of Directors. The Executive Director will be an ex-officio, non-voting member of the Planning Committee and will attend all meetings,

SECTION 7.4.2 FUNCTIONS

The Planning Committee shall be responsible for the preparation, modification and updating of the Strategic Plan. The Committee shall assure the compliance with the Strategic Plan and to report to the Board of Directors no less often than quarterly.

SECTION 7.4.3 MEETINGS

The Planning Committee will meet at such times and locations to effectively satisfy the functional requirements of the Committee.

SECTION 7.5 MARKETING COMMITTEE

SECTION 7.5.1 COMPOSITION

The Marketing Committee shall be made up of the officers of the Corporation and not less than two (2) or more than six (6) members of the Board of Directors. The Vice Chair of the Board will serve as Chair of the Marketing Committee. The Board Chair will appoint the members of the Marketing Committee, subject to the approval of the Board of Directors. The Executive Director shall be an ex-officio, non-voting member of the Marketing Committee and shall attend all meetings of the Marketing Committee

SECTION 7.5.2 FUNCTIONS

The Marketing Committee will be responsible for the preparation, modification, monitoring and updating of the Corporation's Marketing Strategy.

SECTION 7.5.3 MEETINGS

The Marketing Committee will meet at such times and locations to effectively satisfy the functional requirements of the Committee.

SECTION 7.6 OTHER COMMITTEES

The Chair of the Board of Directors, subject to the approval of the Board of Directors, or the Board of Directors may from time to time appoint such Ad Hoc committees as may be necessary to carry out the business of the Corporation. Such special committees shall serve as long and the purpose for which they were created exists unless dissolved by the Board of Directors.

Membership on such special committees requires membership in the Corporation. The Executive Director will be an ex-officio, non-voting member of the Ad Hoc Committee and will attend all meetings,

SECTION 7.7 TENURE

Members of committees shall serve until the following fiscal year, or until their successors are appointed, unless the committee shall be sooner dissolved or unless said member is removed from such committee or unless the individual ceased to qualify as a member of such committee.

SECTION 7.8 LIMITATION OF AUTHORITY

No action of any member, committee, employee, and chair or vice chair shall be binding upon, or constitute an expression of the policy of the Board of Directors until it shall have been approved or ratified by the Board of Directors.

ARTICLE VIII FINANCE

SECTION 8.1 FISCAL YEAR

The fiscal year of the Corporation will begin on the first day of January and end the last day of December of each year.

SECTION 8.1 BANKING INSTITUTIONS

Accounts, as authorized by the Board of Directors, are to be established in financial institutions located in Marinette County.

SECTION 8.2 BANKING INSTITUTIONS AND DEPOSITS

Accounts, as authorized by the Board of Directors, are to be established in financial institutions located in Marinette County.

All income of the Corporation will be deposited in a timely manner to an interest bearing account maintained for this purpose. Funds will be transferred to a checking account maintained for dispersal of funds as described in Section 8.4.

SECTION 8.3 REVENUE SOURCES

While Marinette County provides significant funding for the operation of MCABI, it is the goal of the Corporation that this funding be less than fifty percent (50%) of the budgeted income for MCABI. The remaining budgeted revenue will be derived from the Wisconsin Maritime Center of Excellence, membership dues, contributions, fees for services and such other revenue sources as deemed appropriate to this Corporation by the Board of Directors.

SECTION 8.4 DISBURSEMENTS

Upon approval of the Board of Directors, the Executive Director may be authorized to disburse funds as provided in the budget. All disbursements will be made by checks signed by authorized officers or transferred electronically under the Treasurer's supervision. All recommendations for expenditures outside the budget shall be submitted to the Board for approval.

SECTION 8.5 ANNUAL AUDIT

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

ARTICLE IX- INDEMNIFICATION

SECTION 9.1 INDEMNIFICATION

MCABI will carry Directors and Officers liability insurance for a non-profit organization with coverage of at least \$1,000,000.

The corporation shall indemnify any director or officer or former director or officer of the corporations, against recovery if any director/officer becomes obligated to pay, any reasonable expenses, including attorneys' fees that are not covered by D&O insurance, actually and necessarily incurred in connection with the defense of any civil, criminal or administrative action suit or proceeding in which the director/officer is made a party or with which the director/officer is threatened by reason of being or having been or because of any act as such, within the course of their duties or employment; except in relation to matters as to which the director/officer shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of their duties and also except any action brought by this corporation against a director or officer.

ARTICLE X- CONFLICT OF INTEREST

SECTION 10.1 CONFLICT OF INTEREST

No director, officer or employee of the Corporation may engage in any business or transaction or will act in regard to financial or other personal interest, direct or indirect, which is incompatible with the proper discharge of official MCABI duties or which may impair independence of judgment or action in the performance of duties.

Any director, officer or employee of the Corporation who has a financial interest or personal interest in any proposed business before the Board of Directors must disclose the nature & extent of such interest. The director, officer or employee may not participate in any debate or vote for adoption or defeat of a proposal/business where a vote is required.

ARTICLE XI- DISSOLUTION

SECTION 11.1 DISSOLUTION

The Corporation shall use its funds only to accomplish the objectives and purpose specified in these by-laws, and no part of said funds shall inure or be distributed to the members of the Corporation. On dissolution of the Corporation without a successor organization, all assets will revert to Marinette County unless otherwise entailed.

ARTICLE XII- PARLIMENTARY AUTHORITY

SECTION 12.1 AUTHORITY

The proceedings of all meetings of the Board of Directors and Committees shall be governed by, and conducted according to, the latest edition of Robert's Manuel of Parliamentary Rules.

ARTICLE XIII- AMENDMENTS

SECTION 13.1 AMENDMENTS

The Board of Directors by a majority vote of its members or the members by an affirmative vote of a majority may adopt, amend, or repeal all or any of the by-laws of the Corporation; provided, however, that by-laws adopted by the members shall not be amended or repealed by the directors and the by-laws adopted by the directors shall be subjected to amendment or repeal by the members at the next regular or special meeting of the members.