

***BYLAWS
OF
DOOR COUNTY LEARNING IN RETIREMENT, INC.***

Table of Contents

	<u>Page</u>
Article I	
OFFICES.....	1
Article II	
PURPOSE OF THE CORPORATION.....	1
Article III	
DISTRIBUTION FROM CORPORATION	1
Article IV	
POWERS OF BOARD OF DIRECTORS	2
Article V	
MEMBERSHIP.....	3
5.1 The Corporation shall have Members.	3
Article VI	
Dues	3
6.1	3
6.2	3
Article VII	
BOARD OF DIRECTORS	3
7.1 Current Board of Directors.	3
7.2 Number, Tenure and Election.	3
7.3 Amendments.	4
7.4 Regular Meetings.	4
7.5 Special Meetings.	4
7.6 Notice.	4
7.7 Quorum.	4
7.8 Manner of Acting.	4
7.9 Vacancies.	5
7.10 Compensation.	5
7.11 Informal Action by Directors.	5
7.12 Resignation.	5
7.13 Removal of Director	5
7.14 Conflict of Interest.	5
7.15 Electronic Participation.	5
7.16 Conduct of Business	
Article VIII	
SPONSORSHIP	6
8.1	6
Article IX	
OFFICERS	6
9.1 Officers.	6
9.2 Election and Term of Office.	6
9.3 Removal.	7
9.4 Vacancies.	7

Table of Contents
(continued)

	<u>Page</u>
9.5 <i>President.</i>	7
9.6 <i>Vice President.</i>	7
9.7 <i>Treasurer.</i>	7
9.8 <i>Secretary.</i>	7
Article X	
COMMITTEES.....	8
10.1 <i>Committees in General.</i>	8
10.2 <i>Specific Committees.</i>	8
10.3 <i>Ad Hoc Committee(s).</i>	10
10.4 <i>Term of Office.</i>	Error! Bookmark not defined.
10.5 <i>Chairman.</i>	10
10.6 <i>Vacancies.</i>	10
10.7 <i>Quorum.</i>	10
10.8 <i>Rules.</i>	10
Article XI	
CONTRACTS, CHECKS, DEPOSITS AND FUNDS.....	10
11.1 <i>Contracts.</i>	10
11.2 <i>Checks, Drafts, Etc.</i>	10
11.3 <i>Deposits.</i>	11
11.4 <i>Gifts.</i>	11
Article XII	
BOOKS AND RECORDS	11
Article XIII	
INCONSISTENT GIFTS	11
Article XIV	
BOND	11
Article XV	
INDEMNIFICATION	11
Article XVI	
AMENDMENTS OF ARTICLES OF INCORPORATION AND/OR BYLAWS.....	11
Article XVII	
DISSOLUTION OF DOOR COUNTY LEARNING IN RETIREMENT, INC.....	12
Article XVIII	
MISCELLANEOUS	12
Article XIX	
FISCAL YEAR.....	12
19.1 <i>Fiscal Year.</i>	12
19.2 <i>Annual Meeting.</i>	12
Article XX	
SEAL.....	12
Article XXI	
WAIVER OF NOTICE.....	12

**BYLAWS
OF
DOOR COUNTY LEARNING IN RETIREMENT, INC.**

**ARTICLE I
OFFICES**

The principal office of the Corporation in the State of Wisconsin shall be located in the City of Sturgeon Bay, County of Door. The Corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

**ARTICLE II
PURPOSE OF THE CORPORATION**

Door County Learning and Retirement, Inc. is a nonprofit corporation under Chapter 181 of the Wisconsin Statutes and is further defined under Section 501H of the Internal Revenue Code of 1986. The Corporation is organized and operated for any lawful purpose which shall include specifically, but not by way of limitation, to create ongoing peer-led non-credit courses determined by peer interests, to enrich leisure activities, advance knowledge, appreciate the arts and address senior issues. The Corporation is dedicated to facilitating quality lifelong learning in an open, ongoing forum for retired or semi-retired adults in Northeastern Wisconsin.

The Corporation, alone or in cooperation with other persons or organizations, may do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the Corporation.

Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation which is tax exempt or by a corporation, contributions to which are deductible from taxable income, to the extent allowable by the provisions of the Internal Revenue Code and other applicable legislation and regulations as they now exist or may hereafter be amended.

All of the assets of the Corporation shall be held by and administered by the Board of Directors hereof for exclusively educational purposes.

**ARTICLE III
DISTRIBUTION FROM CORPORATION**

The Board of Directors, in its discretion, by a majority vote, may make such distributions from the Corporation as it deems appropriate for the purposes as specified above. All such distributions shall be made from the principal, income and/or accumulated income of the Corporation and shall be documented in the Board Minutes. The President, Secretary and

Treasurer shall have the authority to execute such distributions as authorized by the Board of Directors.

ARTICLE IV
POWERS OF BOARD OF DIRECTORS

The Board of Directors is hereby authorized, subject to the terms of any contribution made for a special purpose, as follows:

- (a) To sell or otherwise dispose of any property, real or personal, at such times and upon such terms as it may deem advisable; or to retain any property, whether or not the same is diversified or is qualified by law for fiduciary investment;
- (b) To invest and reinvest principal and accumulated income, if any, in such common stocks, preferred stocks, bonds or any other securities and other property, real or personal, including interests in investment trusts and common trust funds, as it may deem advisable, whether or not any such property is qualified by law for fiduciary investment;
- (c) To hold cash uninvested, and to hold property which is not productive of income, as it may deem advisable;
- (d) To make distributions wholly or partly in cash or in kind;
- (e) With respect to any security held by it, to vote in person or by proxy; to consent to or to dissent from any plan proposed by the issuer of such security for consolidation, merger, reorganization, recapitalization or liquidation, or other plan; and to exercise (by subscription, purchase, conversion or otherwise) or to sell or to waive any rights, warrants, options or privileges which may be issued to it;
- (f) To register, transfer or hold any stocks, bonds or other securities in its name or in bearer form or in the name or names of any other person or persons or nominee chosen by it, but with full responsibility in its fiduciary capacity;
- (g) To compromise claims made by or against it;
- (h) To employ or retain such accountants, legal counsel and other agents and advisors as it may deem advisable and to delegate authority thereto;
- (i) To consider all dividends, whether payable in stock, cash or otherwise, as principal or income or partly as principal and partly as income; and
- (j) To hold, invest and reinvest all the property of the Corporation as a unit, except as to such property transferred to the Corporation on the express condition that it be held or used for a special purpose and such property may be held, invested and reinvested separately provided that such special purposes are within the general purpose of the Corporation as created.

**ARTICLE V
MEMBERSHIP**

5.1 ***The Corporation shall have Members.*** The membership shall be open to all retired and semi-retired adults who have a commitment to learning and participating in the program. Memberships shall be requested on an approved form **(paper or via organization’s on-line registration platform) and** accompanied by the required membership dues. Full-year membership will be for one (1) year beginning September 1 and ending August 31 of the following year. (Second semester only memberships shall be available at a reduced fee to be established by the Board of Directors.)

**ARTICLE VI
DUES**

6.1 Dues are recommended by the Finance Committee and set by the Board of Directors.

6.2 Should the Corporation cease to exist, any remaining funds will be transferred to Northeast Wisconsin Technical College Educational Foundation Door County Learning In Retirement Scholarship.

**ARTICLE VII
BOARD OF DIRECTORS**

7.1 ***Current Board of Directors.*** The current Board of Directors as of the date of adoption of these Bylaws is as follows:

Mike Orlock, President
Mike Egan, Vice President
Renée Bauernfeind, Secretary
Judy Jaeschke, Treasurer
John Beck, Member-at-Large
Earlene Lutzke, Member-at-Large
George Roenning, Member-at-Large

7.2 ***Number, Tenure and Election.*** The Board of Directors shall not be less than three (3) and no more than 10 (ten) and shall include the Manager of Northeast Wisconsin Technical College-Sturgeon Bay Campus or his/her designee to serve as a representative for Northeast Wisconsin Technical College-Sturgeon Bay Campus. The term for Directors shall be for 3 years. After the initial term period is up, each Director may serve one additional term.

Candidates must be selected from the Door County Learning In Retirement, Inc. members. Directors shall be elected by majority vote according to 10.2 (b) Nomination and Election Committee.

7.3 Amendments. The Board of Directors shall, subject to the provisions of Article VIII below, have the power to amend the Articles of Incorporation and/or Bylaws provided that no such amendment shall change the general purposes hereof.

7.4 Regular Meetings. A regular monthly meeting of the Board of Directors and Steering Committee shall be held without other notice than this Bylaw at the registered office or at such other place as shall be determined by the Board of Directors. **It shall be held** on the third Thursday of each month or at such other time as the Board of Directors may determine. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. **Attendance at meetings by means of a virtual platform shall constitute legal attendance for purposes of quorums and voting.**

7.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Vice President, Secretary or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meetings of the Board called by them.

7.6 Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, electronic mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

7.7 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

7.8 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors,

unless the act of a greater number is required by law or by these Bylaws. Though a Quorum may be present at a meeting the expenditure of funds in excess of Five Thousand Dollars (\$5,000.00) shall require a majority vote of the entire Board of Directors.

7.9 Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

7.10 Compensation. The Directors as such shall not receive any stated salaries for their services.

7.11 Informal Action by Directors. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. **Virtual or electronic signatures shall be deemed acceptable.**

7.12 Resignation. A Director may resign at any time by giving written notice to the Corporation, addressed to the President or Secretary. Such resignation shall take effect at the time specified therein. Acceptance of a resignation shall not be necessary to make it effective.

7.13 Removal of Director. At a duly called meeting of the Board of Directors at which a Quorum is present, the Directors may, by two-thirds (2/3) majority vote of the entire Board of Directors, ~~remove with or without cause any Director from office.~~

7.14 Conflict of Interest. A director having a conflict of interest or conflict of responsibility involving the Corporation and any other business entity or person shall refrain from voting on such a matter. No director shall use his position as a director of the Corporation for his own direct or indirect financial gain. In the absence of fraud, no contract or transaction between the Corporation and its directors or any other corporation or entity in which such director is a director or officer, or is financially interested, shall be void or voidable for this reason alone or by reason that the director was present at a meeting of the Board of Directors, or a committee thereof, which approved such contract or transaction; provided, that the fact of such common directorship, officer ship or financial or other interest is disclosed or known to the Board of Directors or committee and that the Board of Directors or committee approves such transaction or contract by a vote sufficient for such purpose without the vote of such interested director. Such interested director may, however, be counted in determining the presence of a Quorum at such a meeting.

7.15 Electronic Participation. Members of the Board of Directors shall be allowed to participate in the meetings of the Board of Directors through any

means of communication including electronic means by which all participating directors may simultaneously hear each other during the meeting or 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. **Attendance by means of virtual electronic platforms shall constitute legal attendance for conducting corporate business.**

7.16 Conduct of Business. Meetings of the Board of Directors shall be conducted according to generally accepted parliamentary procedure. Where conflict or question arises regarding procedure, the Board accepts the Standard Code of Parliamentary Procedure, 4th edition, herein referred to as “Sturgis”, as its sole resource. In case of conflict between Sturgis and the Bylaws, the Bylaws shall prevail.

ARTICLE VIII SPONSORSHIP

8.1 The Corporation shall collaborate with the Northeast Wisconsin Technical College-Sturgeon Bay Campus. Any goals and policies of the Corporation shall not be in conflict with, extend, or replace any policies of Northeast Wisconsin Technical College. **The Memorandum of Understanding which is currently in effect between the corporation and the Northeast Wisconsin Technical College shall be the basis for any such consideration.**

ARTICLE IX OFFICERS

9.1 Officers. The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

9.2 Election and Term of Office. The officers of the Corporation shall be determined every year at a special meeting of the upcoming Board of Directors. Such meeting shall be held within a week after the annual meeting of the membership. Each Officer shall serve a term of one (1) year. Each officer shall hold office July 1 of the current year to June 30 of the following year. Officers may serve no more than two successive terms. **The Board may, because of extenuating circumstances, extend the term of an officer as required.**

9.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by a two-thirds (2/3) majority vote of the entire Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment shall not, of itself, create contract rights.

9.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

9.5 President. The President shall be the principal executive officer of the Corporation and shall be general supervisor and control all of the business and affairs of the Corporation. He/She shall preside at all meetings of the members and of the Board of Directors. He/She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and, in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

9.6 Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

9.7 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the initial faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with Northeast Wisconsin Technical College and/or the provisions of Article VIII of these Bylaws; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

9.8 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post

office address of each member which shall be furnished to the Secretary by such member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

ARTICLE X COMMITTEES

10.1 Committees in General. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which may consist of one (1) or more Directors and others from the membership to meet the needs of the given committee. Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

10.2 Specific Committees.

(a) **Steering Committee.** The Steering Committee plays an advisory role and is established in June of each year. It consists of Curriculum Chairperson, Social Chairperson, Volunteer Chairperson, **Membership Chairperson**, Administrative Assistants and Past President. Each Steering Committee Member shall serve from July 1 of the current year to June 30 of the following year. They shall give committee updates at the monthly Board of Directors meetings.

(b) **Nomination and Election Committee.** The Nomination and Election Committee, established by January of each year, will be an ad-hoc committee consisting of three (3) members appointed by the president to propose a slate of nominees for the annual election. Members of this nominating committee may not be up for election or re-election to the Board of Directors but may serve on other standing committees. The membership of this committee should consist of at least one (1) current Board member and one (1) non-Board member from general membership. None of the committee members would have served on this committee in the last three elections. This committee

will be responsible for the election process (from the initiation of the process through ballot count and announcement of election results.).

(i) Ballots will be mailed out to the entire membership at least three (3) weeks before the Annual Meeting. **Ballots shall be in paper form or a credible secure electronic format. The formats offered are at the discretion of the Board of Directors.**

(ii) The slate of candidates on the ballot will consist of names submitted by the Nomination Committee and approved by the Board, with space provided for write-in candidates.

(iii) Completed ballots, **paper or electronic**, must be received by five (5) business days before the annual meeting.

(iv) Returned ballots will be held in a secured location.

(v) The Nomination Committee will count the ballots prior to the annual meeting of members in May and announce the results at that meeting.

(c) *Standing Committees.*

(i) There will be ~~four~~ **five** standing committees of the Corporation: Finance, Curriculum, **Membership**, Volunteer and Social

(ii) Each standing committee will consist of a chairperson and members from the membership.

(iii) Chairpersons of the standing committees will be appointed by the existing Board of Directors and will assume their duties at the end of the term of their predecessor. **One Chairperson of each Standing Committee shall have a vote at Board Meetings.**

(iv) Chairpersons of **each Standing Committee** will be responsible for designating the membership of their respective committee.

(v) The President is an ex-officio voting member of all standing committees.

(vi) Chairpersons will have terms of ~~one (1)~~ **two (2)** years, ~~and will serve no more than two (2) consecutive terms. The individual is able to serve again as chairperson after a period of one (1) year has elapsed since they last served.~~ **Extension of that term will be by mutual agreement between the Board of Directors and the individual Chairpersons.**

(vii) ~~Vacancies during the year may be filled by appointment by the Chairperson.~~ Vacancy of a Chairperson will be filled by the President with the approval of the Board of Directors.

(viii) Committees shall have the authority to spend funds within the previously approved budget. Decisions regarding changes in direction or philosophy or over expenditure of the budget must be approved by the Board of Directors.

(ix) The finance committee shall recommend a budget to the Board of Directors. The budget, when approved by the Board of Directors, constitutes the spending limit for each budget category. Such limit shall not be exceeded by more than 5% unless authorized by the Board of Directors.

10.3 *Ad Hoc Committee(s).* Additional ad hoc committee(s) may be appointed and dissolved at the discretion of the president with the approval of the Board of Directors.

10.4 *Term of Office (committee membership)* Deleted 07/12/2018

10.5 *Chairperson.* One member of each committee shall be appointed chairperson by the President and approved by the Board of Directors. Chairpersons of Ad Hoc committees do not have a vote at Board Meetings.

10.6 *Vacancies.* Deleted 07/12/2018

10.7 *Quorum.*-Deleted 07/12/2018

10.8 *Rules.* Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE XI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

11.1 *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless otherwise terminated by the Board of Directors upon majority vote, the President of the Corporation shall have the authority to execute contracts on behalf of the Corporation.

11.2 *Checks, Drafts, Etc.* All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Absent any direction from the Board of Directors to the contrary, the President or Treasurer may sign any checks which do not exceed \$5,000.

11.3 Deposits. All funds of the Corporation shall be deposited ~~from time to time~~ to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

11.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE XII
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members, if any, entitled to vote.

**ARTICLE XIII
INCONSISTENT GIFTS**

Contributions offered to the Corporation may be refused by the Directors if found to be inconsistent with the purposes of this agreement or impractical to administer as a part thereof.

**ARTICLE XIV
BOND**

The Board of Directors and any successors shall serve without the necessity of giving any bond or security for the faithful performance of its duties, provided, however, that an appropriate bylaw, rule or procedure is adopted which requires one (1) member of the Board of Directors to make deposits and one (1) member of the Board of Directors shall sign checks for disbursements authorized hereunder.

**ARTICLE XV
INDEMNIFICATION**

The Board of Directors and any of its members shall not be liable for any misapplication of funds provided that such application shall have been made in good faith and not in willful violation of this agreement, nor for any acts, neglects or defaults of any employee, agent or representative selected by the Board of Directors with reasonable care, nor for anything which such Board of Directors or any of its members may do or refrain from doing in good faith, including an error in judgment, act done or amended on advice of counsel, or any mistake of fact or law if done in good faith. Door County Learning in Retirement, Inc. agrees to indemnify and hold the Board of Directors as elected harmless from any of the liabilities as specified herein. To satisfy said requirement, the Board of Directors is authorized to purchase liability insurance for the Directors of the Corporation.

**ARTICLE XVI
AMENDMENTS OF ARTICLES OF INCORPORATION AND/OR BYLAWS**

The Articles of Incorporation and/or Bylaws may be amended at any time or from time to time by a two-thirds (2/3) majority vote of the entire Board of Directors.

ARTICLE XVII
DISSOLUTION OF DOOR COUNTY LEARNING IN RETIREMENT, INC.

In the event of the dissolution of Door County Learning in Retirement, Inc., the rights and powers of Door County Learning in Retirement, Inc. with respect to the Corporation shall be determined by a majority vote of the entire Board of Directors. In addition, a majority vote of the entire Board of Directors shall be necessary to determine the dissolution of this Corporation at any time. Upon dissolution any remaining funds shall be transferred to Northeast Wisconsin Technical College Educational Foundation Door County Learning in Retirement Scholarship.

ARTICLE XVIII
MISCELLANEOUS

Notwithstanding any other provisions of these Bylaws, the Directors shall not accept any contribution which is required to be administered or invested, in any manner that would jeopardize the tax exempt status of the Corporation.

ARTICLE XIX
FISCAL YEAR

19.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

19.2 Annual Meeting. The Board of Directors shall hold an annual meeting of the membership **in Spring, which shall take place during the month of May of each year.**

ARTICLE XX
SEAL

The Board of Directors shall not be required to procure a corporate seal.

ARTICLE XXI
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Charter or the Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.