

31. No payment shall be made except upon a sufficient voucher, duly certified or approved by the proper officer.

32. The Treasurer and all other officers and agents who shall receive or disburse moneys, or have custody of moneys or securities, shall give bonds, with sureties approved by the Board or by the Executive Committee, for the faithful discharge of their duties, and for the safe keeping and due delivery of the moneys, securities and other property of the Company committed to them or that shall come to their hands.

33. The Directors may, if they think proper, appoint an Assistant Treasurer, who shall have his office at such place as they may direct, and perform or assist in the performance of such of the above duties as they may prescribe.

#### AUDITOR.

34. The Auditor shall have direct charge of the general books and accounts of the Company; and it shall be his duty and he shall have power to enforce the system prescribed for keeping the same. He shall, on approval of the President, or, in his absence, of either of the three Vice-Presidents, prescribe the form of all pay-rolls, vouchers, accounts, reports and returns of every description required in his department, and also the time at which the same shall be rendered. It shall be his duty to examine the accounts of all officers and employees and to see that the proper returns are made of all receipts from traffic and other sources, and that correct vouchers are turned over to him for all disbursements for any purpose. There shall be returned to the Auditor, at such time in every month as he may prescribe, all bills and payrolls for the previous month, properly certified and made in detail. The Auditor shall approve and audit the same if found correct in every particular. But he shall not approve or audit any voucher or payroll unless it has been previously certified to by the head of the department in which it originated; and this approval will not be held to relieve him from the duty of exercising due caution and diligence in satisfying himself that the voucher or payroll is correct and duly authorized. And in case of doubt it shall be his duty to refer it back to the officer certifying the same; and, if the information furnished is not satisfactory, he shall refer it to the President, or, in his absence, to either Vice-President. He shall also be the custodian of all bonds of officials and agents of the company handling funds. The Auditor shall have the right to appoint and remove all necessary assistants or clerks in his department, subject to the approval of the President, or, in his absence, of either Vice-President, and he shall be held responsible for the proper performance of their duties.

#### AMENDMENTS.

35. These By-Laws may be altered, amended, added to or repealed at any regular meeting of the Board of Directors by a vote of two-thirds of all the Directors present, provided such two-thirds constitute a majority of all the Directors of the Company, and provided written or printed notice of the proposed alteration, amendment, addition or repeal shall have been given at a previous regular meeting; or they may be altered, amended or added to or repealed in like manner at any regular or special meeting, of which written or printed notice, stating the object of the meeting, as above, shall have been given or sent to each Director at least ten days previous to the time appointed for such special meeting; or they may be amended at any annual or general meeting of the stockholders by a vote of a majority in amount of all the shares.