

sign, with the Secretary or an Assistant Secretary, certificates for shares of the Corporation, and shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

SECTION 4.6. Secretary. The Secretary shall (a) keep the minutes of the stockholders' and 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; (d) keep a register of the postoffice address of each stockholder which shall be furnished to the Secretary by such stockholder; (e) sign with the President or Vice-President, certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the Corporation; and (g) 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 the Board of Directors.

SECTION 4.7. Treasurer. If required by the Board of Directors the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, (b) 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 by the Board of Directors, and (c) 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 the Board of Directors.

SECTION 4.8. Controller. The Board of Directors may elect a Controller who shall be responsible for all accounting and auditing functions of the Corporation and who shall perform such other duties as from time to time may be required of him by the Board of Directors.

SECTION 4.9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretary, or any of them if there be more than one, may sign with the President or Vice-President certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors and may attest the execution of contracts and other documents on behalf of the corporation by duly authorized officers of the Corporation by affixing the corporate seal to such contracts and other documents. The Assistant Treasurer, or any of them if there be more than one, shall, if required by the Board of Directors, give bond for the faithful discharge of his duties with such sums and with such sureties as the Board of Directors shall determine. In general, the Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors. The Assistant Secretaries in the order of their election, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. The Assistant Treasurers, in the order of their election, shall in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer.

SECTION 4.10. Appointive Officers. The President may appoint other officers and agents on a division basis or otherwise, as such divisions or other operating units are created by the Board of Directors, and such other officers and agents shall receive such compensation, have such tenure and exercise such authority as the President shall specify. All appointments made by the President hereunder and all the terms and conditions thereof must be reported to the Board of Directors. No appointive officer shall have any contractual rights against the Corporation for compensation by virtue of such appointment beyond the date of the appointment of his successor, his death, his resignation, or his removal, whichever event shall first occur, except as otherwise provided in an employment contract or under an employee deferred compensation plan.