

## NOTICE OF MEETING

### EXECUTIVE COMMITTEE

**January 28, 2020 3:30 P.M.**

Administration Building – Room 306  
508 New York Ave  
Sheboygan WI 53081

### AGENDA

Call to Order

Certification of Compliance with Open Meeting Law

Approval of Minutes – January 6, 2020 Executive Committee Meeting

Public Input and Comments on Agenda Items/Non-Agenda Items

Referrals from County Board:

Consideration of Resolution No. 20 - Carryover of Unexpended 2019 Appropriations to 2020

Consideration of Resolution No. 21 - Authorizing Indefeasible Right of Use Agreement for Use of "Ring of Fiber" Infrastructure

Discussion on Amendments to Chapter 2: Rules of Order to Govern the Sheboygan County Board of Supervisors

Consideration of Ordinance No. \_\_ - Creating Chapter 8 – Establishing Sheboygan County Industrial Development and Revolving Loan Agency

Consideration of Articles of Incorporation of Sheboygan County Industrial Development and Revolving Loan Agency, Inc.

Consideration of Bylaws of Sheboygan County Industrial Development and Revolving Loan Agency, Inc.

County Administrator's Report

Approval of Attendance at Other Meetings or Functions

Review and Approve Vouchers

Next Meeting Date: To Be Determined

Closed Session

*Consideration of Annual Performance Evaluation for County Administrator - Contemplated Closed Session: It is contemplated that a motion will be made to consider the above agenda items in closed session pursuant to Wis. Stat. §19.85(1)(c) which states that a closed session may be held for the following purpose: Considering employment, promotion, compensation or performance evaluation data of any public employee over which the governmental body has jurisdiction or exercise*

*responsibility. The Committee will reconvene in OPEN SESSION immediately after the closed session is concluded to vote on matters discussed in closed session requiring decisions if any action is deemed necessary and to conclude work on any other items listed in this meeting.*

Open Session

Chairman's Report

Adjournment

Prepared by:

Alayne Bosman, Recording Secretary

Tom Wegner, Committee Chairperson

NOTE: Members of the public are invited to offer comments on topics that may or may not appear on the Agenda, and Committee members may discuss such matters, but no action may be taken by the Committee on non-Agenda topics. Individual speakers may be limited to no more than five minutes.

A majority of the members of the County Board of Supervisors or of any of its committees may be present at this meeting to listen, observe and participate. If a majority of any such body is present, their presence constitutes a "meeting" under the Open Meeting Law as interpreted in State ex rel. Badke v. Greendale Village Board, 173 Wis. 2d 553 (1993), even though the visiting body will take no action at this meeting.

If listed as an agenda item, the "Administrator's Report" is a summary of key activities for the previous month and planned for upcoming months including performance evaluations, liaison committee issues and County Board issues. No action will be taken by the Executive committee resulting from the report unless it is a specific item on the agenda.

Persons with disabilities needing assistance to attend or participate are asked to notify the County Board Chairman/County Administrator's Office at 920-459-3103 prior to the meeting so that accommodations may be arranged.

## SHEBOYGAN COUNTY EXECUTIVE COMMITTEE MINUTES

Administration Building  
508 New York Ave  
Sheboygan, WI 53081

**January 6, 2020**

**Called to Order: 3:30 P.M.**

**Adjourned: 4:23 P.M.**

MEMBERS PRESENT: Tom Wegner, Vern Koch, William Goehring, Robert Ziegelbauer

MEMBERS ABSENT: Ed Procek

ALSO PRESENT: Adam Payne, Alayne Bosman, Greg Schnell, and Crystal Fieber

Chairman Wegner called the meeting to order. Alayne Bosman verified that the amended meeting notice was posted on January 2, 2020 at 1:00 P.M. in compliance with the open meeting law.

Supervisor Ziegelbauer made a motion to approve the minutes of the November 25, 2019 Executive Committee meeting. Motion seconded by Supervisor Goehring. Motion carried unanimously.

The Committee discussed Ordinance No. 9 - Reducing Airport Advisory Committee Membership. Greg Schnell gave an overview of the Ordinance. Supervisor Goehring made a motion to recommend the ordinance be enacted. Motion seconded by Supervisor Koch. Motion carried unanimously.

County Administrator Adam Payne gave an update on the Health & Human Services 2019 budget, the Human Resources Director open position, the request for proposals for health benefits, distributed a draft of the State of the County, the status of annual performance evaluations for Department Heads, upcoming Rocky Knoll food service provider changes, the State approval process for child care at Rocky Knoll, the new Campus Executive Officer at UW-Green Bay – Sheboygan Campus, the operational review of the Treasurer's Department, and an upcoming heads of local government meeting.

Supervisor Koch made a motion to approve Supervisor Ziegelbauer's attendance at the next Finance Committee meeting. Motion seconded by Supervisor Goehring. Motion carried unanimously.

Vouchers were reviewed. Supervisor Koch made a motion to approve the vouchers. Motion seconded by Supervisor Ziegelbauer. Motion carried unanimously.

The next Executive Committee meeting will be Tuesday, January 28 at 3:30pm.

Supervisor Goehring made a motion to adjourn. Motion seconded by Supervisor Ziegelbauer. Motion carried unanimously.

William Goehring, Secretary

Alayne Bosman, Recording Secretary

1 SHEBOYGAN COUNTY RESOLUTION NO. 20 (2019/20)

2  
3 Re: Carryover of Unexpended 2019 Appropriations to 2020

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6 WHEREAS, the 2019 County Budget included appropriations for certain items which  
7 were expected to be completed in 2019 but for a variety of reasons were not, and

8  
9 WHEREAS, the Finance Committee has asked each Department having a surplus and  
10 with unexpended 2019 appropriations supported by levy to justify carryover of the appropriation  
11 to 2020, and the Committee has carefully reviewed each such request and recommends that  
12 the items on the attached list be carried over to and authorized for expenditure in 2020, in the  
13 total amount of \$1,198,217.00; and


14  
15 WHEREAS, while the exact amount of the carryover cannot be determined until the  
16 books for 2019 have been closed, the amount requested for carryover will be adjusted to actual  
17 available balances,


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19 NOW, THEREFORE, BE IT RESOLVED that the aforementioned expenditures be and  
20 hereby are approved for carryover to and expenditure in 2020.

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23 Respectfully submitted this 21st day of January, 2020.


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26 FINANCE COMMITTEE

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30 William C. Goehring, Chairperson

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32   
33 \_\_\_\_\_  
34 Roger L. TeStroete, Vice-Chairperson

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36   
37 \_\_\_\_\_  
38 Vernon C. Koch, Secretary

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41 \_\_\_\_\_  
42 Keith Abler, Supervisor

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46 Gerald Jorgensen, Supervisor

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49 Opposed to Introduction:  
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ACCOUNT NUMBERS	AMOUNT APPROVED	SUBTOTAL BY DEPT	ACCOUNT DESCRIPTION	PROJECT/JUSTIFICATION	Reason Unexpended in 2019
116.552125	\$ 31,136.00		Interdepartmental Charges - Repairs & Maintenance Charges - Highway Department	Highway Department Interdepartmental - The planned drainage and concrete work at the Airport did not get completed by Highway staff in 2019. This work will need to be completed in Spring of 2020.	The record amount of precipitation in 2019 put the Highway Dept. behind 6 to 8 weeks. That did not allow enough time at the end of the season to complete the drainage work.
187.564500	164,834.00		Capital Outlay - Other Improvements	Upgrade Security Cameras - With construction of the Customs Building coordination of the work and how the Security Camera upgrade needs to be staged.	Coordinating work at the airport with the Customs Building construction and Airport capital outlay for the Security Cameras.
<b>Dept. Total</b>		<b>\$ 195,970.00</b>	<b>Airport</b>		
198.564045	\$ 80,149.00		Capital Outlay - Building Improvement - Bldg. Improv. - I5	Courthouse - 4th Floor Inmate Hallway - Hallway will prevent inmate transfers through Branch III and public hall.	Delayed funding due to higher architect fee.
101.531815	2,000.00		Purchased Services - Utilities - Electric	Administration Building - Electricity - Under budget due to unseasonably cooler weather less need for air conditioning	Remaining funds to provide additional funding for unpredictable seasonal weather.
101.532145	127,655.00		Repair & Maintenance - Maintenance Service - Structural	Administration Building - Carpet three floors - carpet is 30-years old and separating from backing	Bid spec done; plans will be done by year-end.
101.532205	1,000.00		Repair & Maintenance - Maintenance of Equipment - Heat	Administration Building - Heat - expenses less than budgeted	Unpredictable equipment failures.
101.533820	1,000.00		General Operating - Maintenance Supplies - Maintenance	Administration Building - Maintenance Supplies - Less repair needs than typical years	Full staff expected in 2020 increases need for parts and tools.
102.531815	1,000.00		Purchased Services - Utilities - Electric	ADRC - Electricity - Under budget due to unseasonably cooler weather; less need for air conditioning.	Remaining funds to provide additional funding for unpredictable seasonal weather.
102.532145	4,000.00		Repair & Maintenance - Maintenance Service - Structural	ADRC - Replace open area ceiling - Ceiling grid is sagging and tiles damaged.	Need to bid with facelift project. Plans incomplete.
103.531105	12,504.00		Purchased Services - Professional Services - Consulting	Courthouse - Consulting - Unable to find architect for smaller projects.	Remaining funds typically rolled into following year.
103.531815	2,500.00		Purchased Services - Utilities - Electric	Courthouse - Electricity - Under budget due to unseasonably cooler weather; less need for air conditioning.	Remaining funds to provide additional funding for unpredictable seasonal weather.
103.532140	3,100.00		Repair & Maintenance - Maintenance Service - Plumbing	Courthouse - 4th Floor urinal replacement - Under floor urinal pipe leaking into Branch II.	Discovered late in year; plumber unable to complete before year-end (POs # 231975 and 232342)
103.532145	42,300.00		Repair & Maintenance - Maintenance Service - Structural	Courthouse - Re-caulk 1st Floor west windows - Caulk has failed and moisture getting in the wall	Manager unable to quote and schedule due to extenuating circumstances. Need long reach lift.
103.532205	12,500.00		Repair & Maintenance - Maintenance of Equipment - Heat	Courthouse - Heat - Expenses less than budgeted.	Remaining funds to provide additional funding.
103.532210	3,000.00		Repair & Maintenance - Maintenance of Equipment - Air Conditioning	Courthouse - Air Conditioning - Expenses less than budgeted.	Remaining funds to provide additional funding.
103.533245	2,333.00		General Operating - Travel and Meals - Seminars and Training	Courthouse - Seminars and Training - Required engineering class.	Director unable to schedule and attend required class due to extenuating circumstances.
103.533820	8,500.00		General Operating - Maintenance Supplies - Maintenance	Courthouse - Maintenance Supplies - Less repair needs than typical year	Full staff expected in 2020 increases need for parts and labor.
103.533955	39,000.00		General Operating - Other - Contingency Expense	Courthouse - Contingency Funds - Unknown emergency funding	Remaining funds to provide additional funding for unknown failures.
104.531815	5,000.00		Purchased Services - Utilities - Electric	Detention Center - Electricity - Under budget due to unseasonably cooler weather; less need for air conditioning.	Remaining funds to provide additional funding for unpredictable seasonal weather.
105.531815	3,000.00		Purchased Services - Utilities - Electric	Health & Human Services - Electricity - Under budget due to unseasonably cooler weather; less need for air conditioning.	Remaining funds to provide additional funding for unpredictable seasonal weather.

ACCOUNT NUMBERS	AMOUNT APPROVED	SUBTOTAL BY DEPT	ACCOUNT DESCRIPTION	PROJECT/JUSTIFICATION	Reason Unexpended in 2019
106.531015	1,500.00		Purchased Services - Utilities - Electric	Law Enforcement Center - Electricity - Under budget due to unseasonably cooler weather, less need for air conditioning.	Remaining funds to provide additional funding for unpredictable seasonal weather.
106.532105	7,200.00		Repair & Maintenance - Maintenance Service - Disposal	Law Enforcement Center - Pistol Range Lead Trap - Lead removal requires certified vendor	Vendor suggested bi-annual removal.
106.532145	1,500.00		Repair & Maintenance - Maintenance Service - Structural	Law Enforcement Center Bathroom stall partition - Partition is scratched and damaged	Unable to quote due to extenuating circumstances.
106.532205	3,000.00		Repair & Maintenance - Maintenance of Equipment - Heat	Law Enforcement Center - Heat - Expenses less than budgeted.	Remaining funds to provide additional funding.
106.532210	3,000.00		Repair & Maintenance - Maintenance of Equipment - Air Conditioning	Law Enforcement Center - Air Conditioning - Expenses less than budgeted.	Remaining funds to provide additional funding.
106.533820	1,500.00		General Operating - Maintenance Supplies - Maintenance	Law Enforcement Center - Maintenance Supplies - Less repair needs than typical year.	Full staff expected in 2020 increases need for parts and labor.
107.531015	4,000.00		Purchased Services - Utilities - Electric	Taylor Park - Electricity - Under budget due to budgeting error.	Remaining funds to provide additional funding for unpredictable seasonal weather.
107.533820	2,000.00		General Operating - Maintenance Supplies - Maintenance	Taylor Park - Maintenance Supplies - Less repair needs than typical year.	Increasing needs between Taylor Park and the Museum.
Dept. Total		\$ 374,241.00	Building Services		
191.566100	46,737.00		Capital Outlay - Communications Equipment	Phase two of the sound system project adding video conferencing equipment to all five courtrooms. We need to bring our courtrooms up to date with modern technology to be more efficient.	We have been in collaboration with Information Technology. We need to make sure that the equipment being purchased will work effectively and each courtroom setup will be different. This has been a very challenging process and we are getting closer to a solution.
Dept. Total		\$ 46,737.00	Clerk of Courts		
134.533925	15,000.00		General Operating - Other - Furniture under \$500	New Prosecutor's Office - Thanks to the continued support and funding of the County, the Office will have an added half-time prosecutor in 2020. An office will be built for this new prosecutor, which needs to be furnished. In addition, there are pieces of furniture in the Office, namely desks and chairs, that are in need of replacement.	The decision to add a half-time prosecutor in 2020 was determined in late September. The proposal to add office space includes relocating the Office's conference room and adding two offices, rather than one. The request to carryover funds is to prioritize furnishing the offices, but also considers the conference room and other needs to replace or add to furniture in the Office.
Dept. Total		\$ 15,000.00	District Attorney		
143.531105	22,729.00		Purchased Services - Professional Service - Consulting	Treasurers Department Internal Cash Audit and Operations Review	This audit was started in September 2019. This is for the remaining work not yet complete as of December 2019 that will continue into 2020.
143.533955	14,044.00		General Operating - Other - Contingency	Town of Sheboygan chargeback for Settlement. This will be a budget modification from contingency to account 143.533905 Taxes which is the account that will reflect this expenditure.	Settlement not communicated to us during budget development and is due February 15, 2020.
Dept. Total		\$ 36,773.00	Non-Departmental		
149.531105	140,055.00		Purchased Services - Professional Service - Consulting	Project not complete	This project was slated to last 18 months. Dollars were designated for 2019 in case it would have been completed before the end of the year.
Dept. Total		\$ 140,055.00	Register of Deeds		
168.533923	5,520.00		General Operating - Other - Noncap OIT F&E >\$500	Noncap Office Furniture - Camera related equipment	IT Department needs to take care of a disk, disk tray, and a switch for the newly installed camera.
168.533925	3,423.00		General Operating - Other - Office F&E Under \$500	Office Furniture & equipment - Cabinets and re-upholster side chairs	Due to several other projects that took precedence, and the retirement of a vendor these items need to be scheduled for 2020.
167.532105	2,563.00		Repair & Maintenance - Maintenance Service - Disposal	Disposal - Clean out of one tax foreclosure property	Disposal company was not able to schedule until January 3rd, 2020.
Dept. Total		\$ 11,506.00	Treasurer		

ACCOUNT NUMBERS	AMOUNT APPROVED	SUBTOTAL BY DEPT	ACCOUNT DESCRIPTION	PROJECT JUSTIFICATION	Reason Unexpended in 2019
170 53205	\$ 5,298.00		Repair & Maintenance - Maintenance of Equipment - Heat	Fan for PE building east air handler. The fan in the air handler has failed. It is original to the building.	Delayed this year as we were determining a repair solution versus a replacement solution
170 53210	5,000.00		Repair & Maintenance - Maintenance Service - Grounds	Ash Tree Removal - \$5,000 grant for Ash Tree Removal not expended in 2019 UW Green Bay - Sheboygan Campus	Delayed until next year due to contractor workload
<b>Dept. Total</b>		\$ 10,298.00			
<b>Subtotal</b>		\$ 830,580.00			
330 53215	\$ 114,400.00		Repair & Maintenance - Maintenance Service - Structural	On the Rocks Bistro-Cafe - Offer residents, family, and staff a full menu of casual meals and takeout in an updated space for socialization	Part of CPE Project List: Delayed until a decision on Dietary services is made
330 53245	30,937.00		Repair & Maintenance - Maintenance Service - Structural	2 West Shower Room - Water is starting to leak into the room below & bathing equipment has reached the end of its useful life	Changes in plan & design lead to a late start
320 56500	212,300.00		Capital Outlay - Machinery & Equipment	Chillers (AC units) - The 4 AC Chillers are reaching the end of their useful life and need to be replaced	Part of CPE project list. Due to scope and lead time for ordering equipment, project is scheduled to be completed in February 2020 - weather permitting
<b>Dept. Total</b>		\$357,637.00		Rocky Knoll	
<b>Subtotal</b>		\$357,637.00		Enterprise Fund	
469 53245	\$ 10,000.00		Repair & Maintenance - Maintenance Service - Structural	Structural - Key Card - In our 2019 Budget there was funds to install Key Card strikes at all of our Highway facilities. Unfortunately this did not occur due to time and material delivery	Material delivery and installation coordination did not occur
<b>Dept. Total</b>		\$10,000.00		Internal Service Fund	
<b>Subtotal</b>		\$10,000.00			
<b>Grand Total</b>		\$ 1,098,217.00		balance Submitted to County Board 1-21-2020	

SHEBOYGAN COUNTY RESOLUTION NO. 21 (2019/20)

Re: Authorizing Indefeasible Right of Use Agreement for Use of "Ring of Fiber" Infrastructure

WHEREAS, Sheboygan County, the City of Sheboygan, and the Sheboygan Area School District, through an Intergovernmental Cooperative Agreement and First Restated Intergovernmental Cooperative Agreement (collectively "the Intergovernmental Agreement"), built, operate, and maintain a coordinated regional communications infrastructure in the form of a fiber optic cable backbone ("Ring of Fiber") in order to increase efficiencies and enhance services, and

WHEREAS, pursuant to the Intergovernmental Agreement, the parties designated individual fiber strands to the respective parties and authorized third-parties to use Ring of Fiber strands subject to the terms of the Intergovernmental Agreement, and

WHEREAS, Brown County C-LEC, LLC has constructed its own fiber optic cable network in and around Sheboygan County, and

WHEREAS, Brown County C-LEC, LLC's network would allow connection of the Sheboygan County Memorial Airport, Rocky Knoll, and the Transportation Complex to a fiber optic network, and

WHEREAS, Sheboygan County wishes to enter into a reciprocal Indefeasible Right of Use Agreement, a copy of which is on file with the County Clerk, with Brown County C-LEC, LLC whereby Sheboygan County would have use of the Brown County C-LEC, LLC fiber optic network in exchange for its use of Sheboygan County's Ring of Fiber strands, and


WHEREAS, the Finance Committee believes it is in the best interests of Sheboygan County to enter into such an agreement with Brown County C-LEC, LLC;

NOW, THEREFORE, BE IT RESOLVED that the County Administrator is authorized and directed to sign on behalf of Sheboygan County the proposed Indefeasible Right of Use Agreement with Brown County C-LEC, LLC and to take such action as may be necessary to implement the terms of this Agreement.

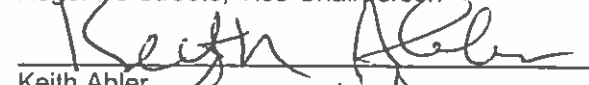
Respectfully submitted this 21st day of January, 2020.

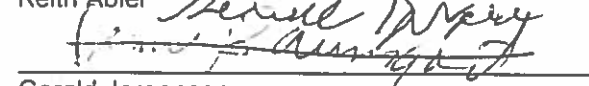
FINANCE COMMITTEE

  
\_\_\_\_\_  
William C. Goehring, Chairperson

  
\_\_\_\_\_  
Vernon Koch, Secretary

  
\_\_\_\_\_  
Roger Te Stroete, Vice-Chairperson

  
\_\_\_\_\_  
Keith Abler

  
\_\_\_\_\_  
Gerald Jorgensen

Opposed to Introduction:

\_\_\_\_\_

\_\_\_\_\_



**FISCAL NOTE**

**January 2020**

**Resolution No. 21 (2019/20) RE: Authorizing Indefeasible Right of Use Agreement for Use of "Ring of Fiber" Infrastructure**

This resolution provides for exclusive use of certain fiber strands within certain segments of the Sheboygan County Ring of Fiber to Brown County C-LEC, LLC, who in turn, will provide Sheboygan County exclusive use of the fiber strands in the segments of the Brown County C- LEC, LLC fiber network that will connect the Sheboygan County Memorial Airport, Rocky Knoll and the Transportation Complex to our Sheboygan County network.

**Funding:**

No additional funding is required.

Respectfully Submitted,



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Wendy A. Charnon, Finance Director  
January 16, 2020

CHAPTER 2  
RULES OF ORDER TO GOVERN THE SHEBOYGAN  
COUNTY BOARD OF SUPERVISORS

- 2.01 RULE I - TIME AND PLACE OF MEETING
- 2.02 RULE II - QUORUM
- 2.03 RULE III – PRESIDING OFFICER
- 2.04 RULE IV - ORDER OF BUSINESS
- 2.05 RULE V - AGENDA
- 2.06 RULE VI - VOTING
- 2.07 RULE VII - GENERAL APPOINTMENTS
- 2.08 RULE VIII - COMMITTEES
- 2.09 RULE IX - COMMITTEE APPOINTMENTS
- 2.10 RULE X - COMMITTEE ORGANIZATION AND MEETINGS
- 2.11 RULE XI - EXECUTIVE COMMITTEE
- 2.12 RULE XII - DUTIES OF COMMITTEES
  - (1) Executive Committee
  - (2) Finance Committee
  - (3) Health and Human Services Committee
  - (4) Health Care Centers Committee
  - (5) Human Resources Committee
  - (6) Law Committee
  - (7) Planning, Resources, Agriculture, and Extension Committee
  - (8) Property Committee
  - (9) Transportation Committee
- 2.13 RULE XIII - REFERRAL OF RESOLUTIONS AND ORDINANCES
- 2.14 RULE XIV - RESERVED
- 2.15 RULE XV - RULE CHANGES
- 2.16 RULE XVI - PRIVILEGE OF THE FLOOR
- 2.17 RULE XVII - PARLIAMENTARY PROCEDURE
- 2.18 RULE XVIII - REIMBURSEMENT FOR SERVICES
- 2.19 RULE XIX - DEBATE
- 2.20 RULE XX - NEWS MEDIA COVERAGE
- 2.21 RULE XXI - PUBLIC ADDRESSES TO THE BOARD
- 2.22 RULE XXII - CONFLICT OF INTEREST
- 2.23 RULE XXIII – COMPLAINTS

2.01 RULE I - TIME AND PLACE OF MEETING. The County Board of Supervisors shall meet in regular session on the following dates:

- (1) The third Tuesday in April. This meeting shall be the Organizational meeting in even numbered years.
- (2) The second and fourth Tuesdays in April, in even numbered years.
- (3) The third Tuesday in May, June, July, ~~and August~~, and September.
- (4) The Tuesday preceding the final Tuesday in October [being the commencement of the Annual Meeting, to the extent required by Wis. Stat. § 59.11, and being the date of the Initial Budget Presentation pursuant to Chapter 5 of this Code].
- (5) The final Tuesday in October [being a continuation of the Annual Meeting and being the time of the Budget Review and Public Hearing pursuant to Chapter 5 of this Code]. No other business shall be conducted at this meeting.
- (6) The first Tuesday in November. The meeting shall be the concluding day of the Annual Meeting and the Budget Adoption day pursuant to Chapter 5 of this Code.
- (7) The third Tuesday in December, January, February, and March.
- ~~(8) The fourth Tuesday in September.~~

The Board shall meet in special session upon written request of a majority of the Supervisors in accordance with Wis. Stat. § 59.11(2). Any special session request shall include a proposed Agenda to be considered at the special session.

All Board meetings shall begin at 6:00 p.m., and all meetings shall be held with open doors in the County Board Chambers at the Courthouse in the City of Sheboygan, Wisconsin, and all persons conducting themselves in an orderly manner may attend.

2.02 RULE II - QUORUM. A majority of the members elected shall constitute a quorum.

2.03 RULE III - PRESIDING OFFICER. The Chairperson shall preside at all meetings of the Board. In the absence of the Chairperson or at the direction of the Chairperson, the Vice Chairperson shall preside. In the absence of both, the County Clerk shall call the Board to order and the Board shall elect one of its members as temporary chairperson.

The Chairperson shall first call the members to order at the hour fixed for the meeting and then ~~order the County Clerk~~ proceed to call the roll of members, and if a quorum be present, the Journal of the preceding meeting shall be presented so that any mistakes can be corrected. (The Journal for the last meeting of the Board term shall be approved by the Chairperson.)

The Chairperson shall preserve and may speak on points of order in preference to other members and shall be required to vote on all questions and matters pertaining to the Board.

No Chairperson of the Board of Supervisors shall serve more than two (2) consecutive terms in that specific capacity. A term shall be defined as a period of two (2) full years.

Pursuant to Wis. Stat. § 59.12(1), at the Organizational Meeting, the Chairperson from the prior preceding Board shall preside until a successor is elected.

2.04 RULE IV - ORDER OF BUSINESS.

(1) For the Organizational Meeting, the order of business shall be:

- (a) Call to order.
- (b) Certification of compliance with Open Meeting Law.
- (c) Pledge of Allegiance.
- (d) Invocation.
- (e) Roll call.
- (f) Administration of the oath of office.
- (g) Introduction of Department Heads and Introductory Statements by County Administrator.
- (h) Adoption of Rules.
- (i) Election of Chairperson.
- (j) Election of Vice-Chairperson.
- (k) Election of additional Executive Committee members.
- (l) Introductory Statements by Elected Chairperson and Vice-Chairperson.
- (m) Adjournment to the next meeting.

(2) Organizational Election. Following the Adoption of Rules the outgoing Chairperson shall, in accordance with Wis. Stat. § 59.12, direct the County Clerk to direct the Corporation Counsel to conduct the election of the Chairperson, Vice Chairperson, and additional Executive Committee members. The Corporation Counsel shall appoint three Election Tellers from among the Department Heads.

- (a) Election Announcement. The Corporation Counsel shall announce the election, receive the vote tallies from the Election Tellers for each ballot, and certify to the County Board the final result of each ballot and each election.
- (b) Election Tellers. The Election Tellers shall collect the votes from each County Supervisor, count the votes, and report the totals to the Corporation Counsel.

- (c) Ballots. ~~The~~Except as provided hereafter, the Organizational Election shall be conducted by secret ballot in accordance with Wis. Stat. § 19.88(1). The voting ballots shall be paper ballots supplied by the County Clerk, and shall have no writing or marks thereon except that which is placed on the ballot by each voting County Supervisor.
  - (d) Nominations. ~~The first vote in each election for a given office shall be the nominating ballot.~~Nominations shall be for the various positions and shall be made and received verbally from the floor. Other than making nominations, no County Supervisor shall use the floor during the election process to campaign, electioneer, or express opinions as to candidate preferences. Any such remarks will be ruled out of order by the Corporation Counsel. The Corporation Counsel shall display the result of the ~~nominating ballot~~nominations and ask all Supervisors receiving ~~at least one vote~~a nomination if they accept the nomination. Any County Supervisor declining the nomination will be removed from consideration in the election ~~for which the nominating ballot was taken.~~The nominating ballot cannot serve as an election ballot, even if a candidate receives a majority of votes cast. If no more than one (1) County Supervisor is nominated for a position, the Corporation Counsel shall declare that candidate elected.
  - (e) Election Balloting. County Supervisors shall ~~continue to~~ cast one (1) vote per ballot for one of the names placed in nomination for the office at election by writing the last name of the nominee on the voting ballot. ~~When~~If none of the nominated candidates receives at least one vote more than fifty percent (50%) of the votes cast, another round of balloting will be held. Balloting rounds will continue until one of the nominated candidates receives at least one vote more than fifty percent (50%) of the votes cast, at which point the Corporation Counsel shall declare that candidate elected. Any vote received by the Election Tellers that is unreadable, contains extraneous verbiage or marks, is blank, or is cast for a name not in nomination will be classified as an abstention, shall reduce the total of votes cast by one vote and shall impact the number of votes needed for fifty percent (50%) of votes cast to be elected. Any nominated candidate who does not receive more than one (1) vote in any balloting round will be removed from the ballot for any subsequent balloting round.
- (3) The order of business for all other meetings except the budget review session, special sessions, and the Organizational Meeting shall be as follows:
- (a) Call to order.
  - (b) Certification of compliance with Open Meeting Law.
  - (c) Pledge of Allegiance.
  - (d) Roll call.
  - (e) Introduction of memorial Resolutions, not requiring Committee referral and action thereon.
  - (f) Approval of Journal.
  - (g) Committee and other appointments.
  - (h) Presentations.
  - (i) Public Addresses to the Board.
  - (j) Letters, Communications, and Announcements.
  - (k) County Administrator's report.
  - (l) Public Hearings.
  - (m) Reports of Committees on referrals of Resolutions and Ordinances and action thereon in the following order:
    1. Executive Committee.
    2. Other standing committees in alphabetical order.
    3. Special committees.
  - (n) Elections.
  - (o) Other Committee reports and action thereon, if any.
  - (p) Introduction of Resolutions, discussion, and action thereon. (All new Resolutions referred to Committees shall be read, titles only.)
  - (q) Introduction of Ordinances, discussion, and action thereon. (All new Ordinances referred to Committees shall be read, titles only.)

- (r) Grievance Appeals required by Section 48.09 of this Code.
- (s) Adjournment.

2.05 RULE V - AGENDA. The Agenda for all County Board meetings shall be prepared by the County Clerk subject to the approval of the County Board Chairperson and Vice Chairperson. All Resolutions and Ordinances which at the previous board meeting were referred to Committee must be placed on the Agenda to be submitted to the Board unless at the time of the referral a longer period of time for reporting out was authorized by the County Board Chairperson or by action of the County Board.

The County Clerk shall at least five (5) days before each meeting of the Board [except when the Board is in its Annual Meeting session or in special session] e-mail to each Board member the Agenda and accompanying documents. When the Board is in its Annual Meeting session or in special session, such e-mailing shall be at least two (2) working days prior to the Board meeting. ~~Members may, in coordination with the County Clerk, receive the Agenda by electronic mail in lieu of regular mail. In the event that most members receive the Agenda by electronic mail, the County Clerk, with the approval of the Executive Committee, may modify the Agenda timelines under this Rule V provided that any modifications are in compliance with the Open Meetings Law.~~ Any documents accompanying the Agenda as electronic mail attachments shall be considered as drafts if so identified and may not be relied upon for accuracy. Revised documents may be substituted for documents identified and drafts at any time up to the meeting by the County Clerk.

All matters to be included on the Agenda shall be in the office of the County Clerk by 4:00:30 p.m. of the day preceding the mailing date one (1) week prior to the meeting.

Any matter which was not timely presented to the Clerk's office and which it is desired to have presented to the County Board may be added to the Agenda on the day of the session by majority vote of the Board if compliance with the Open Meetings Law has been accomplished.

2.06 RULE VI - VOTING. All voting required to be publicly recorded shall be done simultaneously through the voting machine and when voting is closed, such votes shall be recorded as cast.

2.07 RULE VII - GENERAL APPOINTMENTS. All appointments requiring confirmation or approval by the County Board except appointments of Board members to Committees shall be submitted at the time of submitting the Agenda to the County Board members so that the same may be acted on at the meeting to which said appointments are first presented. If the appointments are not submitted at such time, they shall be required to lay over until the next session of the Board.

2.08 RULE VIII - COMMITTEES. The following shall be the standing (liaison) committees of the County Board:

- (1) Executive Committee (Capital Improvement Committee).
- (2) Finance Committee.
- (3) Health and Human Services Committee (County Health and Human Services Board).
- (4) Health Care Centers Committee (Trustees).
- (5) Human Resources Committee.
- (6) Law Committee (Emergency Management Committee).
- (7) Planning, Resources, Agriculture, and Extension Committee (County Solid Waste Management Board and Committee on Agriculture and Extension Education).
- (8) Property Committee.
- (9) Transportation Committee (Highway Committee).

The above Committees shall also serve as the statutory committees as indicated in parentheses.

Special committees may be created by the County Board for such special purposes or limited time as the Board determines.

The Grievance Committee required by Wis. Stat. § 59.26(8)(b) shall be composed of five (5) persons, consisting of the Chairperson, Vice-Chairperson, and Secretary of the Law Committee, or their designees, and the Chairperson and Vice-Chairperson of the Human Resources Committee, or their designees. The jurisdiction of this Grievance Committee shall be limited to that set forth in Wis. Stat. § 59.26(8)(b) and shall apply to suspension, demotion, or dismissal of

sworn law enforcement personnel and all employees of the Sheriff's Department who are not members of a bargaining unit. All other grievances arising from the Sheriff's Department shall be handled by the Human Resources Committee in accordance with past practice. The Grievance Committee shall be considered a special committee rather than a standing committee.

- 2.09 **RULE IX - COMMITTEE APPOINTMENTS.** All Committee appointments, unless otherwise required by Wisconsin Statutes or otherwise voted by the Board, shall be nominated by the Executive Committee and confirmed by the majority vote of the Board.

The Executive Committee shall meet within three (3) days following the Organizational Meeting of the County Board and on such days thereafter as may be necessary for the purposes of making the initial nominations for Committee appointments.

The length of term that a County Board member serves on a Committee shall be determined by the Executive Committee to provide the broadest background in the best interest of the County and Committee operations, provided that consideration shall be given to the rotation of membership on Committees.

No member shall serve on more than three (3) Committees. First preference for third Committee assignments shall go to the elected Executive Committee members except for the County Board Chairperson who serves as an ex officio member of each Committee.

A County Board member shall not serve on a Committee that provides liaison oversight to a Department or office that employs a sibling, spouse, or child of the County Board member.

- 2.10 **RULE X - COMMITTEE ORGANIZATION AND MEETINGS.** Unless otherwise specifically provided, the organizational structure and duties of each Committee shall be as herein stated:

- (1) Membership. Each Committee shall have five (5) Supervisor members except for the Health and Human Services Committee which shall have six (6) Supervisor members. The County Board Chairperson shall be an ex-officio member of all Committees.
- (2) Organization. Each Committee shall as its first order of business elect its own chairperson, vice-chairperson, and secretary. No person shall serve as chairperson on more than one (1) standing committee nor shall any chairperson serve more than two (2) consecutive terms as chairperson of the same committee. A term shall be defined as a period of two (2) full years.
- (3) Committee Secretary. The secretary shall keep records and minutes of all Committee sessions and shall be permitted assistance in his or her duties when deemed necessary by the Committee. The Departments or offices for which such Committee acts as liaison to the Board shall, upon the Committee secretary's request, provide any required secretarial services to the Committee. Any Committee which does not act as liaison to the Board for a Department or office and all special Committees may request secretarial services be provided and the County Administrator shall direct a Department Head or elected official, as the County Administrator determines is appropriate under the circumstances, to provide such services. In the event extraordinary expenses are incurred (for non-wage items such as materials, supplies, printing, postage, etc.), the Executive Committee may authorize reimbursement therefor out of the County Board account.
- (4) Term. The Committee shall be organized for a two- (2-) year term.
- (5) Meetings. The organizational meetings shall be called by County Board action. Thereafter, all regular meetings shall be scheduled by Committee action. All **regular** Committee meetings may not be scheduled earlier than 4:00 p.m. without a 2/3 vote of all Committee members. **Special** meetings may be called with notice to all members by the Committee chairperson or on the written request of three (3) Committee members. The Agenda for all Committee meetings shall be prepared by the Committee Secretary or the department personnel providing secretarial services to the Committee, subject to the approval of the Committee Chairperson or designee.

- (6) Quorum. A majority of the members of any Committee shall constitute a quorum for the transaction of business.
- (7) Minutes. All Committee secretaries shall as soon as is reasonably possible and convenient file a duplicate copy of the minutes of every meeting in the office of the County Clerk, and said minutes shall be available for review and informational purposes by all County Board members and the general public. Minutes may be posted as "unapproved" until the subsequent meeting when the minutes of the prior meeting shall be placed on the Agenda for approval.
- (8) Joint Meetings. Committees may hold joint meetings upon a joint Committee referral of a Resolution or Ordinance by the Board Chair or by agreement of the Committee Chairs. If Committees hold joint meetings, the following procedures apply:
  - (a) A majority of the sum of the members of each Committee constitutes a quorum for the joint meeting.
  - (b) All members of each Committee shall vote on all business at the joint meeting, and a majority of the sum of the members present voting affirmatively shall be required to pass any measure.
  - (c) Nothing precludes each Committee from holding its own separate meeting before or after a joint meeting if properly noticed.
  - (d) In the event of a disagreement between Committee Chairs, the Board Chair shall designate which Committee Chair shall preside.

2.11 **RULE XI - EXECUTIVE COMMITTEE.** The Executive Committee shall consist of five (5) members elected by the Board at the Organizational Meeting. This Committee shall be composed of the County Board Chairperson, Vice-Chairperson, and three (3) Board members. The Chairperson of the Board shall preside over the Executive Committee and the Vice-Chairperson of the Board shall be Vice-Chairperson of the Executive Committee.

2.12 **RULE XII - DUTIES OF COMMITTEES.** Each Committee shall carry out the duties specifically delegated to it by the County Board together with such duties as may be authorized by Wisconsin Statutes. Notwithstanding the general duties delegated to a Committee, any action otherwise undertaken by a Committee may be reversed or modified by action of the full County Board. In carrying out Committee Liaison responsibilities, each standing Committee shall audit and authorize for payment all proper claims and expenses for such office or Department and shall review the annual budget requests from the operations of such office or Department prior to submittal of the same to the Finance Committee. Committee members and other Board members should direct inquiries for additional information beyond that provided by the Department to the Liaison Committee or to the County Administrator. A general statement of the respective Committee duties is as follows:

- (1) Executive Committee. It shall be the duty of the Executive Committee:
  - (a) To assist the Chairperson in the administration of the County Board's business and make recommendations as may expedite the business of County government as may from time to time be warranted.
  - (b) To serve as liaison with the County Administrator and in that capacity to confer with the County Administrator from time to time concerning the operation of such office and the administration and management of all County Departments and offices.
  - (c) To nominate for confirmation by the County Board the membership of all Committees not otherwise selected.
  - (d) To recommend changes in the standing rules as may from time to time be necessary.
  - (e) To review all criticism of Board and Committee operations and otherwise meet with and advise other Committees and their officers when so requested, and to meet with individual Board members to review with them procedural Board matters.
  - (f) To review legislative matters in which the County may have an interest and advise the Board accordingly and to promote the passage of legislation which the County Board feels is in the best interests of Sheboygan County.

- (g) To provide guidance to the County Administrator and participate in the development of the County budget and the Five-year Capital Plan as set forth at Chapter 5 of this Code.
  - (h) To act in areas not otherwise delegated by these rules.
  - (i) To review, audit, and give final approval to Board members' per diem, mileage charges, and reimbursement of expense claims.
  - (j) To function as the Ethics Board pursuant to Chapter 1 of this Code.
  - (k) To act as the County Economic Development Committee to provide oversight to the County's Community Development Block Grant for Economic Development program.
- (2) Finance Committee. It shall be the duty of the Finance Committee:
- (a) To carry out the financial policy of the County as established in the County Budget, Board Ordinances and Resolutions, and make recommendations as to the interpretation and administration of such policy.
  - (b) To serve as liaison with the Finance Department, Information Technology Department, County Clerk, and County Treasurer and in that capacity to confer with them from time to time concerning the operation of their offices and Departments. To the extent that the functions of the Finance Department affect constitutional officers, it shall coordinate with such officers the responsibilities of such office and the work of the centralized accounting department.
  - (c) To examine and schedule all accounts, claims, demands, or causes of action against the County, unless otherwise delegated.
  - (d) To audit the claims of all Departments not otherwise delegated and to keep supervisory check over those audited by other Committees.
  - (e) The Committee shall have the authority to authorize payment of any and all dog damage claims so long as at the time of the consideration of the claim that the Town Chairperson, Village President, or Mayor of the municipality wherein the claim arises, or his delegated representative, may participate (without voting rights) in the consideration of the claim; and so long as said claim shall not exceed One Thousand Dollars (\$1,000.00). The Committee shall further be authorized to approve payment of Circuit Court claims within its authority of Subparagraph (c) above.
  - (f) Pursuant to Chapter 5 of this Code, to participate in the preparation of the budget for the County and oversee its publication and notice of hearing thereon.
  - (g) To examine the financial condition of the County each month and when necessary advise the County Administrator and Department Heads thereof.
  - (h) To designate the depositories for all County funds pursuant to Wis. Stat. §§ 34.01(1) and 34.05.
  - (i) To recommend temporary investments and otherwise advise the County Treasurer in the management of County funds.
  - (j) To authorize expenditures not included in the budget pursuant to Chapter 5 of this Code.
  - (k) To make settlement with all officers and Department Heads at the end of their respective terms or upon the termination of their employment as the case may be.
  - (l) To have jurisdiction of all matters relating to taxes and assessments, illegal taxing, and all questions pertaining to tax certificates.
  - (m) To have charge of all *In Rem*. proceedings instituted by the County on tax delinquent property.
  - (n) To have charge of advertising and disposal of all County lands acquired by tax deed.
  - (o) To invite in connection with any discussions concerning the sale of property, the Board Member elected from the area in which the property is located. Such Board members shall have the full powers of a regular committee member in connection with any votes or discussion relating to the sale of said property in the area represented by said Board members.
  - (p) To consult with the County Treasurer when carrying out its responsibilities under the provisions of Subsections (l) through (o), above.
  - (q) The Finance Committee is authorized to contract for audit services as it deems appropriate. In making audit determinations, the Committee shall consult with the Committees of the Departments being audited for their recommendations as



- to the nature of the audit to be performed and the determination of who shall make such audit.
- (r) To have charge of all property and liability insurance policy issues for the County, including all issues relating to the procurement and sufficiency of bonds pursuant to Wis. Stat. § 59.21. The Chairperson shall be a voting member of the Committee when carrying out this function. The Committee may seek bids for a combination of liability and worker's compensation insurance policies, but the administration of worker's compensation insurance and the awarding of a purchase order for the same shall remain within the jurisdiction of the Human Resources Department under the oversight of the Human Resources Committee.
  - (s) Pursuant to Wis. Stat. § 74.69(3), to make determinations for the County Board of postal service delay or error.
- (3) Health and Human Services Committee. It shall be the duty of the Health and Human Services Committee:
- (a) To serve as the County Health and Human Services Board as provided in Wis. Stat. §§ 46.23(4) and 251.02 and as more particularly set forth in Chapter 10 of this Code of Ordinances.
  - (b) To serve as liaison for the Health and Human Services Department, including administration of child support services as required pursuant to Wis. Stat. § 59.53(5), and the Veterans' Service Office and in that capacity to confer with them from time to time concerning the operation of their offices.
- (4) Health Care Centers Committee (Trustees). The Health Care Centers Committee shall consist of the five (5) trustees appointed (pursuant to Wis. Stat. § 46.18). It shall be the duty of the Health Care Centers Committee:
- (a) To manage the County Health Care Centers and carry out the duties and responsibilities required by Wisconsin law.
  - (b) To be responsible for the administration of Rocky Knoll Health Care Center buildings and related property.
- (5) Human Resources Committee. It shall be the duty of the Human Resources Committee:
- (a) To consider and review all adjustment of salaries of County officers and employees and recommend the same to the County Board, unless otherwise provided.
  - (b) To have general supervision of all personnel policies of the County including such things as methods of recruitment, sick leave, vacations, paid holidays, and leaves of absence and to authorize the granting of increases for all employees within the provisions of Chapter 47 of this Code if such increases have had prior approval of the Department's Liaison Committee.
  - (c) To cooperate with the County Administrator and the Department Heads in the enforcement of County personnel policies.
  - (d) To serve as liaison with the Human Resources Department and Corporation Counsel and in that capacity to confer with them from time to time concerning the operation of their offices and Departments.
  - (e) To examine and investigate grievances and enforce necessary discipline in cooperation with the County Administrator and Department Heads as may from time to time be required under collective bargaining agreements or County policies.
  - (f) To act in an advisory capacity to the Finance Director in the administration of the Sheboygan County contributions to the Wisconsin Retirement System.
  - (g) To have oversight of all insurance such as medical expense, life, dental, worker's compensation, or otherwise which would be benefits to the employees of Sheboygan County and to authorize payment of benefits by County check countersigned by the County Board Chairperson, Treasurer, and Clerk.
  - (h) To act as the negotiating committee for all labor negotiations under Wis. Stat. § 111.70.
  - (i) To present to the October County Board meeting an annual report of the actual cost of health insurance for claims paid during the preceding September through August twelve- (12-) month period which shall include the actual cost converted to a monthly rate for the following category groups:
    1. Retirees age 65 and over;

2. Retirees under age 65;
3. Active employees.
  - A. Full-time employees;
  - B. Part-time employees, including County Board Supervisors.

Said report shall also include a recommended monthly single and family rate for the current year for each of the above and any other required classifications for County Board approval.

- (6) Law Committee. It shall be the duty of the Law Committee:
- (a) To serve as liaison between the Sheriff, Clerk of Courts, District Attorney, Medical Examiner, and Circuit Court Commissioner and in that capacity to confer with them from time to time concerning the operation of their offices and Departments.
  - (b) To audit and approve all claims and expenses pertaining to the jail, meals to prisoners and contracts therefor, charges of transportation of patients and prisoners to various institutions, claims of any law enforcement officer for services, and to submit a quarterly summary of its audits to the Finance Committee.
  - (c) To consider for confirmation the persons appointed by the Sheriff to positions of employment as may be required and approved for the good operation of said office.
  - (d) To act as the Emergency Management Committee for the County pursuant to Wis. Stat. § 166.03(4)(c). In such capacity, it shall be the duty of the Committee:
    1. To adopt an effective program of emergency management within the County consistent with the state plan of emergency management.
    2. To prepare budget requests for funds for the program and audit the expenditures thereof.
    3. To control and direct the activities of the Emergency Management Director and otherwise carry out the provisions of Wis. Stat. § 166.03(4).
- (7) Planning, Resources, Agriculture, and Extension Committee. It shall be the duty of the Planning, Resources, Agriculture, and Extension Committee:
- (a) To serve as liaison with the County Planning Department & Conservation Department and conservation, snowmobile, and recreation clubs; and in that capacity to confer with them from time to time concerning the operation of their offices and to provide oversight for the supervision, management, and control of the operation of the Marsh Park, Gerber Lakes, and County-owned or operated public access to public waters, and County-administered recreation trails.
  - (b) To work toward the coordination of the zoning and building ordinances and land use planning of the various municipalities.
  - (c) To develop data regarding the industrial needs, advantages, and sites in the County, to otherwise promote the industrial and commercial activity of the County and to provide the continued improvement of the industrial and commercial climate of the County.
  - (d) To cooperate with the Transportation Committee in the oversight of wayside and highway parks and access highway rights-of-way.
  - (e) To have the responsibility and authority for carrying out the purposes of the County Solid Waste Management System and when acting in that capacity, it shall be known as the County Solid Waste Authority [Wis. Stat. § 59.70(2)].
  - (f) To serve as liaison between the County Board and the Board of Adjustments.
  - (g) To act as the County Rural Planning Committee pursuant to Wis. Stat. § 27.019.
  - (h) To exercise the oversight responsibilities of the non-motorized transportation pilot program with the Transportation Committee. The Chairperson of the Planning, Resources, Agriculture, and Extension Committee shall act as the Chair of any joint meeting held with the Transportation Committee for this purpose.
  - (i) To act as the Committee on Agriculture and Extension Education [Wis. Stat. § 59.56(3)].
  - (j) To serve as the Land Conservation Committee of Sheboygan County (Wis. Stat. § 92.06). [The chairperson of the County USDA Farm Service Agency Committee created under 16 U.S.C., § 590h(b), shall also be a member when the Committee is acting in this capacity, all in accordance with Wis. Stat. § 92.06(1)(b)(2).]

- (k) This Committee is hereby specifically delegated the authority to enter into agreements and memoranda of understanding on behalf of Sheboygan County with regard to those matters within its statutory authority enumerated in the above mentioned under Wis. Stat. chs. 91 and 92.
  - (l) To consider applications for Farmland Preservation Agreements under the provisions of Wis. Stat. §§ 91.11 through 91.23 and to make the determination for the County Board as to whether the applications should be granted or rejected. In the event the Committee rejects an application, the Committee shall include a written statement of the reasons for its recommendation for rejection. The Committee shall use only the statutory criteria in making its rejection. The Committee shall use only the statutory criteria in making its determination unless this County Board by resolution has specifically established other criterion which enhances the agricultural preservation purposes of the law, which additional criterion shall be on file with the County Clerk and available to any applicants if such other criterion is so established.
  - (m) To serve as liaison with the Register of Deeds.
  - (n) To cooperate with the University of Wisconsin and the local U.W. College staff whenever necessary and requested in the development of the educational phases of the U.W. College or other related matters.
- (8) Property Committee. It shall be the duty of the Property Committee:
- (a) To serve as liaison with the Building Services Department as it provides building services to the Administration Building, Detention Center, Human Services Building, Courthouse, Law Enforcement Center, Taylor Park, Aging & Disability Resource Center, and the Museum and in that capacity to confer with the administrative officials from time to time concerning the operation of their facilities.
  - (b) To have charge of permanent improvements, repairs, leases, rentals, and maintenance concerning all County buildings and grounds, including parking lots, not otherwise assigned by these rules.
  - (c) To audit and approve all claims referred to them for building repairs and capital improvements for any of the aforesaid buildings and grounds.
  - (d) To serve as liaison to the property related to the U.W. College.
  - (e) To have charge of the U.W. College buildings and the property surrounding said buildings known as the U.W. site and the access roads adjacent thereto.
- (9) Transportation Committee. It shall be the duty of the Transportation Committee:
- (a) To act as the statutory Highway Committee (Wis. Stat. § 83.015) and to carry out the provisions of Wis. Stat. § 83.015(2).
  - (b) To serve as liaison with the Transportation Director and in that capacity to confer with the Transportation Director from time to time concerning the operation of that office and the Highway Division of the Transportation Department.
  - (c) Pursuant to Wis. Stat. § 83.035 to supervise contracts entered into with Cities, Villages, and Towns within the County borders to construct and maintain streets and highways in such municipalities.
  - (d) To serve as the liaison committee for the Airport Division of the Transportation Department supervising all operations and in that regard to lease, regulate, and manage the Airport property; to enforce existing leases, contracts, and operational agreements relating to said Airport; to negotiate all new contracts and leases that may arise from time to time with regard to operations and management of the Airport.
  - (e) To exercise the oversight responsibilities of the non-motorized transportation pilot program with the Planning, Resources, Agriculture, and Extension Committee.

2.13 **RULE XIII - REFERRAL OF RESOLUTIONS AND ORDINANCES.** Except as otherwise provided, all Resolutions and main motions (other than procedural or memorial) and all Ordinances submitted to the Board shall first be referred by the Chairperson to a Board Committee or Committees for a recommendation. The Committee or Committees shall report their recommendation as to said matter to the Board at the next regular meeting of the Board except when the Board is in the annual meeting when said report shall be made within two (2) session days after referral.

The referral decision of the Chairperson may be modified if on motion and majority vote the Board decides to refer the matter in a different manner.

The sponsor of any Resolution or Ordinance which contemplates the expenditure of County funds shall submit the proposal to the Finance Department for a fiscal analysis of the proposal. The fiscal analysis shall accompany the Resolution or Ordinance when introduced.

Resolutions and Ordinances shall be automatically placed on the Agenda by the Clerk when the report of the Committee is due and shall thereupon be considered by the Board. Where the Committee Report recommends adoption or enactment subject to amendatory language, the Resolution or Ordinance may be brought forward on the Board floor by a motion to adopt or enact, by a motion to adopt or enact as amended in accordance with the Committee Report, or by a motion to "file." A motion may also be made to grant the Committee additional time upon 2/3 vote of the Board members present or if authorized by the County Board Chairperson. Where a motion is made to "file" a Resolution or Ordinance indefinitely without further action, the file motion is debatable.

Resolutions and Ordinances may be withdrawn (pulled) from Committee without action by the said Committee at any time by 2/3 vote of the Board members present as to Ordinances and majority vote as to Resolutions, provided that adequate notice of anticipated withdrawal action is made to the Clerk and Chairperson so that the Agenda reflects the anticipated withdrawal action. The Board member who moves for the measure to be withdrawn shall offer an explanation as to why the measure should be withdrawn from Committee.

No Resolutions or Ordinances may be introduced at the final meeting of the term of a Board (second Tuesday in April in even numbered calendar years) or at the first regular meeting of a term of a Board (fourth Tuesday in April in even numbered calendar years).

2.14 RULE XIV - *Reserved.*

2.15 RULE XV - RULE CHANGES. No standing rule shall be rescinded, changed, or suspended except by a 2/3 vote of the Board.

2.16 RULE XVI - PRIVILEGE OF THE FLOOR. The privilege of the floor is limited to County Board members and its Clerk, County Administrator, and Corporation Counsel unless the same is granted by majority consent of the Board. The Chairperson may grant privilege of the floor to County Department Heads or elected officials or others with pertinent information to answer questions regarding matters before the Board unless objection thereto is voiced by any member present, and if such objection is made, a motion and majority vote will then be required. Any person granted privilege of the floor by vote of the Board shall limit his or her remarks to ten (10) minutes unless for good cause such time limitation is extended by the Chairperson.

2.17 RULE XVII - PARLIAMENTARY PROCEDURE. Except as modified by the herein rules or as required by the Wisconsin Statutes, the rules of parliamentary practice in Robert's Rules of Order shall govern in all cases where they are applicable, and a copy of said Robert's Rules of Order shall be placed on the desk of each member.

2.18 RULE XVIII - REIMBURSEMENT FOR SERVICES. Each Board member shall for each day he or she attends a meeting of the Board receive mileage as determined by Chapter 5 of this Code for each mile traveled in going and returning from said meetings by the most usual traveled route and he or she shall be entitled to compensation at the rate as determined by County Board Resolution for all mileage necessarily and actually traveled in connection with all Committee services.

Each Board member shall, by the 20th day of each month, make efforts to submit to the County Clerk's office an expense account statement indicating County Board and Committee Meetings attended, together with mileage and other allowable expenses incurred during the preceding 16th to 15th thirty- (30-) day period. If a Board member fails to submit his or her mileage reimbursement at least every three (3) months, there shall be no mileage reimbursement. The County Clerk's office shall review the statement for accuracy and compliance with County Ordinances ~~and shall prepare a proper voucher authorizing payment.~~ Such payment shall be

made monthly subject to reimbursement for any payments not approved upon subsequent audit by the Executive Committee.

Non-board members who serve on standing or special committees shall be entitled to meals and mileage reimbursement as provided for in Chapter 45 of the County Code of Ordinances unless there is a specific prohibition against such reimbursement.

- 2.19 RULE XIX - DEBATE. The Board recognizes the fundamental right of each of its members to be heard on every debatable issue and to that end no call of the question nor other motion to limit debate shall be in order so long as any member shall desire to speak to the same question if such member has not already addressed the issue for more than ten (10) minutes or has been recognized to speak three (3) times on the issue.
- 2.20 RULE XX - NEWS MEDIA COVERAGE. In furtherance of the declaration of the open meetings policy of Wis. Stat. § 19.81 which provides that the public is entitled to the fullest and most complete information regarding the affairs of government as is compatible with the conduct of governmental business; and whenever the Board or its Committees are meeting in open session, such body shall make a reasonable effort to accommodate any person desiring to record, film, or photograph the meeting as provided by Wis. Stat. § 19.90.
- (1) Use of Equipment. Recording, filming, or photographing shall not be carried on in a manner that interferes with the conduct of the meeting or the rights of participants.
  - (2) Sound and Light Criteria. Only audio and visual equipment which does not produce distracting light or sound may be used to cover County proceedings. Artificial lighting devices shall not be used in connection with equipment except in those circumstances where such auxiliary devices are necessary and then only with the advance consent of the Chairperson.
  - (3) Location of Equipment and Personnel. Operators of camera equipment and news reporters shall have free access to all areas open to the public. The Executive Committee may make provisions for placement of equipment and accommodations for news reporters and equipment operators within the Board area. Operators and news personnel may set up their equipment within such area prior to the proceedings but shall not move about so as to distract during the proceedings themselves.
- 2.21 RULE XXI - PUBLIC ADDRESSES TO THE BOARD. Public addresses to the Board which are permitted shall be subject to the following limitations:
- (1) Persons desiring to address the Board shall register such intention with the County Clerk's Office after the prior County Board meeting, but not later than 5:00 p.m. on the Monday preceding the County Board meeting.
  - (2) Not more than ten (10) persons shall be permitted under the provisions of this rule to speak at any County Board meeting.
  - (3) Reservation for public addresses shall be granted on a first come, first served basis. Persons who have not previously addressed the Board shall have priority over other registrants.
  - (4) Announced candidates for public office may be granted the privilege to address the County Board during the term of the candidacy, provided, in the judgment of the Chairperson, subsections (5), (6), and (7) are strictly followed.
  - (5) Addresses shall be on subjects relevant to County government.
  - (6) Addresses shall be limited to five (5) minutes.
  - (7) No personal attacks shall be made on any individual nor shall disrespect for the County Board rules of procedure or its decorum be engaged in.

- (8) The opportunity for public addresses to the Board is reserved to members of the public to express their opinions. Supervisors have the right and opportunity to express their opinions and speak at Committee meetings and during debate under Rule XIX.

The Chairperson shall be responsible for enforcing the conditions of public appearances.

2.22 **RULE XXII - CONFLICT OF INTEREST.** If a Supervisor has a conflict of interest deemed illegal by state law or by the County Code of Ethics such that the Supervisor should abstain from voting on a matter in committee and/or at a Board meeting, such Supervisor must abstain from direct and indirect participation in all proceedings related to such matter. If a Supervisor concludes that no illegal conflict exists in a matter but intends to abstain from voting on such matter to avoid the appearance of a conflict, the Supervisor shall also abstain from direct and indirect participation in all proceedings related to such matter. A violation of this Rule shall constitute a violation of the Code of Ethics and shall be subject to Chapter 1 of this Code.

2.23 **RULE XXIII - COMPLAINTS.** Complaints or concerns about Sheboygan County employees which come to the attention of a County Board member shall be referred to the County Administrator. The County Administrator may investigate the matter in such manner as he or she determines is appropriate or may refer the matter to another person or persons for investigation. If the complaint relates to the County Administrator, it shall be referred to and investigated or referred by the County Board Chairperson.

The County Administrator or other person to whom the investigation was delegated will report the outcome of the investigation to the County Board member or to the Liaison Committee if it is appropriate to do so. Anonymous complaints may be investigated if the interests of the County will be served by doing so, but there is no obligation to respond to an anonymous complaint.

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History: Ord. 2 (2011/12); Ord. 1 (2012/13); Ord. 5 (2013/14); Ord. 14 (2013/14); Ord. 3 (2014/15); Ord. 7 (2014/15); Ord. 8 (2014/15); Ord. 9 (2015/16)

1                    **SHEBOYGAN COUNTY    ORDINANCE NO. \_\_\_\_\_ (2019/20)**

2  
3                    Re:    **Creating Chapter 8 – Establishing Sheboygan County Industrial**  
4                    **Development and Revolving Loan Agency**  
5  
6

7                    **WHEREAS**, pursuant to Resolution No. 29 of 2018/19, the Sheboygan County Board  
8 authorized the Executive Committee to develop an Ordinance establishing the *Sheboygan*  
9 *County Industrial Development Agency* to continue to allow for a revolving loan program  
10 supporting economic development, and  
11

12                    **WHEREAS**, pursuant to Wis. Stat. § 59.57(2)(b), it is the policy of the State of Wisconsin  
13 "to promote the right to gainful employment, business opportunity, and general welfare of the  
14 inhabitants thereof and to preserve and enhance the tax base in counties and municipalities"  
15 through industrial development agencies, and  
16

17                    **WHEREAS**, the Sheboygan County Industrial Development and Revolving Loan Agency  
18 will have the ability to carry out the policy of the State through loans, contracts, leases, the  
19 purchase of real or personal property, and other means required or necessary to effectuate the  
20 purposes of the Industrial Development Law, and  
21

22                    **WHEREAS**, the Executive Committee believes it is in the best interest of economic  
23 development efforts in Sheboygan County to create the Sheboygan County Industrial  
24 Development and Revolving Loan Agency for the purposes of effectuating the powers described  
25 in the Wisconsin Industrial Development Law, including the continuation of a revolving loan  
26 program;  
27

28                    **NOW, THEREFORE**, the County Board of Supervisors of the County of Sheboygan  
29 does ordain as follows:  
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31                    Section 1.    **Creating Sheboygan County Industrial Development and**  
32                    **Revolving Loan Agency.** Chapter 8 of the Sheboygan County Code of Ordinances is  
33 hereby created to read as follows:  
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SHEBOYGAN COUNTY INDUSTRIAL DEVELOPMENT  
AND REVOLVING LOAN AGENCY

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- 8.01 ESTABLISHMENT OF INDUSTRIAL DEVELOPMENT AND REVOLVING LOAN AGENCY
- 8.02 DEFINITIONS
- 8.03 POWERS OF THE AGENCY
- 8.04 EXAMINATION AND AUDIT
- 8.05 MEMBERS AND DIRECTORS
- 8.06 ARTICLES OF INCORPORATION
- 8.07 BYLAWS
- 8.08 DISSOLUTION

8.01 ESTABLISHMENT OF INDUSTRIAL DEVELOPMENT AND REVOLVING LOAN AGENCY. Pursuant to the provisions of Wis. Stat. § 59.57, there is hereby established the Sheboygan County Industrial Development and Revolving Loan Agency, hereafter referred to as the Agency. The Agency shall be subject to the provisions of Wis. Stat. ch. 181, except such as are inconsistent with the provisions of Wis. Stat. § 59.57(2).

8.02 DEFINITIONS. In this Section, unless the context clearly indicates otherwise:

- (1) "Industrial Development and Revolving Loan Agency" or "Agency" means a public body corporate and politic created under this Section, which agency shall have the characteristics and powers described in this Chapter and Wis. Stat. § 59.57.
- (2) "Industrial development project" means any site, structure, facility, or undertaking comprising or being connected with or being a part of an industrial, manufacturing, commercial, retail, agribusiness, or service-related enterprise established or to be established by an industrial development agency.



69 8.03 POWERS OF THE AGENCY. The Industrial Development and Revolving Loan  
70 Agency shall have the following powers:  
71

72 (1) To grant financial aid and assistance to any industrial development  
73 project, which financial aid may be loans, contracts of sale, and purchase,  
74 leases, and such other transactions as are determined by the Agency.  
75

76 (2) Within the boundaries of the County, to acquire by purchase, lease, or  
77 otherwise any real or personal property, or any interest therein, or  
78 mortgage or other lien thereon; to hold, improve, clear, and redevelop any  
79 such property; to sell, assign, lease, subdivide, and make the property  
80 available for industrial use, and to mortgage or otherwise encumber the  
81 property. The Agency may only exercise the powers set forth in this  
82 Subparagraph (2) for industrial or manufacturing enterprises established  
83 or to be established by the Agency.  
84

85 (3) To borrow money and to execute notes, bonds, debentures, and other  
86 forms of indebtedness; to apply for and accept advances, loans, grants,  
87 and contributions and other forms of financial assistance from the federal,  
88 state, or County government and from municipalities and other public  
89 bodies and from industrial and other sources; to give such security as is  
90 required by way of mortgage, lien, pledge, or other encumbrance but any  
91 obligations for the payment of money shall be issued by the Agency only  
92 after approval in such manner as is determined by the Sheboygan County  
93 Board.  
94

95 (4) To loan money for such period of time and at an interest rate that is  
96 determined by the Agency and to be secured by mortgage, pledge, or  
97 other lien or encumbrance on the industrial development project for which  
98 the loan was made or in other appropriate manner, which mortgage or  
99 other lien may be subordinate to a mortgage or other lien securing the  
100 obligations representing funds secured from independent sources which  
101 are used in the financing of the industrial development project and which

102 mortgage or other lien and the indebtedness secured thereby may be  
103 sold, assigned, pledged, or hypothecated.

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105 (5) To enter into any contracts considered necessary or helpful and in  
106 general have and exercise all such other and further authority as is  
107 required or necessary in order to effectuate the purposes of this Chapter.

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109 8.04 EXAMINATION AND AUDIT. The accounts and books of the Agency, including  
110 its receipts, disbursements, contracts, mortgages, investments, and other  
111 matters relating to its finances, operation, and affairs shall be examined and  
112 audited annually by an independent certified public accountant designated by the  
113 Sheboygan County Board.

114  
115 8.05 MEMBERS AND DIRECTORS.

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117 (1) There shall be two (2) classes of members and two (2) classes of  
118 directors: County members and directors and public members and  
119 directors as designated in the articles of incorporation of the Agency. The  
120 County members and directors shall at all times constitute not less than a  
121 majority of the total authorized members and directors.

122  
123 (2) The County members and directors shall be the Chairperson of the  
124 County Board, the Vice Chairperson of the County Board, the  
125 Chairperson of the Finance Committee, the Corporation Counsel, and the  
126 County Finance Director, and the County Treasurer by virtue of their  
127 offices.

128  
129 (3) The County Administrator shall appoint the public members and directors  
130 subject to confirmation of the County Board of Supervisors.

131  
132 8.07 ARTICLES OF INCORPORATION. The articles of incorporation on file in the  
133 County Clerk's Office as of \_\_\_\_\_, 2020, are hereby approved, and the  
134 County Board Chairperson, Chairperson of the Finance Committee, and

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Corporation Counsel are authorized to sign and acknowledge said articles. Any amendments to the articles may be made by the Executive Committee.

8.08 BYLAWS. The bylaws on file in the County Clerk's Office as of \_\_\_\_\_, 2020, are hereby approved. Any amendments to the bylaws may be made by the Executive Committee.

8.09 DISSOLUTION. The Agency may be dissolved and its corporate authority terminated upon resolution adopted by the majority of the Sheboygan County Board. Upon dissolution, all net assets of the Agency shall be paid to the County.

Section 2. **Effective Date.** The herein Ordinance shall take effect upon enactment.

Respectfully submitted this 18th day of February, 2020.

**EXECUTIVE COMMITTEE**

\_\_\_\_\_  
Thomas Wegner, Chairperson

\_\_\_\_\_  
Vernon Koch, Vice-Chairperson

\_\_\_\_\_  
William C. Goehring, Secretary

\_\_\_\_\_  
Edward J. Procek

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Robert Ziegelbauer

Opposed to Introduction:  
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**EXECUTIVE COMMITTEE**

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Thomas Wegner, Chairperson

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Vernon Koch, Vice-Chairperson

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William C. Goehring, Secretary

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Edward J. Procek

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Robert Ziegelbauer

Opposed to Introduction:

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Countersigned by:

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Thomas Wegner, Chairperson

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January 27, 2020, draft

**ARTICLES OF INCORPORATION**  
**OF**  
**SHEBOYGAN COUNTY INDUSTRIAL DEVELOPMENT**  
**AND REVOLVING LOAN AGENCY, INC.**

The undersigned incorporators hereby adopt the following Articles of Incorporation for the purpose of forming an Economic and Industrial Development Agency pursuant to Wis. Stat. § 59.57 ("the Agency"). The Agency is a public instrumentality created under the Wisconsin Industrial Development law and organized in accordance with the requirements of Wis. Stat. ch. 181 to the extent said Chapter is not inconsistent with Wis. Stat. § 59.57(2).

**ARTICLE I**  
**NAME**

The name of the Agency is **Sheboygan County Industrial Development and Revolving Loan Agency, Inc.**

**ARTICLE II**  
**CLASSES OF MEMBERS AND DIRECTORS**

There shall be two (2) classes of members and directors of the Agency: County members and directors and public members and directors. There shall be not more than six (6) County members and directors and not more than three (3) public members and directors.

**ARTICLE III**  
**REGISTERED OFFICE; REGISTERED AGENT; PRINCIPAL OFFICE**

The street address of the Agency's initial registered office is **2124 Kohler Memorial Drive – Suite 310, Sheboygan, WI 53081-3174**. The name of the Agency's initial registered agent at this address is **Crystal H. Fieber**. The principal office of the Agency is 508 New York Avenue, Sheboygan, WI 53081-4216.

**ARTICLE IV**  
**EXECUTIVE COMMITTEE APPROVAL**

Pursuant to Wis. Stat. § 181.1030, any amendment to the Articles of Incorporation or bylaws shall be approved in writing by the Executive Committee of the Sheboygan County Board.

**ARTICLE V**  
**INCORPORATORS**

The incorporators of the Agency are:

**Mr. Thomas Wegner**  
Sheboygan County Board Chairperson  
508 New York Avenue  
Sheboygan, WI 53081-4126

**Mr. William Goehring**  
Finance Committee Chairperson  
508 New York Avenue  
Sheboygan, WI 53081-4126

**Attorney Crystal H. Fieber**  
Corporation Counsel  
2124 Kohler Memorial Drive – Suite 310  
Sheboygan, WI 53081-3174

Dated: February \_\_\_\_\_, 2020.

\_\_\_\_\_  
Thomas Wegner, Incorporator

\_\_\_\_\_  
William Goehring, Incorporator

\_\_\_\_\_  
Crystal H. Fieber, Incorporator

This document was drafted by:

Attorney Crystal H. Fieber  
HOPP NEUMANN HUMKE LLP  
2124 Kohler Memorial Drive – Suite 310  
Sheboygan, WI 53081-3174

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**BYLAWS  
OF  
SHEBOYGAN COUNTY INDUSTRIAL DEVELOPMENT  
AND REVOLVING LOAN AGENCY, INC.,  
a Wisconsin Corporation**

(Adopted [*date*])

I. **NAME.** The name of the Corporation shall be Sheboygan County Industrial Development and Revolving Loan Agency, Inc.

II. **PURPOSE.** The purpose of the Corporation shall be to carry out a revolving loan fund program for Sheboygan County and other purposes approved by the members and directors and authorized by Wis. Stat. ch. 181 and Wis. Stat. § 59.57.

III. **MEMBERS AND DIRECTORS.** There shall be two (2) classes of members and directors: County members and directors and public members and directors.

A. **County Members.** There shall be six (6) County members who shall also serve as directors and which shall consist of the Chairperson of the County Board, the Vice Chairperson of the County Board, the Chairperson of the Finance Committee, the Corporation Counsel, the County Treasurer, and the Director of the Finance Department by virtue of their offices. County members and directors shall have all privileges of members and directors and shall each be entitled to one (1) vote on any matter requiring a vote. Proxy voting shall not be permitted. At all times the County members and directors shall constitute not less than a majority of the total authorized members or directors.

B. **Public Members and Directors.** There shall be no more than three (3) public members who shall also serve as directors. Public members and directors shall be other interested persons whose applications for membership have been approved by the County Administrator. Public members and directors shall have all privileges of members and directors and shall each be entitled to one (1) vote on any matter requiring a vote. Proxy voting shall not be permitted. Public members shall be designated by the County Administrator after conferring with the

County Board Chairperson, subject to confirmation of the County Board pursuant to Wis. Stat. §§ 59.57(2)4 and 59.18(2)(c).

**C. Meetings of Members and Directors.**

1. **Annual Meeting.** In each calendar year, an annual meeting of the members and directors shall be held during the month of May. The Board of Directors shall give at least thirty (30) days written notice of an annual meeting to each member and director at the e-mail address shown in the records of the Corporation. It shall be the responsibility of each member and director to inform the Corporation of any change in e-mail address.

2. **Regular Board of Directors' Meetings.** At the annual meeting, the Board shall set a schedule of regular Board meetings for the period until the next annual meeting. A single written notice of regular Board meetings will be given to all directors within ten (10) days following the annual meeting. No further notice of regular directors' meetings shall be required. In the alternative, the Board may forego scheduling regular Board meetings and may meet by special meeting throughout the year.

3. **Special Meetings.** Special meetings of members or directors may be called by the President, by a majority of the Board of Directors, or by a written request signed by fifty percent (50%) of the members. Special meetings shall be on five (5) days' written notice which shall describe generally the business to be transacted at the meeting.

4. **Place of Meetings.** All meetings of members and directors shall be held within the State of Wisconsin.

5. **Voting.** Voting shall be by voting members and directors present at a meeting. Proxy voting shall not be allowed.



6. **Procedure.** Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds (2/3) vote of members and directors present and voting.

7. **Alternate Voting Procedures.** Acting by unanimous consent or conducting meetings telephonically shall be permitted to the extent and under the conditions permitted by law.

8. **Open Meetings Laws.** Meetings shall be subject to Wisconsin Open Meetings Laws pursuant to Wis. Stat. §§ 19.31 through 19.39.

D. **Powers of Members and Directors.** Members and directors shall be granted the authority to manage the Corporation to the extent provided by Wisconsin law.

E. **Term.** The term of each member and director shall be three (3) years, except those members and directors holding the position by virtue of their office or position shall remain as a member and director for so long as may hold such office or position. Any member appointed by the County Administrator may be removed at the pleasure of the County Administrator without approval of the County Board.

F. **Compensation.** Members and directors shall receive no compensation but shall be entitled to reimbursement for out-of-pocket expenses as approved by the Board of Directors.

G. **Indemnification.** Members and directors shall be entitled to indemnification for actions as members or directors to the extent permitted by Wisconsin law and subject to the limitations set forth in Wis. Stat. §§ 345.05, 893.80, 895.52, and other governmental immunities and defenses.

H. **Committees.** The Board of Directors may establish any standing or special committees as it deems appropriate provided that said committees may not exercise the powers of the Board.

IV. **OFFICERS.**

A. **In General.** The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer.

B. **Duties.** The duties of each office shall include but not be limited to duties prescribed by Wis. Stat. ch. 181 and those additional duties set forth below. The President may assign additional duties to any officer as the President deems appropriate.

1. **President.** The President shall be the Chairperson of the County Board and shall generally manage the day-to-day operations of the Corporation subject to the direction of the Board of Directors. The President shall preside at all meetings of the Board of Directors and members.

2. **Vice President.** The Vice President shall be the Finance Committee Chairperson and shall exercise the duties of the President in the absence or incapacity of the President. If the President should die, resign, or be removed from office, the Vice President shall succeed to the office of the President until such time as a new County Board Chairperson is elected by the County Board.

3. **Secretary.** The Corporation Counsel, or his or her designee, shall serve as Secretary and shall maintain all records of the Corporation and shall prepare minutes of all meetings of the Board of Directors and members.

4. **Treasurer.** The Finance Director of Sheboygan County shall serve as the Treasurer. The Treasurer shall have custody of the funds

of the Corporation and shall maintain all financial records of the Corporation. The Treasurer shall report to the President, Board of Directors, and members on the financial status of the Corporation.

**V. DISSOLUTION.** The Corporation shall be subject to dissolution, and its corporate authority terminated upon resolution adopted by a majority of the Sheboygan County Board, whereupon the members shall immediately proceed to dissolve the Corporation, wind up its affairs, and distribute its remaining assets as provided in Wis. Stat. § 59.57(2)(e)4 (2017-18).

**VI. MISCELLANEOUS.**

**A. Fiscal Year.** The fiscal year of the Corporation shall end on December 31.

**B. Powers.** In addition to any other powers provided herein or by law, the Board of Directors may authorize one (1) or more officers of the Corporation to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the Corporation, make or obtain loans, and sell, assign, or pledge securities, subject to any County Board approval required under Wis. Stat. § 59.57(f).

**C. Notice.** Whenever these Bylaws require written notice to members and directors, such notice shall be e-mailed to each member and director at the e-mail address on file in the records of the Corporation. Each member and director shall be responsible for advising the Corporation of his or her current e-mail address. In all cases, notice shall be deemed given on the date of e-mailing.

**D. Code of Ethics.** The members and directors are subject to the conflict of interest and code of ethics requirements of Chapter 1 of the Sheboygan County Code.

**E. Revolving Loan Fund Guidelines.** The members and directors shall establish and approve revolving loan fund guidelines, subject to confirmation of the

Executive Committee of the Sheboygan County Board, for loans of the Corporation made in furtherance of industrial development projects.

**VII. AMENDMENT.** These Bylaws may be amended by a vote of two-thirds (2/3) of the members and directors of the Corporation present and voting at a meeting duly called for such purpose, subject to approval of the Executive Committee of the Sheboygan County Board. Written notice of the meeting, including the text of the proposed Bylaw amendment, must be given to each member and director at least ten (10) days prior to the date of the meeting.

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