

INTERGOVERNMENTAL MEETING NOTICE

COMMITTEE/BOARD: Intergovernmental Tourism Collaboration

DATE OF MEETING: October 9, 2015 (Friday)

PLACE OF MEETING: 415 Main St., Onalaska (Police Training Room - Downstairs)

TIME OF MEETING: 12:00 P.M. (noon)

1. Call to Order/Roll Call
2. Approval of minutes from the previous meeting

Consideration and possible action on the following items:

3. Closed Session:

To consider a motion to convene in closed session under Section 19.85(1)(e) of the Wisconsin Statutes for the purpose of deliberating or negotiating the purchasing of public properties, the investing of public funds or conducting other specified public business, whenever competitive or bargaining reasons require a closed session and under Section 19.85(1)(g) of the Wisconsin Statutes for the purpose of conferring with legal counsel for the governmental body who is rendering oral or written advice concerning strategy to be adopted by the body with respect to litigation in which is or is likely to become involved:

- Negotiation of an Intergovernmental Tourism Agreement

If any action is required in Open Session, as the result of the Closed Session, the Committee will reconvene in Open Session to take the necessary action and/or continue on with the printed agenda

Adjournment

PLEASE TAKE FURTHER NOTICE that members of the Common Council of the City of Onalaska who do not serve on the committee may attend this meeting to gather information about a subject over which they have decision making responsibility.

Therefore, further notice is hereby given that the above meeting may constitute a meeting of the Common Council and is hereby noticed as such, even though it is not contemplated that the Common Council will take any formal action at this meeting.

NOTICES MAILED TO:

** Mayor Joe Chilsen	**Mayor Tim Kabat	Heidi Stein
Ald. Jim Binash	**Dave Clements	Audrey Kader
Ald. Jim Olson	*Brent Johnston	Seth Rossrow
Ald. Jim Bialecki	**Amy Gabay, Inter. Tourism Dir.	Paula Bentzen
Ald. Bob Muth	*Chris Roderique	Scott Heinig
Ald. Harvey Bertrand	*Pat Stephens (Vice-Chair)	Chad Hawkins
Ald. Barry Blomquist	*Teri Pinter	Dennis Manthei
City Attorney	*Shawn McAlister	Jeff George
Dept Heads	*Susan Safronoff (Secretary)	Peter Hughes
La Crosse Tribune	*Nancy Proctor	Terry Schaller
Charter Com.	*Steve Plenge	Teresa Schnitzler
Onalaska Holmen Community Life	*Dan Kapanke	Onalaska Public Library
Fox News	*Erik Sjolander - Chair	
WIZM WKTY WLXR WKBH		
WLSU WKBT WXOW		

*Committee Members

**Liaison Representatives

Date Notices Mailed & Posted: 10/06/15

In compliance with the Americans with Disabilities Act of 1990, the City of Onalaska will provide reasonable accommodations to qualified individuals with a disability to ensure equal access to public meetings provided notification is given to the City Clerk within seventy-two (72) hours prior to the public meeting and that the requested accommodation does not create an undue hardship for the City.

BY-LAWS
OF
LA CROSSE COUNTY CONVENTION & VISITORS BUREAU, INC.,
A NON-STOCK CORPORATION
INCORPORATED UNDER THE LAWS OF WISCONSIN

ARTICLE I.

NAME, OFFICES AND PURPOSE

Section 1. The name of the Corporation is La Crosse County Convention and Visitors Bureau, Inc.

Section 2. Principal Office. The principal office of La Crosse County Convention and Visitors Bureau, Inc. (the “Corporation”) shall be the following:

<u>State</u>	<u>County</u>	<u>City</u>
Wisconsin	La Crosse	Onalaska

The Corporation may have such other offices, either within the State of incorporation as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 3. Registered Office. The registered office of the Corporation may be, but need not be, identical with the principal office and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the Corporation shall be identical to such registered office.

Section 4. Purpose. The Corporation shall promote the common business interests, primarily joint tourism promotion and marketing, of the members of La Crosse County Convention and Visitors Bureau, Inc. (Bureau). The Corporation is organized, and shall at all times be operated exclusively for charitable purposes as described in Section 501(c)(6), and as an organization other than a private foundation within the meaning of Section 509(a)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (hereinafter Internal Revenue Code), and the regulations thereunder.

ARTICLE II.

MEMBERS

Section 1. General Power and Number. The Corporation shall have at least two (2) members each (a “Member”). The initial members through their respective tourism and room tax

commissions shall be the City of La Crosse (“La Crosse”), City of Onalaska (“Onalaska”), Village of Holmen (“Holmen”), Village of West Salem (“West Salem”) and Town of Campbell (“Campbell”). Each Member shall have the authority to appoint Directors on the basis set forth in Wis. Stat. 66.0615(1m)(c)(2). Initially, each of La Crosse and Onalaska shall appoint 3 directors and each of Holmen, West Salem and Campbell shall appoint 1 director. For each Member appointing more than one director at least one director shall be associated with the hospitality or tourism industry. Upon appointment of the Directors by the Members, the Member appointed Directors shall then appoint two (2) additional Directors which shall be representatives of the region’s hotel and motel industry.

Section 2. Place of Meeting and Representation. The Members may designate any place, either within or without the State of incorporation as the place of meeting for any annual meeting or for any special meeting called by the Members. Meetings of the Members, including the annual meeting, may be held concurrently with meetings of the Board of Directors.

Section 3. Notice of Meeting. Written notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than forty eight (48) hours nor more than fifty (50) days before the date of the meeting, either personally, electronic mail or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at its last known address.

Section 4. Annual Meeting. The annual meeting of the Members of this Corporation shall be held no later than March 31 of each year at such hour and place as designated by the Board of Directors.

Section 5. Special Meetings. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be held whenever called by the Secretary on the direction of the President or upon written direction of a majority of the Directors then in office, or upon a written direction of a majority of Members.

Section 6. Conduct of Meetings. The President, and in the President’s absence, a Vice President shall call the meeting of the Members to order and shall act as Chair of the meeting, and the Secretary of the Corporation shall act as Secretary of all meetings of the Shareholders, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as Secretary of the meeting.

Section 7. Member Obligations.

a) Room Tax Contribution. Each Member shall annually contribute to the Corporation no less than the Minimum Percentage of the room tax dollars as defined by Wisconsin Stat. §66.0615(1m)(d) collected by such Member on a monthly basis, within 30 consecutive days following the due date for the collection of such room taxes. For the purposes of this Agreement the term “Minimum Percentage” shall mean 2.8% for all years unless changed by unanimous vote of the Members except the term “Minimum Percentage” shall mean 3.3% for each of La Crosse and Onalaska in 2016 and 2017.

Section 8. Member Benefits.

a) The Corporation shall utilize the revenues which it receives from the Members and from any other sources, to deliver tourism promotion and marketing services as determined by the Corporation which are designed to enhance the tourism industry in the greater La Crosse area, based on policies and procedures implemented by the Corporation. Examples of such services shall include, but not be limited to participation with an 800 information telephone number, website development and management, social media development and management, database management, travel planner, print media, fulfillment services, public relations, niche marketing, group tours, tourism, convention and leisure tourism and attractions, visitor services and events and other services typically performed by similar organizations or commissions.

Section 9. Term.

a) Length of Term. The initial term of the Members shall be eight (8) years unless altered by the Unanimous Consent of the Board of Directors and all Members.

b) Renewal of Term. The term of each Member shall renew for an additional one (1) year term at the end of the initial term and each additional term unless a Member provides notice of non-renewal at least three years prior to such term. For example, if a Member desires to end its membership on December 31, 2025 such Member must provide notice of termination on or before December 30th, 2022.

Section 10. Removal. Following a finding by a 2/3 vote of the Board of Directors that a Member failed to reasonably perform its duties pursuant to Section 7 above, such Member may be removed by the non-defaulting Member.

Section 11. Withdrawal. A Member Municipality may withdraw from the Corporation by providing 60 days Notice of Intent to Dissociate, followed by a public hearing and after the notice and holding of a public hearing, upon ninety days written notice of dissociation from the Corporation and such withdrawal shall be effective on December 31st of. A Member Municipality who no longer has any operating hotel or motels subject to room tax under Wisconsin Statute may withdraw upon sixty days written notice, effective on December 31st of the year in which there are no longer any operating facilities that would be subject to the Wisconsin Room Tax Statute within the Member Municipalities corporate boundaries.

ARTICLE III.

BOARD OF DIRECTORS

Section 1. General Powers and Number. The business and affairs of the Corporation shall be managed by its Board of Directors. The number of Directors of the Corporation shall be no more than seventeen (17).

Section 2. Terms and Qualification of Member Directors. Each Member shall annually appoint Directors prior to the Annual Meeting (“Member Directors”). Each Member shall have the exclusive right to remove and appoint its Member Directors. If a Member fails to appoint their

Directors the size of the Board of Directors shall be reduced by the number of Member Director positions unfilled. The Member Directors shall then appoint the two (2) additional Directors (Hospitality Directors”) which shall be representatives of the region’s hotel and motel industry at the Annual Meeting. The first two Hospitality Directors appointed shall have staggering terms, with the first appointment being for one year and the second appointment being for two years, thereafter every appointment of a Hospitality Director shall be for two (2) years. There shall be no limitation on the number of successive terms for either Member Directors or Hospitality Directors.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after the annual meeting of Members, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of Members which precedes it, or such other suitable place as may be announced at such meeting of Members. The Board of Directors may provide, by resolution, the time and place, either within or without the state of incorporation, for the holding of additional regular meetings without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any two (2) Directors. The President or Secretary calling any special meeting of the Board of Directors may fix any place, either within or without the state of incorporation, as the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed, the place of meeting shall be the principal business office of the Corporation in the state of incorporation.

Section 6. Notice. Written notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than forty eight (48) hours nor more than fifty (50) days before the date of the meeting, either personally, electronic mail or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each Director of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at its last known address.

Section 7. Quorum. Except as otherwise provided by law or by the Articles of Incorporation or these By-Laws, at least two (2) Member Directors from each Member shall constitute a quorum of the transaction of business at any meeting of the Board of Directors, but though less than such quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these By-Laws.

Section 9. Organization. The President and in the President’s absence the Vice President and in their absence any Director chosen by the Directors present shall call meetings of the Board of Directors to order and shall act as Chair of such meeting and the Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors but in the absence of the Secretary the President shall appoint a substitute temporary secretary who shall so act, and in their absence, the presiding officer may appoint any Director to act as Secretary of the meeting.

Section 10. Powers Reserved to the Members. The Board of Directors shall not take any of the following actions:

- (a) Remove a Member
- (b) Remove a Member Director
- (c) Borrow funds or enter into contracts for greater than \$100,000.00
- (d) Amend the By-Laws
- (e) Default on any loan or contract
- (f) Dissolve the Corporation (set forth in Article XII Section 1)

Section 11. Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors then in office.

Section 12. Meeting by Means of Electronic Communication. Directors participate in a meeting by means of conference telephone or similar means of communication by which all persons participating in the meeting can simultaneously hear each other. Such participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE IV.

GENERAL OFFICERS

Section 1. Number. The principal officers of the Corporation shall be a President, Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office of Officers.

a) The offices of President, Vice President, Secretary and Treasurer shall be elected for one (1) year terms. The offices shall be elected at each annual meeting of the Board of Directors. If an officer resigns or is removed during a term then the Member Director replacing the departing officer shall be a Member Director from the same organization that the departing Member Director was from. If the election of such officers is not held at the appropriate meeting, then such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until a successor shall have been duly elected or until such officers death, resignation or removal.

b) The CEO/President (Executive Director) shall serve at the pleasure of the Board of Directors.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest 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.

Section 4. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall, when present, preside at all meetings of the Members and of the Board of Directors. The President shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, the President may authorize any Vice President or other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in the President's place and stead. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. CEO/President (Executive Director). The CEO/President (Executive Director) shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The CEO/President (Executive Director) shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as the CEO/President (Executive Director) shall deem necessary, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected by the Board of Directors, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the CEO/President (Executive Director).

Section 7. Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or Assistant Secretary, certificates for shares of the Corporation; and shall perform such other duties and have such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors. The execution of any instrument of the Corporation by any Vice President shall be conclusive evidence, as to third parties, of his authority to action the stead of the President.

Section 8. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly give in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to the Secretary by the President or by the Board of Directors.

Section 9. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation and (b) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 10. Delegation of Duties. The Board of Directors may delegate the duties of any officer to any other officer or person whenever it deems it advisable.

ARTICLE V.

CONTRACTS, LOANS, CHECKS AND DEPOSITS: SPECIAL CORPORATE ACTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specified instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President or one of the Vice Presidents and by the Secretary or the Treasurer, when necessary or required, shall affix the corporate seal thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Section 2. Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

Section 5. Voting of Securities Owned by this Corporation. Subject always to the specific direction of the Board of Directors, (a) any shares or other securities issued by any other corporation and owned or controlled by this Corporation may be voted at any meeting of security holders of such other corporation by the President of this Corporation if he be present, or in his absence by any Vice President of this Corporation who may be present, and (b) whenever, in the judgment of the President, or in his absence, of any Vice President, it is desirable for this Corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this Corporation, such proxy or consent shall be executed in the name of this

Corporation by the President or one of the Vice Presidents of this Corporation, without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this Corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this Corporation the same as such shares or other securities might be voted by this Corporation.

ARTICLE VI.

CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect Corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations

Section 2. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 3. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest, excluding contributions or donations, in any entity with which the Corporation has a transaction or arrangement;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article VI, Section 5, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 4. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 5. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a

conflict of interest exists.

Section 6. Procedures for Addressing the Conflict of Interest.

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 7. Violations of the Conflict of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9. Compensation. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 10. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 11. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 12. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VI, Section 10, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VII.

AMENDMENTS

Section 1. By Members. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Members by unanimous vote of the Members.

Section 2. By Directors. These By-Laws may also be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance but no amendment to the By-Laws so adopted shall be effective unless unanimously approved by the Members.

Section 3. Implied Amendments. Any action taken or authorized by the Members or by the Board of Directors, which would be inconsistent with the By-Laws in effect but is taken or authorized by unanimous vote of the Members and the number of Directors required to amend the By-Laws so that the By-Laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the special action so taken or authorized.

ARTICLE VIII.

FISCAL YEAR

Fiscal Year. The fiscal year of this Corporation shall be as follows:

<u>Date of Commencement</u>	<u>Date of Termination</u>
January 1	December 31

ARTICLE IX.

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, committees having and exercising any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time. The books and records shall be secured at a location designated by the President.

ARTICLE X.

ACCOUNTS

The Board of Directors shall have the accounts of this Corporation reviewed, at least annually by a certified public accountant.

ARTICLE XI.

INDEMNIFICATION

The Corporation shall, to the fullest extent authorized by ch. 181, indemnify any director or 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 directors or officers may otherwise be entitled. The Corporation shall, to the fullest extent authorized by ch. 181, 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 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 ch. 181, indemnify, reimburse, or advance expenses of directors or officers. If required to do so by law, the Corporation shall report the indemnification of or advance of expenses to directors or officers in writing with or before the notice of the next director's meeting.

ARTICLE XII.

NON-DISCRIMINATION

The services and activities of this Corporation shall at all times be conducted on a non-discriminatory basis without regard to race, color, national origin, sex, religious preference or creed, age, marital status, legal source of income, family status, sexual orientation or physical impairment or handicap, except in the case of eligibility for participation in programs restricted by their nature to persons of certain sex, age or physical characteristics.

ARTICLE XIII.

DISSOLUTION

Section 1. In the event of dissolution of the Corporation, the assets shall be, as determined by the Members, distributed to other charitable organizations that share the mission/vision of this Corporation.

Section 2. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the Corporation's liabilities dispose of all of the Corporation's assets exclusively for the purposes of the Corporation in such manner as the Members shall determine, or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Members shall determine.

ARTICLE XIV.

NON-PROFIT AFFIRMATION

Section 1. La Crosse County Convention and Visitors Bureau, Inc. shall meet Federal and State requirements of a 501(c)6 non-profit corporation.

Section 2. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501 (c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.