

BY-LAWS OF  
LYNDE BRADLEY FOUNDATION, INC.

First: The seal of this corporation shall have engraved thereon the following words, to-wit: "Lynde Bradley Foundation, Inc., Corporate Seal, Milwaukee, Wis."

Second: The annual meeting of the Trustees for the election of directors and other business shall be held on the 19th day of August in each year, or if said date be Sunday or a legal holiday, then on the next secular day, at the offices of the Foundation, or at such other place as shall be designated by the Board of Directors, at 2:00 o'clock in the afternoon.

Third: The annual meeting of the Board of Directors for the election of officers and other business shall be held on the day on which the annual meeting of the Trustees is held and immediately after the adjournment of said Trustees' meeting, at the offices of the Foundation, or at such other place as shall be designated by the Board of Directors.

Fourth: The chairman of the board, the president or the vice-president may call a special meeting of the Trustees at any time, and they shall call such meeting whenever requested so to do by at least one-fourth of the Trustees, said request to state the object of said meeting. No business other than that stated in the notice or call shall be transacted at any special meeting of Trustees unless all of the Trustees shall be present and shall consent thereto.

Fifth: Notice of the time and place of the holding of all meetings of Trustees (and the business, if it be a special meeting) shall be given to each Trustee personally or by mailing to him a special notice directed to his place of residence as left by him with the secretary of the Foundation at least five (5) days prior to such meeting.

Sixth: The Trustees may vote by proxy at all Trustees' meetings. The appointment of proxies shall be in writing signed by the Trustee and left with the secretary before the meeting. Proxies must run to another Trustee of the Foundation who shall be present at such meeting in person.

Seventh: The chairman of the board, the president or the vice-president may call special meetings of the board of directors at any time and shall call such meetings upon the request of any three (3) directors. No business except that stated in the call shall be transacted, except on consent of all the directors, and then only if all the directors are present. Written notice of such meeting and of the business to be considered shall be delivered to or mailed to each director at his address left with the secretary at least forty-eight hours before the time of said meeting.

Eighth: A majority of the Trustees of the Foundation represented at any meeting in person or by proxy shall constitute a quorum at Trustees' meetings and a majority of the directors in office shall constitute a quorum at all meetings of the board of directors.

Ninth: Where less than a quorum shall be present at any meeting of Trustees or directors, a majority of those present or represented may adjourn the meeting to a fixed hour and place by oral proclamation and the meeting may be held and act pursuant to such adjournment without further notice.

Tenth: Every meeting of trustees regularly called and held may, without further notice, adjourn from time to time until its business is completed.

Eleventh: The board of directors may at any meeting fill any vacancies either as to officers or directors happening after any regular annual election until the next succeeding annual election. Such vacancy shall be deemed to occur whenever any officer or director shall be deceased or shall have resigned or become physically or mentally incompetent to fulfill the duties of such office or shall in any manner have become disqualified.

Twelfth: The board of directors may by resolution appoint or elect an executive director and other and subordinate officers, agents and committees and fix their respective duties, titles and compensation.

Thirteenth: The board of directors shall have full and ample power and authority to do any and every kind of business covered by, and included in, the business and purposes of this corporation, as set forth in its articles of incorporation, without further authority than this by-law.

Fourteenth: The board of directors may provide by resolution for regular or stated meetings of the board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held without notice at the stated time and place, and may consider and act upon any business of the board, including the election of officers.

Fifteenth: These by-laws, or any part thereof, may be amended, repealed or suspended by vote of a majority of the trustees present at any regular meeting or at any special meeting of the trustees, if notice thereof be given in the call and notice of said meeting.