

SOUTHERN RAILWAY BY-LAWS.

15

12. The order of business at all meetings of the Board, except adjourned meetings, shall be as follows:

- 1st. Reading the Minutes of the last meeting.
- 2nd. Correspondence.
- 3rd. Reports of Officers.
- 4th. Reports of Standing Committees.
- 5th. Reports of Special Committees.
- 6th. Unfinished Business.
- 7th. Original Resolutions and New Business.

13. In case a vacancy shall have occurred in the office of the President, First, Second or Third Vice-President, Secretary or Assistant Secretary, Treasurer or Assistant Treasurer, or Auditor, the Board of Directors shall fill the same as early as practicable, and until so filled the President, or in his absence the First, Second or Third Vice-President, in the order named, may make an appointment *pro tem.*, to fill the vacancy temporarily; or in case of temporary incapacity or absence of any officer, other than the President or First, Second or Third Vice-President, the President, or in his absence the First or Second Vice-President, in the order named, may make an appointment *pro tem.*, to act in place of the officer so temporarily incapacitated or absent, but such appointment shall be subject to change by the Board or Executive Committee at any regular or special meeting thereafter.

14. The compensation of all officers of the Company shall be fixed by the Board of Directors from time to time. Each Director shall be paid ten dollars for each meeting of the Board, and of any committee of which he is a member, at which he shall attend, in addition to transportation and other expenses actually incurred, at the rate of not exceeding four cents per mile to and from his place of residence to the place of meeting.

15. The Board of Directors shall make a report to the Stockholders at their annual meeting.

THE CORPORATE SEAL.

16. The Common-Corporate Seal is, and until otherwise ordered by the Board of Directors shall be, an impression upon paper or wax of a circular device, such as that impressed upon the margin hereof, being an ornamental centre surrounded by the words "*Southern Railway Company, June, 1894,*" within, containing circumferential lines.

The Secretary of the Company shall procure, preserve and keep duplicate stamps suitable to make such impression of such corporate seal; and, when and as directed by the special or general resolution of the Board of Directors or of the Executive Committee, the President, either of the three Vice-Presidents or the Secretary or Assistant Secretary, may and shall use one or the other of such duplicate stamps in impressing such corporate seal upon the documents, indentures and obligations of the Company.

PRESIDENT AND VICE-PRESIDENTS.

17. The President shall preside at all meetings of the Stockholders and of the Directors. In his absence the First Vice-President, Second Vice-President or Third Vice-President, in the order named, shall preside. In the absence of the President and the First, Second and Third Vice-Presidents, the members present shall appoint one of their number to preside. The President shall have general charge,