

MOUNT HOREB AREA ECONOMIC DEVELOPMENT CORPORATION  
BYLAWS

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ARTICLE I  
PURPOSE AND MISSION

Purpose

The Mount Horeb Area Economic Development Corporation (“Corporation”) exists to promote the economic health of Mount Horeb, Wisconsin Area. It shall be operated exclusively to provide the resources and support structure to grow economic development in the Mount Horeb community and to strengthen the economic climate for the benefit of the entire community and its citizens, consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”).

To meet this charitable purpose, Mount Horeb Area Development Corporation will work closely with local government, as a way of “lessening the burdens of government,” to address discrete goals, including the following:

- A. Identify ways to help retain and to grow employment opportunities in the Mount Horeb area;
- B. Establish a civic and economic climate that will encourage and attract new industries;
- C. Promote an environment of entrepreneurship in the Mount Horeb Area that inspires innovation, investment, and business startup;
- D. Stimulate and facilitate tourism as a form of economic development;
- E. Mobilize the financial, educational, and human resources necessary to enhance economic development in the Mount Horeb Area;
- G. Strengthen the environment that improves the quality of life in the Mount Horeb Area by attracting good-paying jobs, housing, providing quality education, and cultivating a sustainable economy;
- I. Foster a spirit of generosity among the people of the Mount Horeb Area by advancing the common good; and
- J. Engage in any lawful activity that may be necessary or appropriate to accomplish any of these purposes.

ARTICLE II  
BOARD OF DIRECTORS

2.1. General Powers. The management, control and operation of the affairs and properties of this Corporation are vested in the board of directors of the Corporation (the "Board"). The Board may adopt such rules and regulations for the conduct of business as deemed advisable, including but not limited to [**Attachment 1 -Authority Guidelines**], and may in the execution of the powers granted, delegate certain authority and responsibility to agents of the Corporation.

2.2. Composition of the Board.

- (a) The Board shall consist of no fewer than seven (7) and no more than nine (9) persons (the "Directors"). The exact number of Directors shall be set from time to time by resolution of the Board. When vacancies among the Directors occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Directors shall be reduced by such vacancies until qualified replacements are named by the Board.
- (b) The Directors shall consist of persons who support the purpose of the Corporation. The Directors shall represent a cross-section of the Mount Horeb community. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

2.3. Election of Directors. The initial "Interim" Board of Directors shall be the members of the organizing Steering Committee, who shall serve until a permanent Board is elected or selected, on about June 1, 2013. Subsequently, the Directors shall be elected by the Board at its Annual Meeting. Each year, the Board shall elect the number of Directors necessary to maintain staggered terms pursuant to Section 2.4, and such additional persons as may be necessary to fill unexpired terms.

2.4. Term. At the first Annual Meeting in February 2014, the Board of Directors shall be elected to serve a two-year term ending at the Annual Meeting in 2016. In 2016, at least one-third (1/3) of the initial Directors shall serve an initial term of one year (1), one-third (1/3) shall serve a term of two (2) years, and one-third (1/3) shall serve a term of three (3) years such that only one-third of the Directors will have terms that expire in a given year. Thereafter, Directors will be elected to serve a term of three (3) years or until such Director's successor is appointed and qualified. No Director shall serve more than two consecutively elected terms or a maximum of six years, whichever is greater without being off the Board for one year following a second consecutively elected term.

2.5. Resignation and Removal. A resignation by a Director must be in writing and is effective thirty (30) days following receipt by the Secretary. Any Director may be removed from the Board for any reason by a vote of two-thirds (2/3) of all of the other Directors.

2.6. Annual Meeting. The annual meeting of Board shall be held in the first quarter of each calendar year on such day and at such place and time as determined by the President (the

“Annual Meeting”). The purpose of the Annual Meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting.

2.7. Regular and Special Meetings. Regular meetings of the Board shall be held at such times as the President may designate, at the office of the Corporation or such other place as the President may designate. Special meetings of the Board may be called by the President or by two (2) or more Directors at such time and place as the President or Directors calling the meeting may specify and in accordance with the notice requirements of Section 2.13.

2.8. Quorum. A majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board, provided that for those actions of the Board requiring more than a majority vote as provided in the Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

2.9. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present is the duly authorized act of the Board, except where otherwise provided by law or these Bylaws.

2.10. Action Without a Meeting. In accordance with Section 181.0821, Wis. Stats., any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to § 181.0821(1r) of the Wisconsin Statutes, “in writing” includes a communication that is transmitted or received by electronic means and “signed” includes an electronic signature, as defined in §181.0103 (10p) of the Wisconsin Statutes, as amended from time to time.

2.11. Compensation. Directors will not be paid compensation for their services as Directors, provided that nothing in these Bylaws will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or reimbursement of expenses related to undertaking the Corporation’s business.

2.12. Meetings by Electronic Means of Communication. Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other’s communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

2.13. Notice. Notice of meetings may be given by e-mail; provided, however, Directors who cannot receive notices electronically shall receive notice via mail or personal delivery. Special meetings must be preceded by at least twenty-four (24) hours notice to each Director if notice is given by e-mail, or seventy-two (72) hours notice if notice is given by mail or private carrier. Notice need not be given of regular meetings of the Board, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier.

2.14. Director Conflict of Interest. The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time. [Attachment 2 – Conflict of Interest Policy]

### ARTICLE III OFFICERS

3.1. Officers. The officers of the Corporation are a President, a Vice-President if such position is filled, a Secretary, and a Treasurer. The Board may elect such other officers as it deems desirable. The officers shall be chosen from among the Directors. The same individual may serve as both the Secretary and Treasurer.

#### 3.2. Election, Term of Office and Removal.

- (a) The Board shall elect the officers of the Corporation for one (1) year terms, or until the Board again elects new officers, whichever occurs first.
- (b) Any officer of the Corporation may be removed from office at any time for any reason by a two-thirds (2/3) vote of all of the Directors.

3.3. President. The President shall in general supervise and control all of the business and affairs of the Corporation, perform all duties incident to the office of President and shall see that all orders and resolutions of the Board are carried into effect. He or she shall preside at meetings of the Board or, if there is no Vice-President, appoint a Director to preside over a meeting he/she cannot attend.

3.4. Vice-President. If the Board elects a Vice President, he or she shall have such duties as determined from time to time by the Board. The Vice-President shall discharge the duties of the President in the event of his or her absence or inability to act.

3.5. Secretary. The Secretary shall sign documents of the Corporation from time to time as required and shall see that minutes of the meetings of the Board are taken and maintained; see that notices are duly given in accordance with the provisions of these Bylaws or as required by law and be custodian of the corporate records. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board or President.

3.6. Treasurer. The Treasurer shall see that an adequate and accurate accounting system is maintained; that financial reports are presented to the Board. The Treasurer shall also

advise the Board on the handling of the Corporation's monies and investments and perform such additional duties as may be assigned to the Treasurer by the Board or the President. Unless otherwise determined by the Board, the Treasurer shall serve as the Chair of the Corporation's Finance and Audit Committee, if such committee exists.

3.7 Authority of Officers. The officers may sign and execute, in the name of the Corporation, any instrument or document consistent with the general delegation of authority for that position, provided that such authority is consistent with any other instrument or document specifically authorized by the Board of Directors, including Authority Guidelines.

#### ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS

The Corporation may have an Executive Committee and such other committees as determined by the Board. If the Executive Committee is formed, it shall consist of at least three (3) Directors and be comprised of only Directors. The Executive Committee shall have and may exercise, when the Board is not in session and without specific delegation, all of the powers of the Board in the management of the affairs of the Corporation, except action with respect to election of officers or the filling of vacancies on the Board or on committees

Any other committee that does not consist entirely of Directors may be appointed by the President and approved by the Board at its next meeting and shall include at least one Director and include as many non-Director volunteers as the Board desires. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board.

#### ARTICLE V MANAGEMENT

The Corporation is authorized to employ an Executive Director. The duties, responsibilities, and compensation of the Executive Director shall be at the direction of the Board. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board, including the Authority Guidelines and consistent with the Corporation's personnel policies, to appoint and terminate agents and employees of the Corporation, to prescribe their powers, duties, and compensation, and to delegate authority to them. The Executive Director shall receive notice of and attend all meetings of the Board except during those parts of meetings when the subject is the Executive Director or any issue related to the Executive Director's employment. The Executive Director may participate in all discussions but shall have no vote.

#### ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

6.1. Checks, Contracts. The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized on

behalf of the Corporation to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

6.2. Books and Accounts. The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

#### ARTICLE VII INDEMNIFICATION

The Corporation shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall indemnify any employee who is not a Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

#### ARTICLE VIII FISCAL YEAR AND TERM YEAR

The fiscal year of the Corporation is January 1<sup>st</sup> through December 31<sup>st</sup>. The terms of the officers and Directors shall be the calendar year, unless otherwise determined by the Board.

#### ARTICLE IX AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of all of the Directors, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

#### ARTICLE X DISSOLUTION

The Corporation shall be dissolved upon the affirmative vote of two-thirds (2/3) of all Directors of the Corporation. Upon dissolution, the assets shall be distributed in accordance with the Corporation's Articles of Incorporation.

Adopted this 13th day of February 2014.