

**AMENDED AND RESTATED BYLAWS OF
BLACKHAWK TECHNICAL COLLEGE FOUNDATION, INC.**

(Adopted by the Board of Directors on May 10, 2021)

PREAMBLE

The following Amended and Restated Bylaws (these “Bylaws”) shall be subject to, and governed by, the Wisconsin Nonstock Corporation Law (the “WNCL”) and the Articles of Incorporation, as amended and restated from time to time (the “Articles of Incorporation”), of Blackhawk Technical College Foundation, Inc. In the event of a conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the WNCL, said WNCL shall be the prevailing controlling law. In the event of a conflict between the provisions of these Bylaws and the Articles of Incorporation, it shall then be the Articles of Incorporation which shall be controlling.

ARTICLE 1 - NAME

The legal name of the corporation shall be Blackhawk Technical College Foundation, Inc. (the “Organization”).

ARTICLE 2 - OFFICES

The principal office of the Organization shall be located at 6004 S. County Road G, Janesville, Wisconsin 53546. The Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time.

ARTICLE 3 - BOARD OF DIRECTORS

General Powers and Responsibilities

The Organization shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the WNCL. The Board shall establish policies and directives governing the business and programs of the Organization and shall delegate to the Foundation Director and Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number, Tenure, and Qualifications

The number of directors shall be no more than 30, but no fewer than 6. A Board member need not be a resident of the State of Wisconsin. Each director shall hold office until

his/her successor is elected or appointed.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, with the exception of voting power, as the other directors.

Board Compensation

Unless otherwise determined by resolution of the Board, directors shall not receive compensation for their services as directors; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Organization in any other capacity and receiving reasonable compensation therefor, so long as the director complies with applicable law, the conflict of interest procedures herein, and any policies adopted by the Board of Directors. Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Board Elections

The Governance Committee shall present nomination for new and renewing Board members annually. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a majority vote of those Board members at a Board meeting at which a quorum is present.

Term of Board

All appointments to the Board shall be for a term of 3 years.

Vacancies

A vacancy on the Board of Directors will exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty to the Organization, or has missed one (1) unexcused consecutive meeting of the Board of Directors, or a total of one (1) unexcused meeting of the Board during any one calendar year. For purposes of clarification, the Foundation Director shall have the authority to determine whether an absence is excused or unexcused;
- c) An increase in the authorized number of directors; or

- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

Any vacancy on the Board may be filled by vote of a majority of the directors then in office, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President of the Board or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof. The acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of then-serving Board members.

Meetings

The Board shall hold regularly scheduled meetings agreed upon by the Board, but no less than three (3) times per year, with the dates of those meetings approved by the Board annually. Those meetings shall take place either within or without the State of Wisconsin, as the Board may designate by resolution and notice to its members.

The President of the Board or two (2) regular Board members may call a special meeting of the Board with two (2) days written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Secretary shall perform, or cause to be performed and oversee the performance of, the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as secretary at the meeting. The Secretary, or the individual appointed to act as secretary, shall prepare or cause to be prepared the minutes of the meetings, which shall be delivered to the Organization to be placed in the minute books. A copy of the minutes shall be delivered

to each Board member via either regular mail, hand delivered, emailed, or faxed within five (5) business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Board members then in office. Such consent shall be placed in the minute book of the Organization and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures shall be effective as original signatures.

Quorum

Except as otherwise provided in the WNCL, the Articles of Incorporation, or these Bylaws, a quorum shall consist of a majority of the directors in office immediately before a meeting begins. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board members or Board Committee members and present at a meeting in which there is a quorum shall be the act of the Board or Board Committee, as the case may be, unless otherwise provided by the Articles of Incorporation, these Bylaws, or the WNCL. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present.

Methods of Conducting Meeting

Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board by, or conduct the meeting through the use of, any means of communication by which any of the following occurs: (1) All participating directors may simultaneously hear or read each other's communications during the meeting; or (2) All communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

Voting

Each Board member shall only have one vote. Remote voting is allowed, either by phone or electronic means (as described in "Methods of Conducting Meeting" above).

Proxy

Board members shall not be allowed to vote by proxy.

Board Member Attendance

Each director must attend no less than two-thirds of all Board meetings during a one-year

period commencing June 1 of each year and ending May 31 of the following year. The President shall be authorized to excuse, for just cause, the attendance at a meeting, if a request for such excuse shall be made by the individual director prior to the time of the scheduled meeting, and all excused absences shall not be counted in computation of the attendance requirement.

ARTICLE 4 - OFFICERS

Officers and Duties

The Board of Directors shall elect a President, Vice President, a Secretary, a Treasurer, and such other officers as the Board may designate by resolution; provided, however, that all officers must be selected from among the members of the Board of Directors. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. In addition to the duties described in this Article 4, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, the Articles of Incorporation, or these Bylaws, subject to control of the Board of Directors. In addition, the officers shall perform any other such additional duties which the Board of Directors may assign to them, in the Board's discretion.

The officers will be selected by the Board, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment with the Organization. Any officer may be removed with or without cause by the Board. All officers shall have the right to resign at any time by providing notice in writing to the President or Secretary of the Organization. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled by the Board of Directors for the unexpired portion of the term.

President

It shall be the responsibility of the President, in general, to supervise the conduct of all activities and operations of the Organization, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to speak for or otherwise represent the Organization between meetings of the Board.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary, or his/her designee: (1) shall be the custodian of all records and documents of the Organization, which are required to be kept at the principal office of the Organization; (2) shall act as secretary at all meetings of the Board of Directors; (3) shall keep the minutes of all such meetings on file in hard copy or electronic format; and (4) shall keep records of all committee meetings. The Secretary shall see that the giving and serving of all notices of the Organization is conducted appropriately and that the seal of the Organization, if any, is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of these Bylaws.

Treasurer

It shall be the responsibility of the Treasurer to oversee maintenance of adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer, or his/her designee, shall give the Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office.

ARTICLE 5 - COMMITTEES

General

Committees of the Board of Directors shall be standing and special. Standing committees shall be the Executive Committee, Finance Committee, Membership Committee, and Scholarship/Endowment Policies Committee. All chairpersons shall be appointed by the President and confirmed by the Board of Directors, and shall serve a one (1) year term of appointment.

Appointments

Appointments to all committees and designation of the chairperson of each shall be made by the President within ten (10) days after each annual meeting, but each such appointment shall be subject to confirmation of the Board of Directors at its first meeting thereafter. For purposes of

clarification, a committee member's term shall not start until his or her appointment is confirmed by the Board.

Special Committees

Special committees may be appointed by the President, with the concurrence of the Board of Directors, for such special tasks as circumstances warrant, to limit such activities to the accomplishment of the assignment for which created and appointed, and shall have no power to act except within the limits of the assignment made by the Board of Directors.

Executive Committee

The Executive Committee shall consist of the officers of the Organization and the chairpersons of the standing committees so long as such chairpersons are directors, and shall have the power to transact all regular business of the Organization during the interim between meetings of the Board of Directors, provided (1) that any action taken shall not conflict with the policies and expressed wishes of the Board of Directors, and that it shall refer all matters of major importance to the Board of Directors at its next regular meeting, or for a special meeting called by the manner provided in these Bylaws; and (2) that the Executive Committee may not elect officers or fill vacancies on the Board of Directors or any committee of the Board.

Finance Committee

The Finance Committee shall be charged with overseeing policies and initiatives dealing with the Organization's annual audit, investment policies and procedures, financial filing procedures and regulations, and any other finance-related issues with which the Organization may be involved or may encounter. The Finance Committee shall be a committee of the Board, and its members shall be selected from among the Board of Directors of the Organization.

Scholarship Committee

The Scholarship Committee shall be responsible for the process and procedures related to the selection of scholarship/grant recipients, including the review of applications submitted to the Organization for consideration. The Scholarship shall be an advisory committee and shall make recommendations to the Board of Directors with respect to scholarship recipients.

ARTICLE 6 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information,

opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Organization whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 6 - Standard of Care or as provided by applicable law, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director of the Organization.

Loans

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Wisconsin Attorney General; provided, however, that the Organization may advance money to a director or officer of the Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

No persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation

paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose

actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

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

Acknowledgement of Conflict of Interest Policy

Each director, principal officer, and member of a committee with Board delegated powers shall periodically be required to sign a statement which affirms that such person:

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

Violation of Loyalty - Self Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Organization and one or more of its directors, or between this Organization and any corporation, firm, or association in which one or more of the directors has a material financial interest ("Interested Director"), or (ii) between this Organization and a corporation, firm, or association of which one or more of

its directors are directors of this Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves, or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Board in good faith;
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee, as the case may be, authorizes, approves, or ratifies the self-dealing contract in good faith- without counting the vote of the interest Director(s)-and the contract is just and reasonable as to the Organization at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contractor transaction as provided for and contained in this section.

Indemnification

The Organization shall, to the fullest extent permitted or required by sections 181.0871 to 181.0889, inclusive, of the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Organization to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Organization. The Organization may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, Board resolution, the WNCL, or otherwise. All capitalized terms used in this Indemnification section of these Bylaws and not otherwise defined herein shall have the meaning set forth in section 181.0871 of the WNCL.

The Organization may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under the preceding paragraph by (a) purchasing insurance on behalf of any one or more of such Directors, Officers, employees, or agents, whether or not the Organization would be obligated to

indemnify or advance Expenses to such Directors, Officers, employees, or agents under the preceding paragraph, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Notwithstanding anything to the contrary in the preceding two paragraphs, no payment shall be made by the Organization if such payment would give rise to a penalty excise tax under the applicable section of chapter 42 of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE 7 - EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other organization instruments or documents, memberships in other organizations, and certificates of shares of stock owned by the Organization shall be executed, signed, and/or endorsed by the President, with any other proper officer of the Organization authorized by the Board of Directors.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors.

Without the express and specific authorization of the Board, no officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

ARTICLE 8 - RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and these Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form.

Upon leaving office, each officer, employee, or agent of the Organization shall turn over to his or her successor, or the President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization and each of its subsidiary organizations (if any). The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Organization shall make these financial statements available to the Wisconsin Attorney General and members of the public in a timely manner, consistent with federal and state law.

Reports

The Board shall ensure an annual report is sent to all directors of the Organization prior to submission

to applicable federal and state agencies, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of the Organization at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year.
- d) The information required to be disclosed by Wisconsin or federal law concerning certain transactions.

ARTICLE 9 - FISCAL YEAR

The fiscal year for this Organization shall end on June 30.

ARTICLE 10 - AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by the vote of a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

ARTICLE 11 - ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter an organization seal (if any). The seal shall be kept at the principal office of the Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 12- CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the WNCL, as amended from time to time, shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and the term “person” includes an Organization as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.