

(c) To aid them in carrying out any of the aforementioned duties, the judges shall have the authority, but not the obligation, to appoint agents, including, but not necessarily limited to, accountants, attorneys and custodians. Any such so appointed shall be responsible only to the judges.

(d) The judges shall be entitled to possession of all ballots, together with any accompanying proxies, cast for the election of directors. The judges shall retain possession, but not necessarily the physical custody, of such ballots and proxies until they have determined the results of the election, at which time they shall deliver such ballots and proxies, and certify the results of the election, to the secretary of the meeting.

(e) Judges shall be entitled to reimbursement from the Corporation for all expenses reasonably incurred by them in connection with the discharge of their responsibilities as judges, including fees and expenses of any agents appointed pursuant to the provisions of these By-Laws, and, in addition, the Corporation shall pay judges a fee commensurate with the services rendered and the responsibilities undertaken by them.

### ARTICLE III

#### BOARD OF DIRECTORS

**SECTION 3.1. General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-Laws required to be exercised or done by the stockholders.

**SECTION 3.2. Number, Tenure and Qualifications.** The Board of Directors of the Corporation shall consist of nine members. Each director shall hold office until the next annual meeting of the stockholders or until his successor shall have been elected and qualified. Directors need not be residents of the State of Delaware or stockholders of the Corporation. No person shall be qualified for election or re-election as a Director at the annual meeting next following his seventieth birthday or thereafter; provided, however, that the foregoing limitation on qualification to serve as a Director shall not apply to any nominee for Director who was seventy years of age or older at the time of his election to the initial Board of Directors of the Corporation.

**SECTION 3.3. Regular Meetings.** A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of stockholders. The Board of Directors may, by resolution, provide the time and place for the holding of additional regular meetings without other notice than such resolution.

**SECTION 3.4. Special Meetings.** Special meetings of the Board of Directors shall be called at the request of the Chairman of the Board, the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in the continental United States as the place for holding any special meeting of the Board of Directors called by them and may fix any time within regular business hours as the time for such meeting.

**SECTION 3.5. Notice.** Notice of any special meeting shall be given to each director at his business address in writing or by telegram. If mailed, such notice shall be deemed adequately delivered when deposited in the United States mail so addressed, with postage thereon prepaid at least five (5) days before such meeting. If by telegram, such notice shall be deemed adequately delivered when the telegram is delivered to the telegraph company at least twenty-four (24) hours before such meeting. 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 of such meeting.

**SECTION 3.6. Quorum.** A majority of the number of directors fixed by Section 3.2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if