

BYLAWS OF

WARREN S. JOHNSON SOCIETY OF RETIREES, INC.

ARTICLE I. NAME

The name of the corporation shall be

WARREN S. JOHNSON SOCIETY OF RETIREES, INC.

ARTICLE II. MEMBERS

Section 1. Classes of Members. There shall be one class of members consisting of voting members.

Any person who has retired from Johnson Controls, Inc. or any of its wholly owned subsidiaries (individually and collectively "Company"), or is a full time employee of the Company who has completed at least 20 years of employment with the Company, whether or not as a member of a collective bargaining group, may become a voting member upon payment of the dues prescribed therefor. The surviving spouse of a voting member is eligible to elect to become a voting member upon payment of the dues prescribed therefor.

Section 2. Membership Certificates. Each class of membership in the Society may be evidenced by certificates or cards, as determined by the Board of Directors.

Section 3. Fees, Dues, and Assessments. The Board of Directors may levy dues upon all members in such amounts and for such periods as it determines to be in the best interest of the Society. Such dues shall be payable at such time and by such methods of collection as the Board of Directors may prescribe. The Board of Directors may make necessary regulations to enforce the collection of such dues or assessments, including provisions for the termination of membership, upon reasonable notice, for nonpayment of such dues or assessments, and for reinstatement of membership. Except as is otherwise herein provided, where the surviving spouse of a voting member elects to become a voting member, the surviving spouse shall not be required to pay any dues if his or her deceased spouse was a paid-up life member.

Section 4. Termination and Transfer of Membership. The right of a member of the Society to vote, if applicable, shall cease on the termination of his or her membership. No member may transfer his or her membership or any right arising therefrom. Members may be expelled by an affirmative vote of not less than three-fourths of the members of the Board entitled to vote.

ARTICLE III. MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the voting members shall be held in each year during the month of July on such day and at such time as the Board of Directors may determine for the transaction of such business as may come before the meeting. At the annual meeting held during the same year as the Biennial Meeting the officers and directors shall be elected.

Section 2. Biennial Meeting. A biennial meeting of the voting members shall be held in each even numbered year, on such date and at such time as the Board of Directors may determine for the transaction of such business as may come before the meeting.

Section 3. Special Meeting. Special meetings of the members may be called by the President, the Board of Directors, or by not less than fifty-one percent (51%) of all the voting members.

Section 4. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for the biennial meeting of the members or for any special meeting.

Section 5. Notice of Meeting. Written or printed notice of any meeting of members, stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) days before the date of the meeting, either personally or by mail to each voting member, by or at the direction of the President, the Board of Directors or the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, directed to the member at his address as it appears on the records of the Society. Except as otherwise provided by statute, notice of any adjourned meeting of the members shall not be required.

Section 6. Quorum. A quorum shall consist of ten percent (10%) of the voting members of the Society.

Section 7. Voting. Each voting member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. The vote of a majority of the voting members present at a meeting in which a quorum is present shall be necessary for the adoption of any matter voted upon by the members unless otherwise provided by law.

ARTICLE IV. DIRECTORS

Section 1. General Powers. The business, affairs, and property of the Society shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The Board of Directors shall consist of not less than three (3) members to be elected by the voting members of the Society at the annual meeting as prescribed in Article III, Section 1 of these Bylaws. The Directors shall be elected for a term of two years. Nothing herein shall be construed so as to prevent any director from succeeding himself or herself.

Section 3. Resignations and Vacancies. Any director may resign at any time by giving written notice of such to the President or Secretary of the Society. Such resignation shall take effect at the time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Board of Directors shall be filled by appointment of the President, subject to the approval of the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 4. Removal of Directors. At a meeting called expressly for that purpose, the entire Board of Directors or any number thereof, may be removed, with or without cause, by a vote of 75% of the members of the Society.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. An annual meeting of the Board of Directors shall be held each year on such date and at such time as the Board of Directors may determine.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held at such place, within or without the State of Wisconsin, as shall be provided for in the resolution, notice or call of such meeting.

Section 3. Unexcused Absences. A director who fails to attend two consecutive Board meetings without being excused by the President or Secretary may be removed from the Board of Directors by action of the Board, Section 4, Article IV notwithstanding.

Section 4. Quorum. Two (2) of the total number of Directors shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these bylaws.

Section 5. Notice. Notice of any meeting of the Board of Directors shall be given in the manner specified in Article III, Section 5.

Section 6. Information Action. Any action required to be taken at a meeting of the Board of Directors may be taken without such meeting if written or telephonic consent is obtained from each director.

ARTICLE VI. OFFICERS

Section 1. The Number. The principal officers of the Society shall consist of President, a Vice-President, Secretary and Treasurer. The principal officers of the Association shall be elected at the July membership meeting during the years in which a Biennial Meeting is held by and from among the voting members, provided, however that no person may hold more than one office, except the offices of Secretary and Treasurer. The Board of Directors may also elect or appoint, from among the voting members, such assistant officers as the Board deems necessary.

All officers and agents of the Society, as between themselves and the Society, shall have such authority and perform such duties in the management of the property and affairs of the Society as may be provided in the bylaws or, in the absence of such provisions, as may be determined by resolution of the Board of Directors, or by statute.

Section 2. Term of Office. Each officer shall hold office for a term of 2 years commencing on the date of the meeting at which he or she is elected or until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she 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 Society would be served thereby.

Section 4. Vacancies. If any office of the Society becomes vacant because of death, resignation, removal, disqualification or for any other reason, or if any officer of the Society is unable to perform the duties of his or her office for any reason, the Board of Directors shall choose a successor who shall replace such officer.

Section 5. President. The President shall be the chief officer of the Society, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Society and supervision of its officers, agents and members; shall preside at all meetings of the voting members and of the Board of Directors at which he is present, and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned to him or her by these bylaws or by the Board of Directors.

Section 6. Vice President. At the request of the President or in the event of his or her absence, disability or refusal to act, the Vice President shall have all of the powers of, and be subject to all of the restrictions upon the President.

Section 7. Secretary. The Secretary shall keep the minutes of meetings of the voting members of the Board of Directors in one (1) 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 statute, including but not limited to the filing of annual corporate reports with the Wisconsin Department of Financial Institutions; be custodian of the records of the Society; maintain a complete list of all voting members entitled to vote at member's meetings, and have said list available for inspection by any member who may be present at such meeting; in general, to perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Section 8. Treasurer. The Treasurer shall have supervision of the funds, securities, receipts and disbursements of the Society; cause all monies and other valuable effects of the Society to be deposited in its name and to its credit in such depositories as shall be selected by the Board of Directors or pursuant to authority conferred by the Board of Directors; cause to be kept correct books of account, proper vouchers and other papers pertaining to the Society's business; render to the President or Board of Directors, whenever requested, an account of the financial condition of the Society. (If required by the Board of Directors, he or she shall be bonded for the faithful performance of his or her duties in such sum and with such surety as shall be approved by the Board of Directors.)

Section 9. Assistant Officers. The Assistant Officers shall perform such duties as the President or the Board of Directors shall prescribe.

ARTICLE VII. COMMITTEES

Committees shall be appointed at the discretion of the President or the Board of Directors.

ARTICLE VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer(s), and/or agent(s) to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name.

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 Society, shall be signed by an officer(s) or agent(s) of the Society as shall from time to time be determined by resolution of the Board of Directors. Endorsements of instruments for deposit to the credit of the Society in any of its duly authorized depositories may be made by rubber stamp of the Society or in such manner as the Board of Directors may from time to time determine.

Section 4. Deposits. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Society shall commence on January 1, of each calendar year.

ARTICLE X. MISCELLANEOUS

Section 1. Distributions. No part of the net earnings or the property of the Society shall be distributed to the Directors or Officers of the Society or to other private persons.

Section 2. Loans to Officers Prohibited. No loan shall be made by the Society to any of its Officers or Directors. Any Director of the Society who votes for or assents to the making of any such loan and any Officer participating in the making of such loan shall be jointly and severally liable to the Society for the amount of such loan until its repayment.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the laws of the State of Wisconsin or under the provisions of the Articles of Incorporation or the bylaws of the Society, a waiver of such notice, in writing, signed by the person(s) entitled to such notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice.

Section 4. Indemnification. Officers and Directors of the Society shall be indemnified to the full extent allowed by W.S.A. Section 181.045.

ARTICLE XI. PARLIAMENTARY AUTHORITY

All meetings of this organization shall be conducted according to Roberts' Rules of Order when not in conflict with these bylaws.

ARTICLE XII. AMENDMENTS

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by the Board of Directors or by a vote of two-thirds (2/3) of the voting members present at any meeting of the voting membership. Any motion to alter, amend or repeal or adopt may be proposed by any voting member, provided that a copy of said motion is delivered to the Secretary of the Society not later than the last day of June prior to the annual meeting of Board of Directors at which such motion is to be considered. The voting members shall consider and act upon each such motion at said annual meeting.