



MANITOWISH WATERS VISITORS BUREAU

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BY-LAWS

ARTICLE 1: NAME AND LOCATION

Section 1: NAME

The name of this corporation shall be Manitowish Waters Visitors Bureau, Inc., hereafter referred to as the Bureau.

Section 2: LOCATION

The principal office of the Bureau is located at 5733 Airport Road, Manitowish Waters, Wisconsin, 54545. The Bureau may have other such offices as the Board of Directors may authorize.

Section 3: PURPOSE

The purpose of the Bureau shall be to promote tourism and attract visitors to the Manitowish Waters area as more fully and completely stated in the Articles of Incorporation. These By-Laws specify various matters affecting the operations and governance of the Bureau.

Section 3: FISCAL YEAR

The Bureau's fiscal year shall be October 1 - September 30.

ARTICLE 2: OBJECTIVE

Section 1: OBJECTIVE

It is the mission of the Bureau to lead and coordinate the development, sales, marketing and management of tourism in the Manitowish Waters area and to create positive economic impact, thus enhancing the quality of life for area residents and quality of place for visitors.

ARTICLE 3: PARTNERSHIPS

Section 1: PARTNERSHIPS

Partnership with the Bureau is open to businesses, organizations, individuals, associations, or firms confirmed by the Board of Directors as hereinafter provided:

A. Organizational Partners

- a. Any individual, business, association, firm, or organization in support of, and advocating for, the Bureau's mission are eligible to be an Organizational Partner.
- b. Organizational Partners will pay a partnership fee and have privileges as outlined in Policy 3P.

B. Community Partners

- a. Any individual interested in staying connected to, and in support of, the Bureau's mission is eligible to be a Community Partner.
- b. Community Partners will pay a Partnership Fee and have privileges as outlined in Policy 3P.

C. Partnership Application

- a. Upon written application, any individual or entity who is eligible for partnership under the By-Laws, may be accepted as a Partner by majority vote of the Board of Directors. The Executive Director shall process applications for approval and report monthly to the Board.

Section 2: REQUIREMENTS OF PARTNERSHIP

- A. Partners agree to support the mission and abide by the Bureau By-Laws and Partner Code of Conduct as outlined in Policy 3P.
- B. Partners may be suspended or terminated for nonpayment of fees after notice, conduct in violation of the Bureau's Articles of Incorporation, By-Laws or purpose as determined by the Board of Directors using their good faith judgment, or any other reason included in Policy 3P.
- C. Partners may resign by giving written notice of resignation to the Bureau.

Section 3: TRANSFER OF PARTNERSHIP

- A. When a transfer of ownership occurs in any business, association, firm or organization who is an Organizational Partner during a fiscal year for which dues have been paid, the new owner shall be entitled to continued partnership with the Bureau for the remainder of the fiscal year.

Section 4: PARTNERSHIP RENEWAL

- A. Partnership renewal information for the upcoming fiscal year shall be mailed to current Partners from the Bureau no later than mid-August. Information about inclusion in the annual travel guide may be included with this mailing.

Section 5: PARTNERSHIP FEES

- A. Partners shall pay fees as outlined in Policy 3P.
- B. Annual Partnership fees shall be invoiced in September for the next fiscal year and payable within thirty (30) days.
 - a. Partners who are delinquent in paying their Annual Partnership fees shall forfeit their partnership privileges.
 - b. The Board of Directors may reinstate Partners who fail to pay their Annual Partnership fees on a timely basis but before doing so shall consider any additional costs incurred by the Bureau due to the delinquency and assess an extra charge consistent with said additional costs.
- C. For first time Partnership Applications received after the start of a fiscal year, the Annual Partnership Fee may be prorated.

ARTICLE 4: PARTNERSHIP MEETINGS

Section 1: SPECIAL MEETING

- A. A Special Meeting of the Partners may be called by the President or Board of Directors. The President shall call a Special Meeting of the Partners if ten percent (10%) of the Partners request such a meeting. Only business designated to be conducted in the notice of the Special Meeting may be acted upon.

Section 2: ANNUAL Partners' MEETING

- A. The Annual Partners' Meeting shall be held in October of each year at a time and place determined by the Board of Directors. Partners must be in good standing to vote in the Board Elections. Partners may cast their vote in the Board Elections via absentee ballot provided the ballot is received by the Bureau before the beginning of the Annual Partners Meeting.

Section 3: GENERAL

- A. Notice of any Partnership Meetings shall be sent either through the U.S Postal Service or electronically to each Partner.
- B. A quorum is required for any action to be taken during any Partnership Meeting. Twenty-five percent (25%) of the Partners in good standing shall constitute a quorum. If a quorum is present, passage of any matter properly noticed requires a simple majority of those present and eligible to vote. A quorum is not required to vote in the Board Elections.
- C. All meetings of the Bureau shall be conducted according to the latest edition of Robert's Rules of Order.

ARTICLE 5: BOARD OF DIRECTORS

Section 1: POWERS AND RESPONSIBILITIES

The business affairs of the Bureau shall be managed by the Board of Directors, which shall consist of elected officers and directors as provided herein.

- A. The Board of Directors shall have full power to administer the affairs of the Bureau, except as otherwise provided in the By-Laws or Wisconsin or federal law.
- B. The Board of Directors shall be authorized and empowered to establish such committees and task forces, as it deems necessary or proper to carry out its duties and obligations.
- C. The Board of Directors shall approve and maintain the Bureau's By-Laws and Procedural Policies.
 - a. Procedural Policies will supplement the By-Laws through clarification and implementation of By-Law Policies.
 - b. Procedural Policies may be amended as necessary by an affirmative vote of the Board of Directors.
- D. The Board of Directors shall serve in a voluntary capacity as outlined in the Director Commitment to Serve.

Section 2: NUMBER

- A. The Board of Directors shall consist of not less than five (5) members.

Section 3: TERMS OF OFFICE

- A. Directors are elected for two-year terms. The terms shall be staggered so that approximately half of the Director positions will be filled each year.
- B. Directors are limited to three (3) consecutive terms unless the Board of Directors unanimously votes to waive this limitation for a particular Director.
- C. A Director's term begins in October after the Annual Partners' Meeting and ends in October of the second year.

Section 4: ELECTIONS OF THE BOARD OF DIRECTORS

- A. Prior to the Annual Partners' Meeting, the President shall appoint a Nominating Committee made up of Directors who shall submit a list of qualified candidates for the Board of Directors' available seats.
- B. Directors are elected by the Partners during the Annual Partners' Meeting. Partners may cast their vote in the Board Elections via absentee ballot provided the ballot is received by the Bureau before the beginning of the Annual Partners Meeting. A quorum is not required to vote in the Board Elections.

Section 5: ELECTIONS OF OFFICERS OF THE BOARD OF DIRECTORS

- A. The Bureau's Officers shall be elected to one (1) year terms by the Directors at the first Board of Directors' meeting immediately after the Annual Partners' Meeting.
- B. The Bureau's Officers shall consist of a President, Vice President, Secretary and Treasurer.

Section 6: REMOVAL FROM THE BOARD

- A. A Director may be removed at any time by a majority vote of the Directors as outlined in the Director Commitment to Serve.

Section 7: VACANCIES ON THE BOARD

- A. If a Director vacancy occurs, the President shall appoint a Nominating Committee made up of Board Members who will recommend Partners to fill unexpired terms to the Board of Directors. In the event of death, resignation, retirement, removal or disqualification of a Director, a successor may be appointed to fill the unexpired term by an affirmative vote of the Board of Directors who are present and who constitute a quorum at the meeting. The unexpired term shall be considered a full term for the newly appointed Director.

Section 8: MEETINGS OF DIRECTORS

- A. The Board of Directors shall hold a minimum of five (5) regular meetings per year. An agenda stating topics to be discussed, and the time and place of the meeting shall be posted one week in advance of the meeting on the website and on the outdoor kiosk.
- B. An Emergency Meeting of the Board of Directors may be called by, or at the request of, the President, or the Executive Committee.
 - a. The person or persons calling the Emergency Meeting shall, at least two days (48 hours) before the meeting, give notice thereof by any means of communication.
 - b. Such notice shall specify the purpose of which the meeting is called.

Section 9: QUORUM

- A. A majority of the Directors constitutes a quorum at any Board of Director Meeting.
- B. Except as otherwise provided in these By-Laws, the action of the majority of the Directors present at a meeting at which a quorum is present shall be the action of the entire Board of Directors.

Section 10: PRESUMPTIONS OF ASSENT

- A. A Director who is present at a Board of Directors Meeting, in which action is taken on any Bureau matter, shall be presumed to have assented to the action taken unless a contrary vote is recorded or the dissent is otherwise entered into the minutes of the meeting. The assent is presumed unless a verbal or written dissent to such action is filed with the person acting as secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 11: OFFICERS OF THE BOARD

- A. The Officers of the Board of Directors shall consist of a President, a Vice President, a Secretary, and a Treasurer. All Officers must be Partners in good standing.
- B. The **President** shall be the chief elected officer, and shall preside at all meetings of the Board of Directors. The President shall also perform all duties incident to the office of the President including the establishment and appointment of such committees or task forces deemed necessary and such other duties as may be prescribed by the Board of Directors.
- C. The **Vice President** shall perform all the duties of the President in his or her absence and shall perform other duties as may be assigned by the President or Board of Directors.
- D. The **Secretary** shall have the responsibility of recording the minutes of all meetings, noting and reporting attendance at meetings, and performing other duties as may be assigned by the President or Board of Directors.
- E. The **Treasurer** shall be responsible for the Bureau's financial records and for the receipt, deposit, investment and distribution of all of the Bureau's funds. The Treasurer shall have oversight of the Bureau's financial matters. In addition, the Treasurer shall

have the authority and responsibility to obtain detailed financial information, and present periodic financial reports to the Board of Directors, and shall perform other duties normally associated with the office and as may be assigned by the President or Board of Directors.

- F. In addition to the above-named officers, the Bureau shall name an Executive Director. The Executive Director shall be an executive officer with the responsibility for the administration and operation of the Bureau in accordance with directions and policies established by the Board of Directors and as provided in these By-Laws.
- G. Other Officers may be designated as deemed appropriate by the Board of Directors.
- H. Further duties of officers may be included in the Board's Commitment to Serve.

Section 12: EXECUTIVE COMMITTEE

- A. An Executive Committee shall be authorized to act for and on behalf of the Board of Directors as outlined in Policy 12P.
- B. The Executive Committee consists of the Officers (President, Vice President, Secretary, and Treasurer).
- C. The Executive Director is a non-voting member of the Executive Committee.
- D. The Executive Committee shall update the Board of Directors at each of its regular meetings, summarizing any actions taken by the Executive Committee between Board meetings.

ARTICLE 6: ADMINISTRATION

Section 1: EXECUTIVE DIRECTOR

- A. The Executive Director shall be the Bureau's Chief Executive Officer, responsible for implementing the directions and policies of the Board of Directors, while performing the following duties:
 - a. General management of the Bureau's operations as identified in Policy 1.1P
 - b. Hiring, termination and supervision of all Bureau employees.
 - c. Supervision and maintenance of the Bureau's financial, partnership and corporate records consistent with its By-Laws or as may be prescribed by the Board of Directors.
 - d. Preparation and presentation of periodic financial reports, budgets and annual reports in concurrence with the responsibilities of the Treasurer and as may be required by the Board of Directors of the Bureau or as may be required by law.
 - e. Fulfillment of other executive management responsibilities as may be assigned by the Board of Directors and which are not contrary to the Bureau's Articles of Incorporation or By-Laws.
 - f. Authorizing, monitoring and implementing written contracts with outside agencies, including independent contractors, consultants and advisors.
 - g. Serve as a non-voting member of the Board of Directors and all committees.

Section 2: GENERAL RECORDS

- A. All records of finances, meeting minutes, reports, correspondence and general files necessary for orderly and proper conduct by the Bureau's business and in compliance with the law, shall be maintained in the Bureau's office.
- B. All checks drawn on the Bureau's bank accounts shall be signed by two authorized signers. Authorized signers shall be members of the Executive Committee and the Executive Director.

ARTICLE 7: AMENDMENTS

Section 1: BY-LAWS

The By-Laws may be amended at a regular or special meeting of the Board of Directors by two-thirds ($\frac{2}{3}$) vote of the voting Board of Directors present. All By-Law amendments require confirmation or approval from a majority vote of the Partners as outlined in Article 4.3. No

such amendment shall be adopted unless at least ten (10) days written notice thereof has previously been given to all Partners.

Section 2: PROCEDURAL POLICIES

Procedural Policies may be approved or amended by a majority vote of the Board of Directors and do not require Partner approval.

ARTICLE 8: DISSOLUTION

Section 1: DISSOLUTION

Upon dissolution of the Bureau, the Board of Directors shall, after paying or making provisions for the payment of all the Bureau's liabilities, dispose of all of the Bureau's assets exclusively for the purposes of the organization in such manner as the Board of Directors shall determine, or to such organization(s) operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under 501 (C) (3) of the Internal Revenue Code of the 1986 (or the corresponding provision of any future) United States Internal Law, as the Board of Directors shall determine.