

AMENDMENT TO AND RESTATEMENT OF BYLAWS OF

ALLEN-BRADLEY FOUNDATION, INC.

Consent Resolution Signed by Members

at Meeting of February 23, 1982

"RESOLVED, that the Bylaws of the Corporation
are hereby amended to read in their entirety
in the form attached hereto."

BYLAWS

of

ALLEN-BRADLEY FOUNDATION, INC.

(As Amended to February 23, 1982)

ARTICLE I. OFFICES

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

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. Number, Election, Etc.

The number of Directors of the Corporation shall be not less than five (5) nor more than ten (10), the number to be determined from time to time by a majority of the Directors then in office. At each annual meeting of the Board of Directors, the Board of Directors, by the affirmative vote of a majority of the Directors then in office, shall elect Directors to hold office until the next annual meeting of the Board of Directors and until their successors shall have been

elected and qualified. Directors need not be residents of the State of Wisconsin.

A Director may resign at any time by written notice of resignation addressed to the Board of Directors at the principal office of the Corporation.

A majority of the Board of Directors may remove a Director without cause at any meeting of the Board of Directors. A Director so removed shall receive written notice of removal signed by any two officers of the Corporation.

SECTION 3. Annual Meeting. The annual meeting of the Board of Directors shall be held on the first Tuesday which falls on or after September 15th of each year at the principal office of the Corporation in Wisconsin, or on such other date or at such other place, within or without the State of Wisconsin, as may be fixed by the President of the Foundation, such date to be within the period of September 15th to September 30th of each year. Each annual meeting shall start at 1:30 P.M., for the purpose of electing Directors, and for the transaction of such other business as may come before the meeting.

SECTION 4. Regular Meetings. In addition to its annual meeting, the Board of Directors may provide, by resolution, the time and place, either within or without the

State of Wisconsin, for the holding of regular meetings without other notice than such resolution.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President, or the Vice President, at any time, and shall be called at the request of any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 6. Notice. Notice of any annual meeting the date of which is fixed by the President of the Foundation pursuant to the provisions of Section 3 of Article II of these Bylaws shall be given at least five (5) days prior to the date such meeting would otherwise be held, by written notice delivered personally or mailed to each Director at his business address, or by telegram. Notice of any special meeting shall be given at least forty-eight (48) hours previously thereto by written notice delivered personally or mailed to each Director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given

by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Whenever any notice whatever is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereto 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 of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 7. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 8. Manner of Acting. The act of the 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 these Bylaws or by law.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors at any meeting of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of the Board of Directors.

SECTION 10. Compensation. The Board of Directors shall serve without compensation for services to the Corporation as Directors, officers or otherwise, but shall be reimbursed by the Corporation for reasonable expenses incurred or paid for and on behalf of the Corporation.

SECTION 11. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered

in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE III. OFFICERS

SECTION 1. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and, at the discretion of the Board of Directors, a Chairman of the Board, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of Chairman of the Board, President and Vice President.

SECTION 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held

at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

SECTION 4. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. Chairman of the Board. The Chairman of the Board, if there be one, shall preside at all meetings of the Board of Directors. He shall perform such other duties as may be delegated to him by resolution of the Board of Directors.

SECTION 6. President. The President shall be the principal executive officer of the Corporation and, subject

to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, in the absence of a Chairman of the Board, preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto 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 to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general 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.

SECTION 7. The Vice President. In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President 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. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. The Secretary. The Secretary shall:

(a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) 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 by the President or by the Board of Directors.

SECTION 9. The Treasurer. The Treasurer shall:

(a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 10. Salaries. The officers shall serve without compensation but shall be reimbursed by the Corporation for reasonable expenses incurred or paid for and on behalf of the Corporation.

SECTION 11. Bonds or Surety. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE IV. CONTRACTS, LOANS,
CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other 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 or under the authority of resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE V. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

ARTICLE VI. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of August and end on the last day of July in each year.

ARTICLE VII. SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed

thereon "Allen-Bradley Foundation, Inc. Corporate Seal, Milwaukee, Wisconsin".

ARTICLE VIII. INDEMNIFICATION

Unless otherwise determined by the Board of Directors of the Corporation, the Corporation shall indemnify to the full extent permitted by the laws of the State of Wisconsin as from time to time in effect, the persons identified with the Corporation that are described in Section 181.045 of the Wisconsin Nonstock Corporation Law of the State of Wisconsin, or other provisions of the laws of the State of Wisconsin relating to indemnification of officers, directors, employees and agents, as from time to time in effect.

ARTICLE IX. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any annual, regular or special meeting of the Board of Directors.