

FOX CITIES AREA ROOM TAX COMMISSION
BYLAWS

ARTICLE I. NAME AND PURPOSE

Section 1.01 The FOX CITIES AREA ROOM TAX COMMISSION (the “Commission”) has been created as a Commission under the provisions of Section 66.0615 of the Wisconsin Statutes (“Room Tax Act”), formed to coordinate tourism promotion and tourism development using tax revenues generated from the imposition of room taxes in the Fox Cities Tourism Zone (as hereinafter defined) pursuant to the Room Tax Act. The jurisdiction of the Commission shall be the area comprised of the CITY OF APPLETON, WISCONSIN, a Wisconsin Municipal corporation and political subdivision (“Appleton”), the CITY OF KAUKAUNA, WISCONSIN, a Wisconsin Municipal corporation and political subdivision (“Kaukauna”), the CITY OF NEENAH, WISCONSIN, a Wisconsin Municipal corporation and political subdivision (“City of Neenah”), the VILLAGE OF KIMBERLY, WISCONSIN, a Wisconsin Municipal corporation and political subdivision (“Kimberly”), the VILLAGE OF LITTLE CHUTE, WISCONSIN, a Wisconsin Municipal corporation and political subdivision (“Little Chute”), the TOWN OF GRAND CHUTE, WISCONSIN, a Wisconsin Municipal corporation and political subdivision (“Grand Chute”), the TOWN OF NEENAH, WISCONSIN, a Wisconsin Municipal corporation and political subdivision (“Town of Neenah”), the VILLAGE OF FOX CROSSING, WISCONSIN, a Wisconsin Municipal corporation and political subdivision (“Village of Fox Crossing”), the CITY OF MENASHA, WISCONSIN, a Wisconsin Municipal corporation and political subdivision (“City of Menasha”), and the VILLAGE OF SHERWOOD, WISCONSIN, a Wisconsin Municipal corporation and political subdivision (“Sherwood”), collectively, the “Municipalities”. The area comprising the Municipalities is deemed to be the “Fox Cities Tourism Zone.” The Municipalities have determined by written agreement that they are deemed to be one destination as perceived by the traveling public.

Section 1.02 The Commission is a quasi-Municipal body, corporate and politic, that is separate, distinct and independent from the State of Wisconsin and all local units of government. Its jurisdictional boundaries lie within the Fox Cities 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 applicable to Commissions as provided therein. As a quasi-governmental body, the Commission shall comply with all applicable provisions of the Wisconsin Statutes and regulations promulgated thereunder as well as these Fox Cities Area Room Tax Commission Bylaws (“Bylaws”).

ARTICLE II. OFFICE

Section 2.01 The principal office for the Commission shall initially be at the Fox Cities Convention and Visitors Bureau (hereinafter “CVB”) Office located at 3433 W. College Ave, Appleton, WI 54914, which is generally the location where Commission meetings shall be held. However, the Commission may locate the principal office within the Fox Cities Tourism Zone and hold meetings within the Fox Cities Tourism Zone as determined by the Commission from time to time.

ARTICLE III. MEMBERSHIP

Section 3.01 Membership on the Commission shall be as prescribed and established under the provisions of Sec. 66.0615(1m)(c)(2) of the Wisconsin Statutes, as amended from time to time.

Section 3.02 The room tax collection totals for the previous year will be determined by the March Commission meeting and these figures will be used to determine membership numbers for the next year. All Commission appointments must be finalized by or at the June Commission Meeting.

Section 3.03 A non-member municipality is eligible to become a member of the Commission, provided that the Municipalities agree in writing that the non-member municipality and the Municipalities are deemed to be one destination as perceived by the traveling public, and it (i) adopts an ordinance to impose a Room Tax consistent with the then-current requirements of this Commission and the Room Tax Act, (ii) becomes a party to all instruments relating to the imposition of Room Tax to which Municipalities in the Fox Cities Tourism Zone are a party, including but not limited to these Bylaws; and (iii) becomes a party to any other instrument as deemed necessary and proper by the Commission.

Section 3.04 Member municipalities must each pass a resolution adopting these Bylaws. The Commission shall keep on file a copy of each municipal resolution.

ARTICLE IV. COMMISSIONERS

Section 4.01 The business affairs of the Commission shall be overseen by the Officers of this Commission.

Section 4.02 The number of Commissioners comprising the Commission shall be as prescribed under the provisions of Section 66.0615(1m)(c)(2), of the Wisconsin Statutes, as amended from time to time and according to Article III Sec. 3.02 of these Bylaws.

Section 4.03 The terms of office of each Commissioner shall be one (1) year, commencing in June of each year, and shall be appointed by the principal elected official in the municipality making the appointment(s), and the appointment(s) shall be confirmed by a majority vote of the members of the municipality's governing body who are present when the vote is taken in accordance with Section 66.0615(1m)(c)(3). In the event that the beginning month of the office is changed, the Commission may extend the term of sitting members until the new term begins, however such extension shall not extend for more than six months. Commissioners may be reappointed for an unlimited number of terms.

Section 4.04 Vacancies on the Commission shall be filled by the appointing authority who appointed the person whose seat is vacant. A person appointed to fill a vacancy shall serve for the remainder of the unexpired term to which they were appointed.

Section 4.05 Commissioners shall receive no salaries for their services, but may receive reimbursement for their actual and necessary expenses incurred in the performance of their duties, as approved by the Commission.

Section 4.06 The Commission shall provide by resolution that in the event the Commission obtains information from the Municipalities or any other third party provider under subsection (a) below, which information was obtained by the Municipalities under Section 66.0615(2), such information shall remain confidential. All Room Tax returns, schedules, exhibits, writings or audit reports relating to such returns, on file with the Commission and the Municipalities are deemed confidential, except that the Commission or the Municipalities may divulge their contents to the following:

- (a) Persons for the use in the discharge of duties imposed by law, or in the discharge of the duties of their office (unless otherwise prohibited by law), or by order of a court. The Commission may provide for the publishing of statistics classified so as not to disclose the identity of particular returns.

The Commission shall provide that persons violating the resolution enacted under this subsection may be required to forfeit not less than one hundred dollars (\$100.00) or more than five hundred dollars (\$500.00). Revenue from fines will become part of the Commission's Discretionary Funds. The Commission may use all lawful and reasonable means to collect amounts owed.

ARTICLE V. MEETINGS

Section 5.01 All annual, regular, and special meetings of the Commission shall be held at the general meeting location of the Commission unless otherwise provided.

Section 5.02 The Annual Meeting of the Commission shall be held on a date during the month of June of each year, at such time as shall be determined by the Chairperson or through provisions stated in these Bylaws.

Section 5.03 Regular meetings of the Commission shall be held quarterly in the months of June, September, December, and March at such times as shall be fixed by the Chairperson upon no less than forty-eight (48) hours prior notice.

Section 5.04 Special meetings of the Commission may be called by the Commission Chairperson or by the Vice-Chairperson, in the absence of the Chairperson. Special meetings of the Commission may also be called upon a written request signed by five (5) Commissioners stating the purpose or purposes of such Special Meeting request. The person or persons authorized to call special meetings of the Commission may fix the date and time of such meeting upon no less than forty-eight (48) hours prior notice.

Section 5.05 To the extent provided by these Bylaws, the Commission, or any committee of the Commission, may, in addition to conducting meetings in which each Commissioner

participates in person, and notwithstanding any place set forth in the notice of the meeting by these Bylaws, conduct any annual, regular or special meeting by the use of any electronic means of communication, provided (1) all participating Commissioners may simultaneously hear each other during the meeting and (2) all requirements of the Open Meetings Law are met. A Commissioner participating in a meeting by any means pursuant to this Section 5.05 shall be deemed to be present in person at the meeting.

Section 5.06 Notice of any regular or special meeting shall be provided to the public in accordance with Section 19.84 of the Wisconsin Open Meetings Law and given by written notice, delivered personally, by mail, facsimile transmission or e-mail to each Commissioner at his or her business address, facsimile number, e-mail address or at such other address or number as such Commissioner shall have designated in writing and filed at the Commission's principal office. Such notice shall normally be given at least three (3) calendar days prior to a regular meeting and, in no case, less than forty-eight (48) hours prior to a meeting. In the case of an emergency, notice to Commissioners shall be given at least two (2) hours before a meeting.

- (a) If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when the sender transmits the message. If notice is given by facsimile transmission, such notice shall be deemed to be delivered when the sender receives in-hand a confirmation sheet indicating that the transmission is complete.
- (b) Whenever any notice is required to be given to any Commissioner under the provisions of these Bylaws, or under the provisions of any statute, a waiver thereof, in writing, signed at any time, whether before or after the time of the meeting, by the Commissioner entitled to such notice, shall be deemed equivalent to the given of such notice. The attendance of a Commissioner at a meeting shall constitute a waiver of notice of such meeting, except where a Commissioner attends a meeting and objects because the meeting is not lawfully called or convened.

Section 5.07 A majority of the number of Commissioners then in office shall constitute a quorum for the transaction of business at any meeting of the Commission.

Section 5.08 Except as otherwise specified by law or these Bylaws, the affirmative vote or approval of a majority of the Commissioners present at a meeting at which a quorum is present, shall be the act of the Commission, or a committee of the Commission in the case of a committee meeting. However, a supermajority vote of two-thirds (2/3) of Commissioners present at a meeting is required to amend these Bylaws. The voting on all matters presented for a vote shall be by voice vote, unless a Commissioner requests a roll call, or if roll call vote is required by law, in which case the Yeas and Nays shall be entered upon the minutes of the meeting. All resolutions or votes of the Commission shall be entered in full in the minutes of the meeting or otherwise reduced to writing.

Section 5.09 Meetings of the Commission shall generally be conducted by Robert's Rules of Order as revised from time to time.

ARTICLE VI. REPORTS, AUDITS, AND FINANCES

Section 6.01 It is recognized that the Fox Cities Convention and Visitors Bureau will be providing the labor behind the tasks spelled out in this section gratuitously but it is not the intent of the Commission to be a significant burden on the CVB. This effort by the CVB is welcomed and appreciated by the Commission, which will make its best efforts to keep requests of CVB staff minimal.

Section 6.02 The CVB will submit the following reports to the Commission:

- (a) A quarterly report that includes a detailed report of all administrative expenses, if any, of the Commission for the past quarter and a detailed report itemizing all expenses incurred in the past quarter that have been or should have been paid by the Commission. At the discretion of the CVB, the aforementioned reports may be combined into one report. This report should be delivered within sixty (60) days after the end of the quarter.
- (b) An annual report summarizing the activities of the Commission for the prior year and the purposes for which the room tax revenues were spent, as well as a balance sheet and income statement. This report should be delivered within one hundred and eighty (180) days after the end of the calendar year, but in no event less than ten (10) days prior to the Annual Meeting of the Commission as required by Section 5.02.
- (c) Any and all reports submitted to the Commission by the CVB under subsections (a) and (b) above shall be shared with each of the Municipalities so as to comply with the Commissions reporting requirements under Section 66.0615(1m)(d)(4).

Section 6.03 It is anticipated that the Commission funds shall be audited by and through the annual audit of the CVB. Such audit shall be conducted by a reputable and licensed accounting firm with an audit letter issued by a certified public accountant. In the event that an audit is not accomplished by the CVB or the Commission desires to conduct an audit independent of the CVB, the Commission may authorize such an audit upon the affirmative vote of the Commission. This audit shall be conducted as soon as practicable after January 1 and shall be completed and received by the Commission no later than ten (10) days prior to the Annual Meeting of the Commission.

Section 6.04 It is recognized and agreed that each of the Municipalities shall be solely responsible for fulfilling and complying with its own reporting requirements under Section 66.0615(4).

Section 6.05 Room tax revenue is currently designated for various purposes (“Nondiscretionary Funds”). The three percent (3%) designated for the exhibition center remains under the control of the Commission for dispersal to the City of Appleton for Commission approved expenditures in furtherance of construction of the exhibition center in accordance with approved municipal agreements. For the purpose of this section, expenditures shall also include payments for debt service obligations arising out of the exhibition center’s construction including, but not limited to, loan payments, bond payments and the like. These exhibition center funds will be kept separate and distinct from all other funds and are subject to annual audits.

Section 6.06 Member municipalities are requested to contribute annually by June 1st an amount equal to three hundred dollars (\$300) for each seat on the Commission that is appointed by a municipality for the support of the Commission and conducting of Commission business (“Discretionary Funds”). The Discretionary Funds will be kept separate and distinct from room tax revenues, will be subject to annual audits, and expenditures will only be made upon proper approval of the Commission. The Discretionary Funds will be allowed to accumulate until a twenty thousand dollar (\$20,000) savings is reached, at which time the municipal annual contributions will be suspended until the Discretionary Funds are below fifteen thousand dollars (\$15,000).

Section 6.07 The Commission may approve expenditures of Nondiscretionary Funds for designated and approved purposes and approval of Discretionary Funds for the conduct of Commission business. Upon approval of any expenditure, a payment will be issued to the recipient and approved/signed by the executive director of the CVB and the Commission Chairperson, or Vice-Chairperson in the absence of the Chairperson.

ARTICLE VII. OFFICERS

Section 7.01 The principal officers of the Commission shall be a Chairperson, a Vice-Chairperson, and Secretary/Treasurer. The Commission shall select such officers from its members. Such other officers and assistant officers as may be deemed necessary by action of the Commission may be elected or appointed by the Commission.

Section 7.02 The Chairperson, Vice Chairperson, and Secretary/Treasurer (the “Elected Officers”) shall be elected by the Commissioners at the June meeting of the Commission or at such other time as determined by the Commission. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as it may be convenient. Each officer shall hold office for a term of one (1) year, commencing on the day of his or her election, or until his or her successor shall have been duly elected and shall have qualified, or until his or her death or resignation or until he or she shall have been removed from office in the manner hereinafter provided.

Section 7.03 Any officer or agent elected or appointed by the Commission may be removed by the Commission whenever, in its judgment, the Commission’s best interests will be served thereby. Such removal shall be accomplished by having such matter appear on the agenda of the meeting provided with the notice and such vote occurring according to Roberts Rules of Order by a majority of the members in attendance, provided a quorum has been satisfied.

Section 7.04 A vacancy in any Elected Office will be filled by the Commission for the unexpired portion of the term.

Section 7.05 The Chairperson shall be the Commission’s principal executive officer and, subject to the control of the Commission, shall, in general, supervise all of the business and affairs of the Commission. The Chairperson shall, when present, preside at all meetings of the

Commission. The Chairperson shall have the authority, either alone, with another officer or through his designee, to sign, execute and acknowledge, on behalf of the Commission, all deeds, mortgages, bonds, contracts and other documents or instruments which are necessary or proper in the regular course of the Commission's business or which may be authorized by the Commission, except in cases where the signing and execution thereof shall be expressly delegated by the Commission or by the Bylaws to some other officer or agent of the Commission, or shall be required by law to be otherwise signed or executed. The Chairperson shall in general perform all duties incidental to the office of the Chairperson and such other duties as may be prescribed by the Commission from time to time. The Chairperson shall be an ex-officio member of all of the Commission's committees. In the absence of actual knowledge by third parties to the contrary, the execution of an instrument of the Commission by the Chairperson shall be conclusive evidence, as to such third parties, of his or her authority to execute the instrument on behalf of the Tourism Zone.

Section 7.06 In the absence of the Chairperson, or in the event of the Chairperson's death or inability or refusal to act as directed by the Commission, the Vice-Chairperson shall perform the duties of the Chairperson; and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson may sign, with the Secretary/Treasurer, bonds or notes of the Commission and shall perform all other duties as from time to time may be assigned by the Chairperson and/or the Commission. In the absence of actual knowledge by third parties to the contrary, the execution of any instrument of the Commission by the Vice-Chairperson shall be conclusive evidence, as to such third parties, of his or her authority to act in the stead of the Chairperson.

Section 7.07 The Secretary/Treasurer shall:

- (a) Keep or appoint someone to keep the minutes of the meetings of the Commission in one or more books provided for that purpose.
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (c) Act as the custodian or designate an individual to act as custodian of the Commission's records and see that books, reports, statements, certificates and all other documents and records required by law are properly kept and filed.
- (d) Keep a register of the post office address of each Commissioner and each officer, which shall be furnished to the Secretary/Treasurer by each such person.
- (e) Sign with the Chairperson and/or Vice-Chairperson, all bonds, notes, agreements, deeds, instruments, certificates and other documents of the Commission which shall have been authorized by resolution of the Commission.
- (f) Oversee and report on expenditures, balance sheets, and income statements.

- (g) In general perform all duties incidental to the office of the Secretary/Treasurer and such other duties as from time to time may be assigned to him or her by the Chairperson and/or the Commission.

Section 7.08 The Commission may, from time to time, appoint, hire and employ such other personnel as it shall deem necessary to exercise and carry out the powers, duties and functions of the Commission. The qualifications, duties and numbers of such personnel shall be consistent with the policies determined by the Commission.

Section 7.09 Officers shall receive no salaries for their services, nor shall they be entitled to reimbursement for their actual and necessary expenses incurred in the performance of their duties, unless approved by the Commission.

ARTICLE VIII. CONTRACTS AND FINANCIAL TRANSACTIONS

Section 8.01 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 8.02 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 8.03 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 IX. INDEMNIFICATION

Section 9.01 The Commission shall not indemnify any Commissioner, officer or employee of the Commission for any actions taken or expenses incurred in any proceeding, including those in which the Commissioner, officer or employee was a party to such action because he or she is or was at the time of the events upon which proceeding was based, a Commissioner, officer or employee of the Commission.

Section 9.02 Each Commissioner, officer and employee of the Commission shall be responsible for obtaining their own liability coverage or making arrangements to extend their employer's liability coverage, to cover the Commissioner, officer or employee's activities on or in connection with the Commission.

ARTICLE X. ROOM TAX COLLECTION

Section 10.01 It will be each member municipality's responsibility to collect room taxes in accordance with established state and local laws. As stated in the Inter-Governmental Agreement, member municipalities must pay to the designated entity all room taxes collected.

Section 10.02 The Commission shall monitor the collection of room taxes from each of the Municipalities.

Section 10.03 Each of the Municipalities in the Fox Cities Tourism Zone shall levy the same percentage of room tax in accordance with Section 66.0615(1m)(b)(2); and, if the Municipalities cannot agree on the percentage of room tax to be imposed in the Fox Cities Tourism Zone, the percentage of room tax shall be set by the Commission, as prescribed in Section 5.07 and 5.08 of these Bylaws.

Section 10.04 In the event there are delinquencies in the amount of room tax revenue collected by a member municipality, or in the event there are inaccuracies in a member municipality's reporting of room tax revenue, the Commission shall report the same to the municipality that is due the tax in accordance with Section 66.0615(1m)(c)(5).

Section 10.05 Member municipalities must use all reasonable and lawful measures to collect room taxes and do so within a reasonable amount of time. Reasonable and lawful measures and reasonable amounts of time may include but are not limited to the following:

- (a) Phone calls and letters for Establishments less than thirty (30) days late.
- (b) Phone calls and letters related to rescinding the license for Establishments between thirty (30) and sixty (60) days late.
- (c) Rescinding license for Establishments between sixty (60) and ninety (90) days late.
- (d) Legal action to collect room taxes for Establishments between ninety (90) and one hundred twenty (120) days late

Section 10.06 As determined by the Commission, municipalities not paying collected room taxes to the designated entity or municipalities not using all reasonable and lawful measures to collect room taxes or not doing so in a reasonable amount of time, taking into account the circumstances of each instance, will be fined one-half percent (0.5%) of the room tax owed (once determined) but in any case not less than twenty five dollars (\$25) per calendar day the room tax owed is late. This fine will be invoiced monthly to the member municipality with late room tax collections and will include a one and one-half percent (1.5%) monthly interest charge on late invoice payments. In the event the actual amount of money owed is unknown or in dispute, an estimated amount will be invoiced and a settlement of differences will occur after actual amounts are determined. Revenue from fines will become part of the Commission's Discretionary Funds. The Commission may use all reasonable and lawful means to collect amounts owed.

Section 10.07 Costs incurred for all collection efforts made by or on behalf of the Commission, against a member municipality, will be reimbursed to the Commission by the member municipality against which collection efforts were taken within forty five (45) days of billing date by the Commission.