

RESTATED BY-LAWS  
OF  
THE LYNDE AND HARRY BRADLEY FOUNDATION, INC.

ARTICLE I. OFFICES

The principal office of the Corporation in the State of Wisconsin shall be located in the City and 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, and Term of Office.  
The number of Directors of the Corporation shall be twelve (12) until a different number is determined from time to time by a majority of the Directors then in office but which number shall not be less than five (5). The Board of Directors at each annual meeting shall by affirmative vote of a majority of the Directors then in office, 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.

Directors who become members of the Board of Directors on or after September 20, 1988 and Directors who have not yet attained age 65 at such date shall be subject to mandatory retirement from the Board at the annual meeting of the Board of Directors next following such Director's attaining age 72. Directors who are members of the Board of Directors prior to the 1988 annual meeting and who have attained age 65 at such date shall be grandfathered and shall not be subject to mandatory retirement from the Board until the annual meeting of the Board of Directors next following such Director's attaining age 78.

SECTION 3. Annual Meeting. The annual meeting of the Board of Directors shall be held on such date and at the time and place within or without the State of Wisconsin during the months of September or October as may be designated by the Board of Directors, the Chairman or the President of the Foundation not less than thirty (30) days prior to September 1st of such year, and if not so designated, shall be held at 9:30 A.M. on the first Tuesday which falls on or after September 15th of such year, for the purpose of electing

Directors and officers and 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, 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 shall designate the time and the place, either within or without the State of Wisconsin, which shall then be the time and place for holding such special meeting.

SECTION 6. Notice. Notice of any annual meeting the date of which is fixed by the Chairman or President of the Foundation pursuant to the provisions of Section 3 of Article II of these By-Laws 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 such Director's 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 such Director's 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 is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Whenever any notice is required to be given to any Director of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of any statute, a waiver thereof in writing, signed at anytime, 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 thereat 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 By-Laws or by law.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors or created by an increase in the number of Directors may be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors at any meeting of the Board of Directors.

SECTION 10. Compensation. Members of the Board of Directors shall be compensated for services to the Corporation in their capacity as Directors or members of committees of the Board of Directors as provided by resolution of the Board of Directors and 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 such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a 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.

SECTION 12. Honorary Directors. Upon a Director's retirement, the Board of Directors shall have the authority to nominate and elect such a Director to the status of "Honorary Director," and a retired Director so elected as an Honorary Director shall have the privilege of continuing to attend meetings of the Board of Directors and to participate in any discussion at such meetings, but shall not have the right to vote as a Director. The number of Honorary Directors shall not be included in determining matters of quorum, or the decision of a majority, nor shall consent be required by an Honorary Director as to any informal action by Directors. Honorary Directors shall not be compensated for their services in such capacity, except for reasonable expenses incurred in attending a meeting of the Board of Directors.

SECTION 13. Consent Action. Any action required by the Articles of Incorporation or By-Laws of this Corporation, or any provision of law to be taken at a meeting or any other action which may be taken at a meeting, 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 or members of a committee thereof entitled to vote with respect to the matter thereof. Such consent shall have the same force and effect as the unanimous vote, and may be stated as such in any Articles or document filed with the Secretary of State under Chapter 181 of the Wisconsin Statutes.

### ARTICLE III. OFFICERS

SECTION 1. Number. The officers of the Corporation shall be a Chairman, Vice Chairman, President, one or more Vice Presidents, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary or appropriate 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 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, except for the Chairman who shall, effective on and after September 20, 1988, be elected for a two-year term and who may not be elected for more than two consecutive two-year terms and may thereafter be reelected only after an intervening term or terms. If the election of officers shall not be held at such annual meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until a successor shall have been duly elected and shall have qualified or until the death, resignation or removal of an officer during such officer's term of office.

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. Any vacancy occurring in any principal office because of death, resignation or removal, may be filled at any meeting of the Board of Directors for the unexpired portion of the term of such office.

SECTION 5. Chairman. The Chairman shall be the Senior Non-Employee Officer and principal policy making officer of the Corporation, subject to the supervision and direction of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors, and shall appoint the members of Board Committees with the approval of the Board of Directors. The Chairman shall have the same authority and power as the President to sign, execute and acknowledge, on behalf of the Corporation, all contracts, leases, deeds, mortgages, bonds, certificates, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business or which shall be authorized by resolution of the Board of Directors, except where the signature of the President is required by law. In addition, the Chairman shall perform such other duties and functions as may be prescribed and assigned by the Board of Directors.



SECTION 6. Vice Chairman. In the absence of the Chairman or in the event of the Chairman's death or inability to act, the Vice Chairman shall perform the duties of the Chairman.

SECTION 7. President. The President shall be the principal executive officer of the Corporation and, subject to the control and direction of the Board of Directors, shall in general supervise and direct the regular business of the Corporation. The President, shall, in the absence of the Chairman and Vice Chairman, preside at all meetings of the Board of Directors. The President 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 By-Laws 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 and assigned by the Board of Directors.

SECTION 8. Vice President. In the absence of the President, or in the event of the President's death or inability to act, the Vice President so designated as the corporate Vice President shall perform the duties of the President, and when so acting, shall have all the powers and

be subject to all of the restrictions upon the President. The Vice President or Vice Presidents shall perform such other duties as from time to time may be assigned by the Chairman, President or by the Board of Directors.

SECTION 9. 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 By-Laws 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 by the President or by the Board of Directors.

SECTION 10. 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 any 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 By-Laws; 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 by the President or by the Board of Directors.

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. INDEMNIFICATION

Subject to the conditions hereinafter set forth, and to the fullest extent allowed by law, the Corporation shall indemnify its Directors, officers, employees, or any person who shall serve any other entity at the Corporation's written request, against expenses (including attorney's fees, court costs and disbursements) and liabilities incurred in connection with any actual or threatened action, suit or proceeding, to which such person is made or threatened to be made a party by reason of being, or having been, a Director, officer or employee of the Corporation or serving or having served such other entity.

Prior to the final disposition of an action, the Corporation may advance expenses for the defense thereof, provided it has received adequate assurances of repayment if it is ultimately determined that the individual is not entitled to repayment.

The Corporation shall have the power and authority to purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Corporation,

or is or was serving any other enterprise at the Corporation's specific request, against any liability asserted against or incurred by such Director in any such capacity or arising out of such Director's status as such whether or not the Corporation itself would have the power to indemnify such Director against liability under the remaining provisions of this By-Law.

Indemnification pursuant to this By-Law shall not be exclusive and shall be in addition to that granted from time to time by operation of law, agreement or vote of the Corporation's Board of Directors or members.

#### ARTICLE V. 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 VI. 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 VII. 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 VIII. SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon "The Lynde and Harry Bradley Foundation, Inc., Wisconsin."

#### ARTICLE IX. AMENDMENTS

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