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DOOR COUNTY TOURISM ZONE COMMISSION

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COMMISSION BYLAWS

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ARTICLE I

PURPOSE AND POWER

The **DOOR COUNTY TOURISM ZONE COMMISSION** (the "Commission") is created as a commission under the provisions of Section 66.0615 of the Wisconsin Statutes, pursuant to which the Legislature of the State of Wisconsin has determined that such commission serves a public purpose by coordinating tourism promotion and development that are significantly used by transient tourists and reasonably likely to generate paid overnight stays at more than one establishment owned by different persons within the tourism zone, by using marketing projects, including advertising media buys, creation and distribution of printed or electronic promotional tourist materials, or efforts to recruit conventions, sporting events, or motor coach groups, transient tourists informational services and tangible municipal developments, including a convention center within Door County, Wisconsin. The jurisdiction of the Commission shall be the area comprised of the boundaries of those municipalities within Door County, Wisconsin who have, through their governmental bodies, agreed to be a participating member of the Commission (the "Tourism Zone"). The Commission is a local governmental unit, corporate and politic, that is separate, distinct and independent from the State of Wisconsin, Door County and all local units of government with jurisdictional boundaries lying within the Tourism Zone. The Commission shall have all powers, authorities; duties and responsibilities set forth in Section 66.0615 of the Wisconsin Statutes and shall be subject to all provisions thereof applicable to tourism zone commissions as provided therein. As a governmental body, the Commission shall comply with all applicable provisions of the Wisconsin Statutes and regulations promulgated thereunder, including without limitation, the provisions of Chapter 19 of the Wisconsin Statutes, as they may relate to the Commission, its commissioners, officers and employees.

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ARTICLE 2

OFFICES

Section 2.1 Offices. The principal office for the Commission shall be located at such place within the Tourism Zone within Door County, Wisconsin, as shall be determined by the Commission.

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ARTICLE 3

MEMBERSHIP

Section 3.1 Establishment.

- (a) Any municipality in the County of Door is eligible to become a member of the Commission.
- (b) Membership on the Commission shall be as prescribed and established under the provisions of Sec. 66.0615(1m), of the Wisconsin Statutes.

Door County Tourism Zone Commission Bylaws

05/28/08

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2 (c) To achieve membership on this Commission the applying municipality must:

- 3
4 1. Adopt and pass the ORDINANCE FOR THE COLLECTION OF TAX ON OVERNIGHT
5 LODGING used by the founding municipalities, including any amendments therewith
6 (Exhibit A).
7
8 2. Adopt the Door County Tourism Zone Commission Agreement, including any amend-
9 ments therewith, in its entirety by signature of the principal elected official in the applying
10 municipality and shall be confirmed by a majority vote of the members of the municipal-
11 ity's governing body who are present when the vote is taken (Exhibit B).
12
13 3. Accept the bylaws and all agreements, contracts, policies and procedures in effect at the
14 time membership is granted.
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16 **Section 3.2 Members.** The Commission shall constitute the membership.
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18 ARTICLE 4

19 COMMISSIONERS

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22 **Section 4.1 General Powers.** The business affairs of the Commission shall be overseen by the commis-
23 sioners.
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25 **Section 4.2 Number of Commissioners.**

- 26 (a) The number of commissioners comprising the Commission shall be as prescribed under the pro-
27 visions of Section 66.0615(1m) (c) 2, of the Wisconsin Statutes.
28
29 (b) The municipal members of the commission shall be appointed by the principal elected official
30 in the member municipality subject to confirmation by majority vote of the members of that
31 municipality's governing body who are present when such vote is taken.
32
33 (c) Two (2) additional ("At Large") members, who represent the hotel and motel industry, shall be
34 appointed to the commission by the chairperson of the commission and shall be confirmed by a
35 majority vote of the commissioners who are present when the vote is taken.
36
37 (d) While membership on the Commission is provided for each municipality in the zone agree-
38 ment, all membership positions need not be filled if a municipality does not see a need. A
39 member municipality that does not appoint a representative shall not count towards the deter-
40 mination of a quorum.
41
42 (e) The Commission by vote of 2/3 of members present at a duly noticed meeting may establish an
43 executive committee. The membership of the executive committee shall include at least one at
44 large member. The powers of the executive committee shall include the authority to approve
45 payments and to take such other actions as is granted by the Commission.
46

47 **Section 4.3 Terms of Office.**

- 48 (a) The terms of office of the municipal commissioners shall be one (1) year commencing in June of
49 each year. Commissioners shall serve at the pleasure of the appointing official and may be re-
50 appointed for an unlimited number of terms.

Door County Tourism Zone Commission Bylaws

05/28/08

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2 (b) The terms of office for the two (2) at large commissioners shall be one (1) year commencing in
3 June of each year. The at large commissioners shall serve at the pleasure of the chairperson of
4 the commission and may be reappointed for an unlimited number of terms.
5

6 **Section 4.4 Vacancies.** Vacancies on the Commission shall be filled by the appointing authority who
7 appointed the person whose office is vacant. A person appointed to fill a vacancy shall serve for the
8 remainder of the unexpired term to which they were appointed.
9

10 **Section 4.5 Compensation.** Commissioners shall receive no salaries for their services, but shall be enti-
11 tled to reimbursement for their actual and necessary expenses incurred in the performance of their du-
12 ties. Reimbursement for mileage shall be at the then current Standard Mileage Rate for Business estab-
13 lished by the Internal Revenue Service.
14

15 **Section 4.6 Confidentiality.**

16 The Commission shall provide by resolution for the confidentiality of information obtained under Sec-
17 tion 66.0615 (2). All Room Tax returns, schedules, exhibits, writings or audit reports relating to such
18 returns, on file with the Commission and the Municipalities are deemed confidential, except the
19 Commission or the Municipalities may divulge their contents to the following, and no others:
20

- 21 (a) The person or his/her legal representative who filed the return;
22
23 (b) Officers, employees or agents of the municipal treasurer and the Commission;
24
25 (c) Other persons for the use in the discharge of duties imposed by law, or in the discharge of the
26 duties of their office (unless otherwise prohibited by law), or by order of a court.
27

28 The Commission may provide for the publishing of statistics classified so as not to disclose the identity
29 of particular returns. The commission shall provide that persons violating the resolution enacted under
30 this subsection may be required to forfeit not less than one hundred dollars (\$100.00) or more than
31 five hundred dollars (\$500.00).
32

33 **ARTICLE 5**

34 **COMMISSION MEETINGS**

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37 **Section 5.1 Meeting Locations.** All meetings of the Commission, annual, regular and special shall be
38 held within the municipalities which comprise the Tourism Zone.
39

40 **Section 5.2 Annual Meeting.** The Annual Meeting of the Commission shall be held on a date during
41 the month of May of each year, at such place and time, as shall be determined by the Chairperson or
42 by resolution of the Commission.
43

44 **Section 5.3 Regular Meetings.** Regular meetings of the Commission shall be held at such dates, times
45 and places as shall be fixed by the Chairperson upon no less than forty eight (48) hours prior notice.
46

47 **Section 5.4 Special Meetings.** Special meetings of the Commission may be called by the Commission
48 Chairperson or by the Vice-Chairperson, in the absence of the Chairperson. Special meetings of the
49 Commission may also be called upon a written request signed by three (3) Commissioners stating the
50 purpose or purposes of such Special Meeting request. The person or persons authorized to call special

Door County Tourism Zone Commission Bylaws

05/28/08

1 meetings of the Commission may fix the date, time and place of such meeting upon no less than 48
2 hours prior notice. If no place of the meeting has been specified the place of the meeting shall be the
3 Commission's principal office in the Tourism Zone.
4

5 **Section 5.5 Electronic Participation in Meetings.** To the extent provided by these Bylaws, the Com-
6 mission, or any committee of the Commission, may, in addition to conducting meetings in which each
7 commissioner participates in person, and notwithstanding any place set forth in the notice of the meet-
8 ing by these Bylaws, conduct any annual, regular or special meeting by the use of any electronic
9 means of communication, provided (1) all participating commissioners may simultaneously hear each
10 other during the meeting, and/or (2) all communication during the meeting is immediately transmitted
11 to each participating commissioner, and each participating commissioner is able to immediately send
12 messages to all other participating commissioners; and (3) all requirements of the Open Meetings Law
13 are met. A commissioner participating in a meeting by any means pursuant to this Section 5.5 shall be
14 deemed to be present in person at the meeting.
15

16 **Section 5.6 Meeting Notice.**

17 (a) Notice of any regular or special meeting shall be given by written notice, delivered personally,
18 by mail, express courier, facsimile transmission or e-mail to each commissioner at his or her
19 business address, facsimile number, e-mail address or at such other address or number as such
20 commissioner shall have designated in writing and filed at the Commission's principal office.
21 Such notice shall normally be given at least three (3) calendar days prior to a regular meeting
22 and, in no case, less than twenty-four (24) hours prior to a meeting. In the case of an emer-
23 gency, notice to commissioners shall be given at least two (2) hours before a meeting.
24

25 (b) Notice of any regular or special meeting shall be given by written notice, delivered personally,
26 by mail, express courier, facsimile transmission or e-mail to each member municipality at its
27 business address, facsimile number, e-mail address or such other address or number as such
28 municipality shall have designated in writing and filed at the Commission's principal office. It
29 shall be the responsibility of said noticed municipality to post the notice as set forth in Chapter
30 19 of the Wisconsin Statutes. Such notice shall normally be given at least three (3) calendar days
31 prior to a regular meeting and, in no case, less than twenty-four (24) hours prior to a meeting. In
32 the case of an emergency, notice to member municipalities shall be given at least two (2) hours
33 before a meeting.
34

35 (c) Public notice of all meetings shall be given if and as required and provided in Chapter 19 of the
36 Wisconsin Statutes. If mailed, such notice shall be deemed to be delivered when deposited in
37 the United States mail so addressed, with postage thereon prepaid. If notice is given by elec-
38 tronic mail, such notice shall be deemed to be delivered when the sender transmits the mes-
39 sage. If notice is given by facsimile transmission, such notice shall be deemed to be delivered
40 when the sender receives in-hand a confirmation sheet indicating that the transmission is com-
41 plete. Whenever any notice is required to be given to any commissioner under the provisions of
42 these Bylaws, or under the provisions of any statute, a waiver thereof, in writing, signed at any
43 time, whether before or after the time of the meeting, by the commissioner entitled to such no-
44 tice, shall be deemed equivalent to the given of such notice. The attendance of a commissioner
45 at a meeting shall constitute a waiver of notice of such meeting, except where a commissioner
46 attends a meeting and objects because the meeting is not lawfully called or convened.
47

48 (d) Consistent with the requirements of Section 19.84 of the Wisconsin Statutes a Commission
49 meeting shall be considered properly noticed, if the notice required above is provided to the
50 Door County Advocate, the Peninsula Pulse and the member municipalities within the required

Door County Tourism Zone Commission Bylaws

05/28/08

1 time periods. The failure of any member municipality to post the meeting notice consistent with
2 its requirements shall not invalidate the Commission's meeting notice and posting.
3

4 **Section 5.7 Agenda Packet.** An agenda and a copy of all materials to be presented or acted upon at a
5 meeting of the commission shall be given in written form, delivered personally, by mail or express
6 courier to each commissioner at his or her business address or at such other address as such commis-
7 sioner shall have designated in writing and filed at the commission's principal office. This agenda
8 packet shall normally be provided at least three (3) calendar days prior to an annual or regular meet-
9 ing; however, supporting documentation of an agenda item that may not have been available at the
10 time the packet was sent out shall be presented at the meeting as if it were included in the packet.
11 Notwithstanding, any other informational material that was not timely received to be included in the
12 agenda packet, which the commissioners have not had ample time to review may be presented at the
13 meeting. This information may be discussed at the meeting at the pleasure of the chairperson but un-
14 der no circumstance shall any action be taken except to table or have it brought forth at a future meet-
15 ing at which time it shall be properly noticed and timely received.
16

17 **Section 5.8 Quorum.** A majority of the number of commissioners then in office shall constitute a quo-
18 rum for the transaction of business at any meeting of the Commission.
19

20 **Section 5.9 Manner of Acting.** Except as otherwise specified by law or these Bylaws, the affirmative
21 vote or approval of a majority of the commissioners present at a meeting at which a quorum is present,
22 shall be the act of the Commission, [or a committee of the Commission in the case of a committee
23 meeting]. The voting on all matters presented for a vote shall be by voice vote, unless a commissioner
24 requests a roll call, or if roll call vote is required by law, in which case the Yeas and Nays shall be en-
25 tered upon the minutes of the meeting. All resolutions or votes of the Commission shall be entered in
26 full in the minutes of the meeting or otherwise reduced to writing.
27

28 **Section 5.10 Presumption of Assent.** A commissioner, who is present at a meeting of the Commission
29 or a committee thereof at which action on any Commission matter is taken, shall be presumed to have
30 assented the action taken unless the commissioner's dissent shall be entered in the minutes of the
31 meeting. The right of dissent or abstention is not available to a commissioner who votes in favor of the
32 action taken.
33

34 **Section 5.11 Conduct of Meetings.** The Chairperson, and in his or her absence the Vice-Chairperson,
35 and in their absence, any commissioner chosen by the commissioners then present, shall call meetings
36 of the Commission to order and shall act as chairperson of the meeting. The Secretary shall act as sec-
37 retary of all meetings of the Commission, but in the absence of the Secretary, the presiding officer may
38 appoint any commissioner or other person to act as secretary of the meeting. Except as otherwise pro-
39 vided or contemplated herein, at the request of the Chairperson, or any two (2) commissioners present,
40 a meeting shall generally be conducted by Robert's Rules of Order as revised from time to time or in
41 an orderly manner as determined by the Chairperson.
42

43 ARTICLE 6

44 REPORTS AND AUDIT

45 **Section 6.1 Reports.** The Commission shall submit the following reports to all member municipalities:
46
47 (a) A monthly report that includes:
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49

Door County Tourism Zone Commission Bylaws

05/28/08

1. A list of all lodging properties in the municipality, the total amount of room tax paid and any properties that are delinquent.
2. A payment to the municipality for thirty percent (30%) of the amount collected.
3. This report and payment should be sent by the twenty-fourth (24th) of the month following the month in which the tax was collected.

(b) A quarterly report that includes:

1. A detailed report of all administrative expenses of the commission for the past quarter.
2. A detailed report from the Tourism Entity itemizing all expenses incurred in the past quarter that have been or should have been paid by the Commission.
3. This report should be delivered within sixty (60) days after the end of the quarter.

(c) The annual report that includes:

1. A summary of the activity of the past year.
2. A list of all room tax collected by each member municipality in the zone for each month of the year.
3. A detailed report of all administrative expenses of the commission for the past year.
4. A detailed report from the Tourism Entity itemizing all expenses incurred in the past year that have been or should have been paid by the Commission.
5. A balance sheet of the commissions finances.
6. An annual report from the Tourism Entity showing:
 - i. A summary of the activity of the past year.
 - ii. A report showing the return on investment, i.e., how well the established goals and objectives for the year have been met.
 - iii. The mutually agreed upon goals and objectives for the new year.
7. These reports should be submitted to all member municipalities and all participating lodging properties no less than ten (10) days before the annual meeting of the Commission but no later than the 15th day of May of the year following the year being audited.
8. An annual meeting of the Door County Tourism Zone Commission including all member municipalities, all members of the Door County Visitor Bureau which are located in the Tourism Zone and all lodging properties participating in the collection of the room tax should take place each year in the month of May, after the annual report has been received and before the new summer tourist season begins. At this meeting, questions, concerns, future goals and objectives will be addressed.

Section 6.2 Annual Audit. An annual audit of the Door County Tourism Zone Commission's financial records shall be conducted by a licensed accounting firm chosen by a majority vote of the commissioners present at the meeting when the vote is taken. This audit shall be conducted as soon as practicable after January 1 and shall be completed and received by the commission no later than the 5th day of May the year after the year being audited.

ARTICLE 7

OFFICERS

Section 7.1 Designation. The principal officers of the Commission shall be a Chairperson, a Vice-Chairperson, a Secretary and/or a Treasurer. The Commission shall select such officers from its mem-

Door County Tourism Zone Commission Bylaws

05/28/08

1 bers. Such other officers and assistant officers as may be deemed necessary by action of the Commis-
2 sion may be elected or appointed by the Commission.

3
4 **Section 7.2 Terms of Office.** The Chairperson, Vice Chairperson, Secretary and/or Treasurer (the
5 "Elected Officers") shall be elected by the commissioners at the June meeting of the Commission or at
6 such other time as determined by the Commission. If the election of such officers shall not be held at
7 such meeting, such election shall be held as soon thereafter as it may be convenient. Each officer shall
8 hold office for a term of one (1) year, commencing on the day of his or her election, or until his or her
9 successor shall have been duly elected and shall have qualified, or until his or her death or resignation
10 or until he or she shall have been removed from office in the manner hereinafter provided.

11
12 **Section 7.3 Removal.** Any officer or agent elected or appointed by the Commission may be removed
13 by the Commission whenever, in its judgment, the Commission's best interests will be served thereby.

14
15 **Section 7.4 Vacancies.** A vacancy in any principal office because of death, resignation, removal, dis-
16 qualification or otherwise, shall be filled by the Commission for the unexpired portion of the term.

17
18 **Section 7.5 Chairperson.** The Chairperson shall be the Commission's principal executive officer and,
19 subject to the control of the Commission, shall, in general, supervise all of the business and affairs of
20 the Commission. The Chairperson shall, when present, preside at all meetings of the Commission. The
21 Chairperson shall have the authority, either alone, with another officer or through his designee, to
22 sign, execute and acknowledge, on behalf of the Commission, all deeds, mortgages, bonds, contracts
23 and other documents or instruments which are necessary or proper in the regular course of the Com-
24 mission's business or which may be authorized by the Commission, except in cases where the signing
25 and execution thereof shall be expressly delegated by the Commission or by the Bylaws to some other
26 officer or agent of the Commission, or shall be required by law to be otherwise signed or executed.
27 The Chairperson shall in general perform all duties incidental to the office of the Chairperson and such
28 other duties as may be prescribed by the Commission from time to time. The Chairperson shall be an
29 ex-officio member of all of the Commission's committees. In the absence of actual knowledge by third
30 parties to the contrary, the execution of an instrument of the Commission by the Chairperson shall be
31 conclusive evidence, as to such third parties, of his or her authority to execute the instrument on be-
32 half of the Tourism Zone.

33
34 **Section 7.6 Vice-Chairperson.** In the absence of the Chairperson, or in the event of the Chairperson's
35 death or inability or refusal to act as directed by the Commission, the Vice-Chairperson shall perform
36 the duties of the Chairperson; and when so acting, shall have all the powers of and be subject to all
37 the restrictions upon the Chairperson. The Vice-Chairperson may sign, with the Secretary, bonds or
38 notes of the Commission and shall perform all other duties as from time to time may be assigned by
39 the Chairperson and/or the Commission. In the absence of actual knowledge by third parties to the
40 contrary, the execution of any instrument of the Commission by the Vice-Chairperson shall be conclu-
41 sive evidence, as to such third parties, of his or her authority to act in the stead of the Chairperson.

42
43 **Section 7.7 Secretary.** The Secretary shall:

- 44 (a) Keep or appoint someone to keep the minutes of the meetings of the Commission in one or
45 more books provided for that purpose.
46
47 (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as re-
48 quired by law.
49

Door County Tourism Zone Commission Bylaws

05/28/08

- 1 (c) Act as the custodian or designate an individual to act as custodian of the Commission's records
2 and see that books, reports, statements, certificates and all other documents and records re-
3 quired by law are properly kept and filed.
4
- 5 (d) Keep a register of the post office address of each Commissioner and each officer, which shall be
6 furnished to the Secretary by each such person.
7
- 8 (e) Sign with the Chairperson and/or Vice-Chairperson, all bonds, notes, agreements, deeds, in-
9 struments, certificates and other documents of the Commission which shall have been author-
10 ized by resolution of the Commission.
11
- 12 (f) In general perform all duties incidental to the office of the Secretary and such other duties as
13 from time to time may be assigned to him or her by the Chairperson and/or the Commission.
14

15 **Section 7.8 Treasurer.** The Treasurer, or his or her designee, shall:

- 16 (a) Have charge and custody of and be responsible for all of the Commission's funds and securities.
17
- 18 (b) Receive and give receipts for money due and payable to the Commission from any source what-
19 soever, and deposit all funds of the Commission in such banks, trust companies or other depository
20 as shall be selected in accordance with the provisions of these Bylaws.
21
- 22 (c) In general perform all of the duties incidental to the office of the Treasurer and such other duties
23 as from time to time may be assigned to him or her by the Chairperson and/or the Commission.
24

25 **Section 7.9 Bonds Required.** As required by the Door County Tourism Zone Commission Agreement
26 and the Commission, the Officers and Administrative employees shall give a bond for the faithful dis-
27 charge of their duties in such sum and with such surety or sureties as the Commission shall determine.
28

29 **Section 7.10 Assistant Secretaries and Assistant Treasurers.** The Commission may authorize one or
30 more Assistant Secretaries and/or Assistant Treasurers from time to time. Any such Assistant Secretary
31 may sign with the Chairperson, or Vice-Chairperson, debt securities of the Tourism Zone, the issuance
32 of which shall have been authorized by a resolution of the Commission. The Assistant Secretaries
33 and/or Treasurers, as required by the Door County Tourism Zone Commission Agreement and the
34 Commission, shall give bonds for the faithful discharge of their duties in such sums and with such
35 sureties as the Commission shall determine. The Assistant Secretaries and Assistant Treasurers, in gen-
36 eral, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respec-
37 tively, or by the Chairperson or the Commission.
38

39 **Section 7.11 Other Personnel.** The Commission may, from time to time, appoint, hire and employ
40 such other personnel as it shall deem necessary to exercise and carry out the powers, duties and func-
41 tions of the Commission. The qualifications, duties and numbers of such personnel shall be consistent
42 with the policies determined by the Commission.
43

44 **Section 7.12 Salaries.** Officers shall receive no salaries for their services, but they shall be entitled to
45 reimbursement for their actual and necessary expenses incurred in the performance of their duties. Re-
46 imbursement for mileage shall be at the then current Standard Mileage Rate for Business established
47 by the Internal Revenue Service.

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ARTICLE 8

CONTRACTS AND FINANCIAL TRANSACTIONS

Section 8.1 Contracts. The Commission may authorize any officer or officers and/or employees, to enter into any contract, or to execute and deliver any instrument in the name of and on behalf of the Commission, and such authorization may be general or confined to specific instances. The Chairperson shall have the authority to enter into any contract or to deliver any instrument in the name and on behalf of the Commission with respect to any approved budgetary item or as may be granted by the Commission for other specific items from time to time.

Section 8.2 Deposits. All funds collected or otherwise received by the Commission not otherwise employed shall be deposited from time to time to the credit and under the name of the Commission in such banks, trust companies, or other depositories as may be selected by or under the authority of the Commission.

Section 8.3 Checks. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Commission, shall be signed by such officer or officers, agent or agents, of the Commission, and in such manner as shall, from time to time, be determined by or under the authority of a resolution of the Commission.

Section 8.4 Loans. No loans shall be contracted on behalf of the Commission and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Commission. Such authorization may be general or confined to specific instances.

Section 8.5 Financial Regulations. The Commission shall have the power and authority to enact such rules and regulations, consistent with the provisions of applicable Wisconsin Statutes, as it may deem necessary concerning the issue, transfer, registration and verification of the Commission’s financial transactions.

ARTICLE 9

INDEMNIFICATION

Section 9.1 Mandatory Indemnification.

- (a) Successful on the Merits. The Commission shall indemnify a commissioner, officer or employee of the Commission to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding, if the commissioner or officer was a party because he or she is or was at the time of the events upon which the proceeding was based, a commissioner or officer of the Commission. A commissioner or officer shall exercise his or her right to indemnification under this Section 9.1 by delivering a written demand for indemnification to the Commission’s Treasurer or the Chairperson if the party seeking indemnification is the Treasurer.
- (b) Good Faith. In all cases not included in Section 9.1(a), the Tourism Zone shall indemnify a commissioner or officer against liability incurred by the commissioner or officer in a proceeding to which the commissioner or officer was a party because he or she is or was, at the time of the events upon which the proceeding was based, a commissioner or officer of the Commission; provided that there is a determination that the commissioner or officer acted in good faith and in

Door County Tourism Zone Commission Bylaws

05/28/08

1 a manner he or she reasonably believed to be in or not opposed to the best interests of the
2 Commission, and provided that such act or omission by the commissioner does not constitute a
3 violation of criminal law, unless a commissioner or officer had reasonable cause to believe that
4 his or her conduct was lawful or had no reasonable cause to believe his or her conduct was
5 unlawful. Whether or not a commissioner shall be entitled to indemnification under this Section
6 9.1(b) shall be determined in accordance with the procedures established in Section 9.2.
7

- 8 (c) No Presumption. The termination of a proceeding by judgment, order, settlement or conviction,
9 or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that
10 indemnification of the commissioner or officer is not required under this subsection.
11

12 **Section 9.2 Determination of Right to Indemnification.** A commissioner or officer seeking indemnifi-
13 cation under Article 9 shall first make a written request to the Commission's Treasurer or the Commis-
14 sion's Chairperson if the person seeking indemnification is the Treasurer, for such indemnification. De-
15 termination of whether indemnification is required shall be made by one of the following means:
16

- 17 (a) By a majority vote of a quorum of the Commission consisting of commissioners who are not at
18 the time parties to the same or related proceedings with respect to which the indemnification
19 claim has been made. If such quorum of disinterested commissioners cannot be obtained, by a
20 majority vote of a committee duly appointed by the Commission and consisting solely of three
21 (3) or more commissioners who are not at the time parties to the same or related proceedings.
22 Commissioners who are parties to the same or related proceedings may participate in the desig-
23 nation of members of the committee.
24
- 25 (b) By independent legal counsel selected by a majority vote of a quorum of the Commission or its
26 committee consisting of commissioners who are not at the time parties to the same or related
27 proceedings; or, if such a quorum cannot be obtained, by a majority vote of the full Commis-
28 sion, including commissioners who are parties to the same or related proceedings.
29
- 30 (c) By a panel of three (3) arbitrators consisting of one (1) arbitrator selected by those commis-
31 sioners entitled under subsection (b) above to select independent legal counsel, one (1) arbitrator se-
32 lected by the commissioner or officer seeking indemnification, and one (1) arbitrator selected by
33 the other two (2) arbitrators.
34
- 35 (d) By a court of competent jurisdiction upon application by the commissioner or officer for an ini-
36 tial determination of entitlement to indemnification or for review by the court of an adverse de-
37 termination. Indemnification shall be ordered if the court determines that the commissioner or
38 officer is entitled to indemnification under Section 9.1 or that the commissioner or officer is
39 fairly and reasonably entitled to indemnification by order of the court, in addition to indemnifi-
40 cation against all other expenses and liability, the commissioner or officer shall be reimbursed
41 for expenses reasonably incurred in pursuing his or her request for indemnification.
42
- 43 (e) The commissioner or officer of the Commission seeking indemnification shall designate in his or
44 her request for indemnification the method of making the indemnification determination.
45

46 **Section 9.3 Advance of Expenses as Incurred.** The Commission may, upon written request by the
47 commissioner or officer, pay for or reimburse the reasonable expenses incurred by a commissioner or
48 officer who is a party to the proceedings, as those expenses are incurred, if the commissioner or officer
49 furnishes the Commission with a written affirmation.
50

Door County Tourism Zone Commission Bylaws

05/28/08

1 **Section 9.4 Insurance.** The Commission shall purchase or provide insurance on behalf of its commis-
2 sioners and officers, or to reimburse itself, against liability asserted or incurred and expenses incurred
3 by the commissioner or officer in connection with a proceeding brought against the commissioner or
4 officer in his or her capacity as commissioner or officer or arising from his or her status as a commis-
5 sioner or officer, regardless of whether the Commission is required or authorized to indemnify the in-
6 dividual against the same liability pursuant to the provisions hereof.

7
8 **Section 9.5 Severability.** To the extent any court of competent jurisdiction shall determine that the in-
9 demnification provided under this Article 9 shall be invalid as applied to a particular claim, issue or
10 matter, the provisions hereof shall be deemed amended to allow and require indemnification to the
11 maximum extent permitted by law.

ARTICLE 10

RATIFICATION AND AMENDMENTS

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16
17 **Section 10.1 Ratification.** Ratification of these Bylaws and any proposed alterations, amendments or
18 deletions to the provisions thereto shall be by two-thirds (2/3) assenting vote of all member municipali-
19 ties.

20
21 **Section 10.2 Action on Proposed Modifications.** The Commission or any member municipality may,
22 from time to time, propose amendments, alterations or revocation of any and all provisions of these
23 Bylaws. These proposed modifications to the Bylaws shall be presented to the Bylaws Committee for
24 review and recommendation. The Bylaws Committee shall review said proposed modifications and
25 present them to the commission at its next regular or special meeting, as an agenda item, with a rec-
26 ommendation and request for action. In no case will the Bylaws Committee have less than thirty (30)
27 days to review any proposed modifications. The Commission shall debate the modifications and the
28 recommendation and upon a two-thirds (2/3) assenting vote authorize the Commission to proceed to
29 the member municipalities for ratification. Under no circumstance shall any action be taken by the
30 Commission or the Municipalities until the Bylaws Committee has had time to review the proposed
31 modifications and make its recommendation and the Commission has cast an assenting vote to pro-
32 ceed.

33
34 **Section 10.3 Implied Amendments.** Any action taken or authorized by the Commission, which would
35 be inconsistent with the Bylaws then in effect but which is taken or authorized by affirmative vote of
36 not less than the number of commissioners required to amend the Bylaws so that the Bylaws would be
37 consistent with such action, shall be given the same effect as though the Bylaws had been temporarily
38 amended or suspended as far, but only as far, as is necessary to permit the specific action so taken or
39 authorized.

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**DOOR COUNTY TOURISM ZONE COMMISSION
COMMISSION BYLAWS**

The Door County Tourism Zone Commission Bylaws dated this 28th day of May, 2008 are hereby

APPROVED

REJECTED

By the Board of the Village/Town of _____

By President/Chairperson _____

Attested by Secretary/Clerk _____

Date _____