

## Study of Majority Voting in Director Elections

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by

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### Preface

Majority voting for the election of directors, once considered a fringe concept, has become the prevailing election standard among large public companies. As issuers prepare for the 2008 proxy season, a few statistics and examples serve to underscore that majority voting has become a relatively mature, as well as widespread, movement:

- 66% of the companies in the S&P 500 and over 57% of the companies in the Fortune 500 have adopted a form of majority voting, notwithstanding robust levels of merger and acquisition activity earlier in 2007 which resulted in many companies with majority vote provisions being taken private. By way of contrast, when this Study was initially published in February 2006, only 16% of the companies in the S&P 500 were known to have adopted a form of majority voting;
- Majority voting is not found at large cap companies alone. Consistent with other governance trends which have trickled down to the broader market, such as declassifying boards, majority voting has been adopted by mid-cap, small cap and some micro-cap companies;
- Majority voting provisions are appearing in a variety of contexts:
  - Such provisions are being included in the governance documents of companies being spun-off. Examples include Discover Financial Services LLC, Kraft Foods, Inc., Teradata Corporation and, as contemplated by the registration statement filed in September 2007, Philip Morris International Inc.;
  - Companies being taken public, such as Care Real Estate Investment Trust, Concho Resources, Inc., CVR Energy, Inc., SandRidge Energy, Inc., VMware, Inc. and, as contemplated by the registration statement filed in September 2007, RiskMetrics Group, Inc. (the acquiror of Institutional Shareholder Services), have provided for majority voting; and
  - When it emerged from bankruptcy protection in 2007, Delta Air Lines had a majority vote bylaw;
- States have been responding to the majority vote movement through legislation which enables boards and/or stockholders to provide for forms of majority voting and/or permit contingent, irrevocable director resignations. States that have addressed majority voting include: California, Delaware, Nevada, North Dakota, Ohio, Utah, Virginia and Washington. States that permit such contingent, irrevocable resignations include: Delaware, Maine, Texas, Utah and Virginia, and legislation to permit such resignations was introduced in Oklahoma;
- Average support levels for majority vote stockholder proposals have risen from 12% in 2004 to in excess of 50% in 2007, according to Institutional Shareholder Services [hereinafter referred to together with the ISS Governance Services division of RiskMetrics Group, Inc. as "ISS"]. Moreover, ISS reported that more than 70 of 150 majority vote proposals presented by stockholders in 2007 were withdrawn, primarily because targeted companies agreed to adopt a majority vote bylaw or, to the extent required by applicable state law or a company's existing organizational documents, present a charter amendment to stockholders; and
- In 2007, partly as the result of the high level of negotiated settlements with proponents described above, the number of management proposals and stockholder proposals on majority voting was approximately equal. In contrast, only two management proposals were included in 2006 proxy statements, while ISS reported that 94 stockholder proposals on majority voting went to a vote in 2006.

Notwithstanding considerable concern over the manner in which majority voting might be used by hedge funds, unions and other activists, in 2007 only one director received a majority against vote at a company with majority voting. Mae Jemison, an incumbent director at Gen-Probe, Inc., received a majority against vote based upon her failure to attend at least 75% of board meetings held in 2006. After consulting with ISS, the board declined to accept her resignation, with the understanding that the attendance issue would be addressed. Additionally, companies including Alaska Air Group, Inc., General Motors Corporation, Motorola, Inc. and Tandy Brands Accessories, Inc. weathered actual or threatened proxy contests in 2007 with majority voting provisions in place. Note, however, that each of those companies had included a carve-out for contested elections in its majority voting provisions. In 2007, dissatisfied stockholders also targeted specific directors at companies with majority voting, including certain directors at CVS Caremark Corporation, International Paper Company, Verizon Communications, Inc. and Yahoo! Inc. None of the targeted directors received a majority against/withhold vote. Nonetheless, the relevant directors and boards appear to have examined the voting results closely, with certain targeted directors at CVS Caremark Corporation and Yahoo! Inc. subsequently resigning.

While there were no major disruptions caused by majority voting in 2007, it will take a longer period of time to assess the impact of this governance practice. Moreover, during the relatively brief history of the majority vote movement, few companies have weathered proxy seasons in a down market with majority voting in place. In the interim, it appears that the potential power of majority voting will be strengthened over time by factors such as: (a) the likely demise of brokers' ability to vote uninstructed client shares in uncontested elections pursuant to current NYSE Rule 452, (b) the SEC's e-proxy rules which could facilitate "vote no" campaigns and (c) pressure on mutual funds concerning their voting records.

## **Executive Summary**

Until recently, virtually all directors of U.S. public companies were elected under a "plurality" vote standard. Under such a standard, the nominees with the largest number of votes are elected as directors, up to the maximum number of directors to be chosen at the election, without regard to votes "withheld", "against" or not cast. A nominee in an election to be decided by a plurality could theoretically be elected with as little as one vote, thereby ensuring that, in an uncontested election, nominees slated by a board will be elected and that board seats will not be left vacant. Following the apparent failure of the SEC's 2003 initiative to give large, long-term security holders direct access to a company's proxy statement for purposes of nominating a limited number of director candidates, stockholder activists began exploring a majority voting standard (and related changes in state corporate laws, the preponderance of which provide for plurality voting as the default voting standard), as an alternative mechanism which would make stockholder votes cast against a nominee meaningful.

The accompanying Study of provisions adopted since September 2004 providing for majority voting in director elections is arranged alphabetically by company and highlights whether a company has adopted: (i) a policy addressing the consequences of a director otherwise elected by a plurality vote failing to garner a majority vote or (ii) a binding bylaw (or, in a limited number of cases, charter provision) which requires that a nominee receive a majority vote in order to be elected. Additionally, the Study identifies those bylaws which are functionally majority vote policies tied to a plurality voting standard ("Plurality-Plus Bylaws"), the existence of which underscores the need to examine the substance as well as the form of each majority voting provision. The following trends are worth noting:

- **Policy vs. Bylaw/Charter.** Since the Study was first published, the relative percentage of companies adopting policies has continued to decline, while the percentage of companies adopting majority vote bylaws or charter provisions has steadily increased (Figure 1). Of the 534 companies listed in the Study as having taken definitive action, 223 (42%) adopted policies, 160 (30%) adopted bylaws (or, in three cases, a charter provision, and in eight other cases, charter and bylaw provisions) and 151 (28%) adopted both a policy and bylaw (or, in 14 cases, majority policies which complement majority vote charter provisions and, in six cases, majority vote policies which complement charter and bylaw provisions). The comparable percentages in February 2006 were 79%, 16% and 5%, respectively, thus emphasizing the shift away from policies and toward binding majority vote bylaw (and charter) provisions. Of the 160 companies which adopted bylaws, 20 (13%) adopted Plurality-Plus Bylaws, and of the 151 companies which adopted both a bylaw and a policy, nine (6%) adopted Plurality-Plus Bylaws. Examined from a different perspective, of the 534 companies, 252 (47%) retained a plurality election standard, but added a discretionary policy addressing the status of nominees who receive a majority withhold vote, while 282 (53%) adopted a true majority election standard (Figure 2). The comparable percentages were 80% and 20% in February 2006, again highlighting that true majority vote bylaws (and charter provisions) are increasingly becoming the standard.

Initially, many companies followed the lead of Pfizer Inc., which adopted a majority vote policy on June 23, 2005 and then amended its policy on October 27, 2005 to include a detailed director resignation policy addressing the status of director nominees who fail to receive support from a majority of votes cast. The trend toward including detailed director resignation policies was also fueled, in part, by ISS announcing on November 18, 2005 that, although it would generally support stockholder proposals calling for directors to be elected by a majority of votes cast, it would consider recommending against such proposals if companies adopted formal governance principles that presented "a meaningful alternative to the majority voting standard" and included, at a minimum, certain stipulated elements addressing the status of nominees who fail to receive support from a majority of votes cast.

However, some of the enthusiasm for adopting a majority vote policy was muted by FAQs issued by ISS in December 2005 indicating that: (i) ISS would only support "true majority voting standard policies" which address the state-law holdover rule and (ii) ISS's policy did not constitute a blueprint for a policy acceptable to ISS. ISS only recommended against the majority proposal at General Electric Company on the basis of these criteria. Moreover, the SEC's denial of Hewlett-Packard Company's ("HP") request to exclude a non-binding, precatory majority vote stockholder proposal from its 2006 proxy statement, on the grounds that the majority vote policy previously adopted by HP "substantially implemented" the substance of the proposal (together with the SEC's denial of relief to all other companies making similar arguments), also served to make the adoption of a policy less attractive.

Intel Corporation's adoption on January 19, 2006 of a majority vote bylaw, which includes a director resignation policy addressing the issue of holdover directors, marked the beginning of the increase in the number of majority vote bylaws adopted, a trend which began to accelerate in the Fall of 2006. Of the 310 other majority vote bylaws (and charter provisions) described in this Study (which number includes 29 Plurality-Plus Bylaws), 288 (93%) were adopted subsequent to Intel Corporation's action. Additionally, of such 311 majority vote bylaws (and charter provisions), 272 (87%) are accompanied by a resignation policy addressing the status of holdover directors in the bylaw itself (or, in one case, charter provision) or in a separate policy. Of such 272 companies, 182 (67%) have included the resignation policy within the bylaw (or, in one case, charter provision), as was

originally done by Intel Corporation, while 90 (33%) have only included the resignation policy within their governance guidelines or a similar document. Dell, Inc. was the first company to adopt such a separate resignation policy for incumbent directors, when it acted on January 31, 2006.

During the 2006 proxy season, a limited number of companies sought stockholder approval of board-recommended charter amendments providing for a majority vote standard. ISS referred to the amendment proposed by Progress Energy, Inc. and subsequently approved by its stockholders, as “the new gold standard,” presumably because a binding voting standard contained in a charter may not be further amended without a stockholder vote. Lowe’s Companies, Inc. also sought and obtained stockholder approval for a majority vote charter provision in 2006. Following stockholder approval of a 2006 majority vote proposal, despite having had a majority vote policy in place, The Chubb Corporation announced that it would submit a majority vote charter amendment to its stockholders at the company’s 2007 annual meeting. In addition, Aetna, Inc., H.J. Heinz Company, PerkinElmer, Inc., Pitney Bowes Inc., UnitedHealth Group Incorporated and WellPoint, Inc., all of which had majority vote policies in place, were among the companies which presented majority vote charter amendments (and, in certain cases, accompanying bylaw amendments) for stockholder approval at their 2007 annual meetings. In most of these cases, companies were restricted by the existing provisions of their charters or applicable state law from changing the existing plurality director election standard through any means other than a stockholder approved charter amendment.

Other developments in majority voting have involved attempts to address potential enforceability issues raised by the resignation and recusal requirements in certain bylaws. Arguments have been made that mandating the tender of a resignation following a majority withhold or against vote effectively constitutes director removal, and that under the laws of Delaware and most other states, only stockholders possess the power to remove directors. Additionally, such provisions address the practical issue of the director who simply refuses to tender a resignation letter. Beginning in September 2006, a generation of provisions began to appear, as exemplified by the resignation provisions in the majority vote bylaw of General Motors Corporation. Such provisions require that a nominee submit an irrevocable resignation, contingent upon receiving a majority withhold or against vote, as a condition to being nominated.

Intel Corporation also responded to some of these legal and practical concerns when it amended its majority vote bylaw in January 2007 to move the general text of the resignation policy into the company’s governance guidelines. Those guidelines now provide that director nominees must annually submit a contingent resignation. Seemingly in view of the potential argument under Delaware law that a director may only have his or her power to act on a matter circumscribed by the company’s certificate of incorporation, Intel Corporation also removed the provision in its majority vote bylaw mandating that a director receiving a majority against vote recuse himself or herself from all deliberations relating to his or her tendered resignation.

Another recent development is illustrated by the majority vote bylaws adopted by Bank of America Corporation, The Boeing Company, Ca, Inc., FedEx Corporation, Pacific Gas and Electric Company, PG&E Corporation, Reliant Energy, Inc., Temple-Inland, Inc., Verizon Communications, Inc. and Weyerhaeuser Company. These companies voluntarily included provisions in their recently adopted majority vote bylaws indicating that such provisions may not be amended without stockholder approval, although not mandated by state law. BIOLASE Technology Inc. adopted a variant of such a “lock-in” by providing that its majority vote bylaw may only be amended with the approval of five independent directors.

In the Fall of 2006, General Electric Company, the only company that had succeeded in satisfying ISS’s non-exclusive criteria for an acceptable alternative to true majority voting, announced that it would seek stockholder approval of a majority vote charter amendment at its 2007 annual meeting, and ISS announced that it had eliminated the possibility of supporting alternatives to true majority voting. These developments further increased the momentum behind the adoption of true majority vote bylaws and charter provisions. The October 25, 2007 decision of Pfizer Inc., the first company to have adopted a majority vote policy, to formally change its director election standard through adoption of a true majority vote bylaw, also shifted momentum in favor of true majority vote provisions.

One of the most recent trends in majority voting has been the appearance of bylaws which limit the terms of holdover directors or those who were elected by a plurality, but failed to garner a majority vote, to 90 days. These bylaws reflect legislation in California (Cisco Systems, Inc., Pacific Gas and Electric Company, PG&E Corporation and Quest Software, Inc.), Utah (Union Pacific Corporation and Zions Bancorporation) and Washington (Microsoft Corporation, Nordstrom, Inc. and Weyerhaeuser Company) which specifically permit such shortened terms.

• **S&P 500 and Fortune 500.** To date, and taking into account the limited number of majority vote bylaws which pre-dated the recent movement (see Note 9), 66% of the companies in the S&P 500 and over 57% of the companies in the Fortune 500 (an index which includes some companies that do not have public equity) have adopted a majority vote policy, bylaw and/or charter provision. Further breaking down these percentages, approximately 19% of the companies in the S&P 500 have adopted a majority vote policy, 25% have adopted a majority vote bylaw or charter provision (of which 2% consists of Plurality-Plus Bylaws) and 22% have adopted a majority vote policy and bylaw (or charter) provision (of which 1% consists of policies and Plurality-Plus Bylaws). From the point of view of election standards, 22% of the companies in the S&P 500 have retained a plurality election standard, but added a discretionary policy addressing the status of nominees who fail to receive a majority vote, and 44% of the companies in the S&P 500 have adopted a true majority vote election standard. As to the Fortune 500, approximately 17% of the companies in that index have adopted a policy, 22% have adopted a bylaw (or charter) provision (of which 2% consists of Plurality-Plus Bylaws) and 19% have adopted a policy and bylaw (or charter) provision (of which 1% consists of policies and Plurality-Plus Bylaws). This translates into approximately 19% of the companies in the Fortune 500 having retained a plurality election standard which is augmented by a majority vote policy, and approximately 38% of the companies in that index having adopted a true majority election standard. Thus, for both the S&P 500 and Fortune 500, companies which have adopted true majority vote bylaws (or charter provisions) outnumber those which have adopted majority vote policies or Plurality-Plus Bylaws by a ratio of 2:1.

• **Votes Cast vs. Votes Outstanding.** Of the 374 policies reflected in the Study, 371 (99%) are based upon a majority of votes cast standard (which, for these purposes, includes standards such as a majority of shares present and voting or a majority of the quorum). The above-described positions of ISS and the SEC served to limit the utility of adopting the more rigorous standard of a majority of outstanding votes. Of the 311 majority vote bylaw (and charter) provisions described in this Study (which number includes the 29 Plurality-Plus Bylaws), 310 (99%) require that a nominee receive the affirmative vote of a majority of votes cast, rather than the more rigorous standard of a majority of votes outstanding. The latter standard could, as a practical matter, make it very difficult to elect a director. To avoid any potential arguments as to which votes should be considered “cast”, many companies have specifically stated that abstentions and broker non-votes should be excluded. These exclusions serve to make the pool of votes “cast” more limited, thus making it somewhat easier to achieve a majority vote. Additionally, excluding broker non-votes takes into account the anticipated elimination for the 2009 proxy season of the right of brokers to vote uninstructed client shares in uncontested elections pursuant to current NYSE Rule 452, a change which could have a material impact on elections.

• **Uncontested Elections.** Of the 374 policies described in the Study, 345 (92%) contain a carve-out for contested elections. As to bylaws, 286 of the 311 (92%) majority vote bylaw (and charter) provisions described in the Study (which numbers include the 29 Plurality-Plus Bylaws) contain a carve-out for contested elections providing that directors will be elected by a plurality vote in such situations. By not including such a carve-out in a majority vote bylaw, a board could effectively create a takeover deterrent, knowing that if no candidates receive support from a majority of the votes cast, the holdover rule will keep the incumbent directors in office. In that regard, management’s 2007 proposal at Schering-Plough Corporation to adopt a majority vote charter provision which did not include a carve-out for contested elections was defeated. That proposal was the only management proposal concerning the implementation of majority voting known to have failed to date in 2007. Some companies have grappled with the difficulties of defining a “contested election” to avoid potentially problematic situations such as those created by a stockholder nominating a competing candidate and then withdrawing that nomination shortly before the election in order to have a majority standard apply after votes have been cast. Companies have generally sought to define a “contested election” as one in which (i) the corporation receives a notice that a stockholder has nominated a person for election as a director, generally in accordance with bylaw provisions for advance notice of nominations, and (ii) such nomination has not been withdrawn on or prior to a specified date (often the tenth day preceding the date on which the corporation mails notice of the meeting to the stockholders). Additionally, as discussed below, 2006 amendments to the Model Business Corporation Act, and amendments to the corporation codes in California, North Dakota, Utah and Washington, which permit various forms of majority voting, create cut-offs for determining whether an election is contested.

• **Acceptance of Tendered Resignations.** Most director resignation policies, whether or not limited to incumbents and whether included in a bylaw or a separate document, give directors broad discretion in considering what factors to take into account when determining whether to accept a tendered resignation. Among the factors which have been cited in resignation policies are: (i) stated reason that stockholders “withheld” votes or voted “against” a director, (ii) whether the underlying cause or causes of the vote are curable, (iii) a director’s length of service, qualifications and contributions, (iv) the overall composition of the board (including whether accepting a resignation would cause a company to fail to meet any applicable SEC or listing requirements), (v) the availability of other qualified director candidates, (vi) whether stockholders cumulated their votes with respect to the director in question (see Note 66), (vii) the percentage of outstanding shares represented by the “withhold” vote and (viii) whether the acceptance of a resignation would trigger a default or breach under a material agreement or a severance payment to an executive.

However, General Electric Company began a practice followed by other companies, including BIOLASE Technology, Inc., Boston Scientific Corporation, Comverse Technology, Inc., CVS Caremark Corporation, Electronic Data Systems Corporation, Exxon Mobil Corporation, FedEx Corporation, General Motors Corporation, MBIA, Inc., Office Depot, Inc., Pactiv Corporation, J.C. Penney Company, Inc., Plum Creek Timber Company, Inc., The Proctor & Gamble Company, Qwest Communications International Inc., Schering-Plough Corporation, Temple-Inland, Inc. and Yum! Brands, Inc., when it indicated that a tendered resignation would be accepted “absent a compelling reason.” The Goldman Sachs Group, Inc. employed a somewhat looser standard by providing that a tendered resignation will be accepted absent a “significant reason,” while R.R. Donnelley & Sons Company adopted a broader standard providing that a resignation will be accepted unless the board determines that the best interests of the company and its stockholders would not be served by doing so. Taking a stronger tack, Exelon Corporation adopted a Plurality-Plus Bylaw which provides that a resignation will automatically be accepted if it is tendered by a candidate who is not an incumbent, and HNI Corporation adopted a policy simply providing that a director who does not receive the requisite vote will resign. Companies such as Citigroup Inc. and Del Monte Corporation have adopted standards providing that resignations will become effective after a specified period unless the board affirmatively takes other action.

Following adoption of a majority vote charter amendment in April 2007, General Electric Company eliminated the “compelling reason” language from its majority vote provisions. Similarly, JPMorgan Chase & Co. eliminated compelling reason language when it adopted a majority vote bylaw in July 2007.

• **Influence of Stockholder Activism.** The majority vote movement has largely been driven by stockholder activists, including, in particular, the building trades unions. ISS reported that approximately 150 proposals were filed for the 2007 proxy season, including approximately 100 from the United Brotherhood of Carpenters and Joiners of America (“UBCJA”) and other labor unions, and that more than 150 majority vote proposals were filed for the 2006 proxy season, including at least 66 from the UBCJA. The 2007 proxy season was notable for the number of proposals that were withdrawn. According to ISS, at least 70 of the proposals were withdrawn, primarily because the relevant companies agreed to adopt a majority vote bylaw, or to put the necessary charter amendments to a stockholder vote. Of the proposals withdrawn, ISS reported that approximately 40 had been presented by the UBCJA. Average support for 2007 majority vote stockholder proposals which went to a vote was over 50% according to ISS. Research conducted for this Study indicates that in 2007 at least 17 stockholder proposals on majority voting passed and that at least 39 management proposals to implement or facilitate the adoption of majority voting passed. ISS has indicated that of the 94 proposals for 2006 that proceeded to a stockholder vote, average support was approximately 48%, and the research conducted for

this Study indicates that at least 38 passed. The 2006 statistics reflect a material increase from the 89 proposals filed in 2005 (of which the 62 that came to a stockholder vote received average support of 44%, and 17 received majority support) and the 12 filed in 2004 (which received average support of 12%). The Study demonstrates that a number of majority vote policies and bylaws were adopted in the face of an imminent stockholder proposal, in response to the receipt of such a proposal or in response to stockholder litigation. There has also been a marked incidence of majority vote bylaws or policies being announced as part of a package of corporate governance reforms, such as board declassification. Moreover, as the time for printing and mailing 2006 and 2007 proxy statements drew near, the pace of adopting majority vote provisions increased, as indicated in Figures 3 and 4. For the 2006 proxy season, activity peaked in February, tapered as the proxy season wore-on, and then picked up markedly in September 2006 as companies considered the results of the 2006 proxy season and prepared for 2007. During the 2007 proxy season, February was the most active month, followed by May, during which activity spiked as the result of stockholder approval of majority vote charter and bylaw provisions at 2007 annual meetings. Figure 4 also emphasizes the increase in bylaw adoptions which followed Intel Corporation's actions and the positive response thereto from ISS and certain activists. Of the bylaws (and charter provisions) included in the Study, approximately 93% were adopted or amended in the period from January 1, 2006 to the present, while approximately 45% were adopted in the period from January 1, 2007 to the present. With respect to policies, approximately 87% were adopted or amended in the period from January 1, 2006 to the present, while approximately 34% were adopted in the period from January 1, 2007 to the present.

Finally, changes in the voting policies of mutual funds managed by Vanguard, Fidelity, Putnam and certain other managers which originally opposed director majority vote proposals, and which are under pressure from activists to support majority voting, could also have an impact on the majority vote movement. In that regard, it is worth noting that stockholder activists have sought to shine a spotlight on the voting record of mutual funds.

• **Industry Breakdown.** Manufacturing is the industry sector in which the largest number of companies have adopted a form of majority voting, perhaps in part because of the strong union presence in manufacturing and the involvement of unions in promoting majority voting. Of the companies listed in the Study, 39% are in manufacturing (compared to 34% in February 2006), followed by 24% in finance and insurance, 6% in retail trade, 6% in utilities, 5% in information, 4% in professional, scientific and technical services, 4% in mining and 3% in transportation and warehousing, as determined in accordance with the North American Industry Classification System (Figure 5).

• **State Law Changes.** In connection with the focus on director election standards, changes are also occurring on the state law level. (See Notes 116, 251, 278 and 394.) Among other things:

- The Committee on Corporate Laws of the American Bar Association adopted changes to the Model Business Corporation Act in 2006 which permit stockholders to adopt a bylaw limiting the term of a director who receives more votes “against” than “for” to a period not to exceed 90 days;
- California adopted legislation, effective January 1, 2007, which permits companies incorporated in California to elect directors by a majority of votes cast and to limit the term of holdover directors to 90 days;
- Delaware adopted changes to the Delaware General Corporation Law, effective August 1, 2006, which allow stockholders to adopt a bylaw (not subject to amendment by the board) prescribing the voting standard for director elections;
- Nevada amended the Nevada General Corporation Law, effective October 1, 2007, to permit Nevada corporations to adopt majority voting through a bylaw or charter provision;
- North Dakota adopted the North Dakota Publicly Traded Corporations Act, which allows public companies incorporated in North Dakota after July 1, 2007 to opt into a group of “shareholder-friendly” governance provisions, including majority voting;
- Ohio adopted amendments to the Ohio General Corporation Law permitting Ohio public companies to include majority vote election standards in their charters, beginning January 1, 2008. Prior to the amendments, Ohio law mandated plurality voting. The amendments were prompted by the UBCJA and other unions submitting proposals to 14 Ohio corporations requesting that they reincorporate in Delaware so that they could adopt majority voting;
- Utah adopted changes to the Utah Revised Business Corporation Act, effective April 30, 2007, providing that Utah public companies may adopt bylaw provisions which stipulate that a nominee who receives more votes “against” than “for” shall serve for a term which does not exceed 90-days;
- Virginia adopted changes to the Virginia Stock Corporation Act, effective July 1, 2007, which permit Virginia corporations to provide for majority voting through a bylaw amendment (as well as a charter amendment) and;
- Washington amended the Washington Business Corporations Act, effective July 22, 2007, to permit: (i) adoption of majority voting through a bylaw amendment (as well as a charter provision), (ii) limiting the term of holdover directors to 90-days or less through a bylaw amendment and (iii) limiting terms of nominees who are elected under a plurality standard without receiving a majority vote through a charter amendment.

- Irrevocable, Contingent Resignations. Additionally, amendments to the Model Business Corporation Act, the Delaware General Corporation Law, the Maine Business Corporation Act, the Texas Business Organizations Code, the Utah Revised Business Corporation Act and the Virginia Stock Corporations Act provide that resignations may be made effective upon the happening of a future event (such as the failure to receive a majority vote), coupled with authority to make such resignations irrevocable. A marked number of the majority vote policies and bylaws adopted since the effective date of the Delaware statute have provided for the advance tender of irrevocable, contingent resignations.

Although the Study reflects activity by companies incorporated in 35 states, 61% (327) of the companies are incorporated in Delaware, followed by 4.5% (24) in Maryland, 3.5% (19) in New York and 2.5% (14) in Ohio. Notably, Delaware is among the minority of states which currently permit changes to the director election standard through either the bylaws or a company's charter. Thus, for companies which are incorporated in jurisdictions, such as Model Act states, which do not generally permit changing the director election standard through a bylaw amendment, if the board is not willing to present a charter amendment for stockholder approval, but nonetheless wishes to adopt a form of majority voting, the only viable options are majority vote policies or Plurality-Plus Bylaws. This situation may help explain the rise in the number of Plurality-Plus Bylaws to 29.

• **2006 Proxy Season Voting Trends.** The 2006 proxy season was marked by a number of trends: (i) proposals tended to be defeated at companies which had adopted majority voting policies (although the proposals generally received material support) and (ii) proposals often passed at companies which had not adopted a majority vote provision. At least 38 majority vote proposals passed during the 2006 proxy season, materially exceeding the number of proposals that passed during the 2005 season. ISS reported that, with respect to the first 78 proposals to go to a vote in 2006, average support was 55.1% at companies which did not have a majority vote policy in place, compared to 42.3% at companies which had such a policy. Of the proposals which passed in 2006, only seven (18%) were at companies which had adopted a majority vote policy, while 31 (82%) were at companies that had not adopted a policy (including Lowe's Companies, Inc. and Progress Energy, Inc. which sought stockholder approval for majority vote charter provisions and Marriott International, Inc. and Host Hotels and Resorts, Inc., which supported union majority proposals). To date, of the 34 companies where proposals passed in 2006 (which number excludes the four companies where management supported majority vote proposals or management proposed majority vote charter provisions), all subsequently adopted new or additional majority vote provisions. 29 (85%) of those companies adopted a bylaw or charter provision, either alone or in combination with a policy, while three (9%) adopted a policy and two (6%) adopted a Plurality-Plus Bylaw.

• **2007 Proxy Season Voting Trends.** The number of majority vote-related proposals that went to a vote in 2007 was down from the number of such proposals in 2006, reflecting high levels of activity by companies which voluntarily adopted majority voting or chose to do so preemptively in the face of actual or threatened stockholder proposals, and the high number of proposals which were withdrawn after negotiations between proponents and companies. Data available for 2007 indicates that 90 majority-related proposals have appeared to date on the ballot at 88 companies. Both Kohl's Corporation and HNI Corporation had competing management and stockholder proposals on majority voting. In both of those cases, the management proposals passed. 44 of the 90 proposals were from management, while 46 were from stockholders. Settlements between proponents and companies explain, in good measure, the 44 management proposals, of which 39 have been approved by stockholders to date in 2007. In contrast, only two such proposals were presented and approved in 2006. The only management proposal known to have failed in 2007, was at Schering-Plough Corporation where management's proposal did not include a carve-out for contested elections. As to stockholder majority vote proposals, ISS data demonstrates average support levels over 50%, and publicly available data indicates that at least 17 such proposals, none of which were binding, have passed to date in 2007. Of the 17 stockholder proposals that passed in 2007, seven (41%) were at companies that had adopted a majority vote policy, three (18%) were at companies that had adopted a Plurality-Plus Bylaw and seven (41%) were at companies that had neither a policy nor a Plurality-Plus Bylaw in place.

• **The Shifting Balance of Power.** In considering the impact of the majority vote movement, it is important to recognize that majority voting has not come to the fore alone. Combined with: (i) the successful on-going movements to declassify boards, thereby forcing all directors to stand for election annually, and to eliminate other takeover deterrents, such as poison pills and supermajority stockholder approval requirements, (ii) the New York Stock Exchange's proposed elimination of the provision in the broker-vote rule (Rule 452) which has generally allowed brokers to vote uninstructed client shares in favor of management's slate in uncontested elections, (iii) the SEC's recently adopted electronic proxy rules which largely allow proxy materials to be distributed through the internet (thus enhancing the ability of a dissident to commence a proxy fight or to target selected directors through a "vote no" campaign), (iv) the influence of proxy advisory firms such as RiskMetrics Group, Inc., (v) the potential impact of "empty voting" (in which voting control is separated from economic ownership) and over-voting (in which more shares are voted than are entitled to vote) and (vi) the increased power of stockholder activists, a "perfect storm" is brewing which is shifting power toward stockholders and leading to increased levels of engagement between boards and stockholders. As to the influence of activists, the latest edition of The Conference Board's Institutional Investment Report indicates that within the categories of institutional investors, "activist" state and local pension funds, which have been among the most outspoken on the subject of governance reforms, have increased their percentage share of the equity markets in the United States from 2.9% in 1980 to 9.8% in 2005. Nonetheless, recent turmoil in the credit markets may blunt the ability of some activists to effect changes, such as those involving stock buy-backs or the sale of a company.

• **2008: What Lies Ahead?** As companies prepare for the 2008 proxy season begins, a number of points are worth bearing in mind:

- **Continued Push from Activists and Greater Engagement with Activists.** To date, majority voting has been a tremendously successful movement, and the stockholder activist community shows no apparent interest in letting the momentum ebb. Emphasizing that activists do not find majority vote policies adequate, some proponents of

majority voting have signaled that in 2008 they intend to target companies which have adopted policies, but not majority vote bylaws (or charter provisions). Moreover, some proponents have shown a tendency to repeatedly submit proposals at a given company until the company adopts true majority vote provisions. Additionally, groups such as the Council of Institutional Investors and Change to Win have been pushing for the elimination of broker voting (which will magnify the impact of majority voting) on the theory that broker discretionary voting gives management's nominees an unfair advantage and thus undermines the integrity of director elections.

Organizations such as TIAA-CREF, which were not previously known to have submitted majority vote proposals, did so in 2007. TIAA-CREF submitted ten non-binding majority vote stockholder proposals for 2007, all of which were settled as a result of the unnamed companies agreeing to adopt majority vote bylaws. The 2007 on-line campaign mounted by Eric Jackson, a stockholder of Yahoo! Inc., to oust seven directors, including Terry Semel, due to dissatisfaction with Mr. Semel's compensation as CEO, illustrates another interesting aspect of stockholder activism. While Mr. Semel did not receive a majority against vote, three other directors received more than a 30% withhold vote and Mr. Semel subsequently resigned as CEO, while remaining on the board. Eric Jackson was reported to have owned only 45 shares of Yahoo! Inc. when he mounted his on-line campaign, which included use of a blog and YouTube videos. The impact of the actions of TIAA-CREF and Eric Jackson appear to reinforce the notion that many majority vote provisions are being adopted as a result of behind the scenes negotiations and that the power of majority voting, which is not limited to situations in which a director has received a majority withhold/against vote, often plays out behind the scenes.

Many activists have welcomed the increasing levels of negotiated settlements involving majority voting as indicative of a new era of engagement between boards and stockholders. In that regard, it is worth noting that Spencer Stuart's 2007 Board Index found that 37% of respondents to its annual survey reported that their boards had direct contact with stockholder groups over the past year, up from 22% in 2006. Moreover, in June 2007, Pfizer Inc. announced that it had instituted a policy under which members of its board will meet with the company's largest institutional stockholders on an annual basis to listen to their comments on governance policies and practices, including executive compensation. UnitedHealth Group Incorporated and Converse Technology, Inc. were also reported to have formed advisory committees to give their large, long-term stockholders the opportunity to provide input on certain governance issues.

- **The Threat of Binding Proposals.** While there has been concern on the part of companies as to the possibility of receiving binding majority vote proposals from stockholders, relatively few have been presented. In 2007, only four binding stockholder majority vote proposals were included in proxy statements, and as of the date of this Study, three of those proposals have gone to a vote, with none of them passing. At the beginning of the 2007 proxy season, the American Federation of State, County and Municipal Employees ("AFSCME"), which submitted a small number of binding majority vote stockholder proposals during 2006 that received unexpectedly substantial support, indicated that it intended to file binding proposals for 2007, including at companies where it presented binding proposals in 2006. Additionally, ISS reported that the UBCJA intended to submit binding proposals in 2007 at approximately 15 companies where the proposal has already gone to two stockholder votes and had achieved average support above 45%. It is not clear how many binding proposals were ultimately presented to companies by stockholders in 2007. AFSCME is reportedly intending to present binding proposals at certain companies in 2008, including companies which have adopted policies without changing the underlying director election standard to a majority. When considering that no binding stockholder proposals on majority voting have passed, it is worth remembering that many investors are more reluctant to support binding stockholder proposals (which would amend a company's bylaws) than they are to support non-binding proposals which send a message to the board as to stockholder sentiment. Additionally, the boards of some Delaware corporations may preemptively adopt majority voting bylaw amendments so that the board will retain the ability to further amend such bylaws (knowing that if the stockholders adopt a binding majority vote bylaw, it may not be further amended by the board under the recent amendments to the Delaware General Corporation Law).

- **Greater Acceptance.** Emphasizing the increasingly mainstream nature of majority voting, the November 30, 2006 Interim Report of the Committee on Capital Markets Regulation stated that majority voting "must be the cornerstone of any system of shareholder rights," while a report issued on January 31, 2007 by a joint task force of the National Association of Corporate Directors and the Council of Institutional Investors opined that directors should be elected by a majority of votes cast.

- **Continuing Evolution of Provisions.** As the majority vote movement has matured, majority voting provisions have continued to evolve, and there has been considerable use of novel provisions. For example: (a) the majority vote bylaw of Systemax Inc, which was adopted in connection with the settlement of stockholder derivative litigation, remained in force for one year only, (b) the majority vote policy adopted by Citrix Systems, Inc. has a double trigger, which requires that a nominee receive a withhold vote from a majority of votes cast, and that the withhold vote represent at least 35% of the outstanding shares of the company, (c) the majority vote charter amendment adopted by Borders Group, Inc. differs from other such amendments by including director resignation provisions therein, (d) Newmont Mining Corporation adopted a majority vote policy that applies to incumbent directors only, (e) MBIA, Inc. has a policy which specifies that the committee considering a tendered resignation will receive a recommendation on the matter from the CEO and (f) The Adams Express Company, Kohl's Corporation, PerkinElmer, Inc., Petroleum & Resources, Inc. and Tidewater, Inc. adopted charter or bylaw provisions which give the boards of these companies discretion as to whether they should adopt majority voting in the future. The variety of provisions illustrated by the Study can be explained in part by the enabling nature of state corporation laws which have allowed companies to craft provisions that suit their specific situations.

- **Proxy Access.** While the debate over proxy access was restarted in 2006, the SEC has not yet taken action on the conflicting proposals approved at its July 25, 2007 open meeting. Many institutional investors opposed both proposals, on the theory that the proposal allowing companies to exclude any stockholder proposal concerning the director election process would frustrate state law, while the proposal to permit holders of a 5% interest to present a proposal on proxy access would be available to only the largest holders. Both Barney Frank, the chairman of the House Financial Services Committee, and Christopher Dodd, the chairman of the Senate Banking Committee, urged the SEC to



defer action on proxy access. At the beginning of November 2007, SEC Chairman Cox stated that the SEC “should go back to the drawing board,” yet again, in early 2008 on the issue of proxy access. At the same time, he reiterated his intent to have a rule in place for the 2008 proxy season, although he noted that such rule might be for the “short-run.” While the debate has raged over proxy access, only four companies received proxy access proposals for the 2007 proxy access. The proposal at Reliant Energy, Inc. was withdrawn, and proposals at Hewlett Packard Company and UnitedHealth Group Incorporated received 43% and 45% support, respectively. Only the proposal at Cryo-Cell International Inc. passed.

Ironically, majority voting was an outgrowth of the apparent failure of proxy access, and there is a continuing possibility of both movements moving ahead. The movements are generally complementary in that most majority vote provisions do not apply in contested elections, and proxy access fundamentally involves creating contested elections. In that regard, Apria Healthcare Group, Inc. has a majority vote bylaw and a proxy access policy, Comverse Technology, Inc. adopted majority vote and proxy access bylaws in 2007, and RiskMetrics Group, Inc. has indicated that it intends to adopt majority voting and proxy access when it goes public.

- **Unintended Consequences?** While majority voting is intended to increase director accountability and foster a greater level of dialogue between boards and stockholders, it is still unclear how this increased stockholder power will be used over time, particularly by those who may be focused upon short-term gain. For instance, the use of empty voting at a company with majority voting could theoretically be used to seek to destabilize the board. Empty voting has the potential to run counter to the basic corporate governance concept that stockholders vote in the best interests of the company in which they are stockholders. In a January 22, 2007 speech, SEC Commissioner Atkins warned of the risk of hedge funds employing empty voting. While majority voting has been supported by a broad range of constituencies, such groups may not have an identity of interest after majority voting is enacted at a given company.

Since companies are continuing to address majority voting and those that have adopted policies have sought varying degrees of publicity for their response to the majority vote movement, the statistics in this summary cannot be viewed as definitive. Nonetheless, the Study reveals a number of distinct trends, including the establishment of majority voting, in its many forms, as a mainstream governance practice.

**Type of Majority Provision Adopted by Companies in  
Study of Majority Voting  
November 2007 v. February 2006**

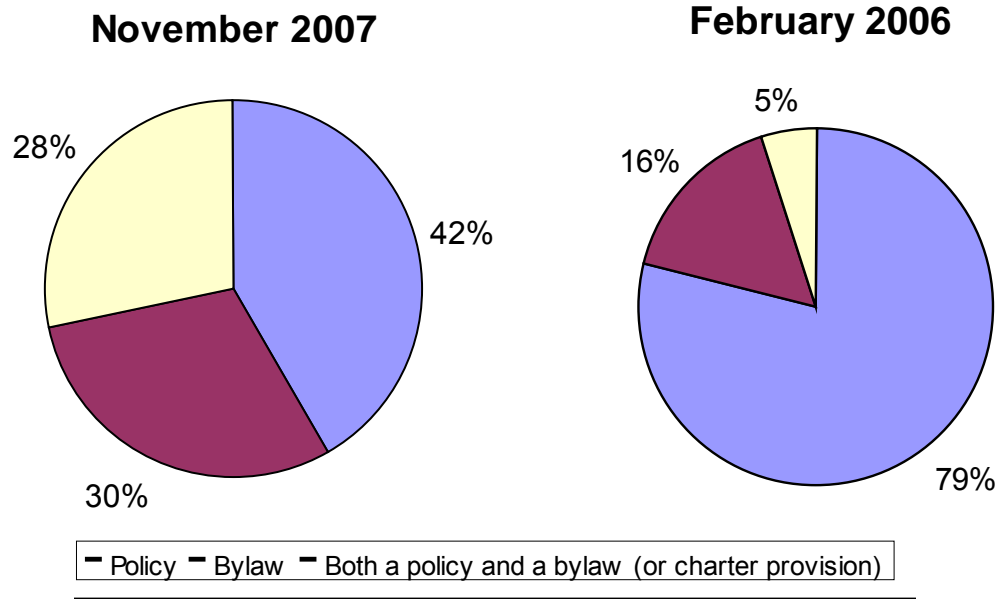
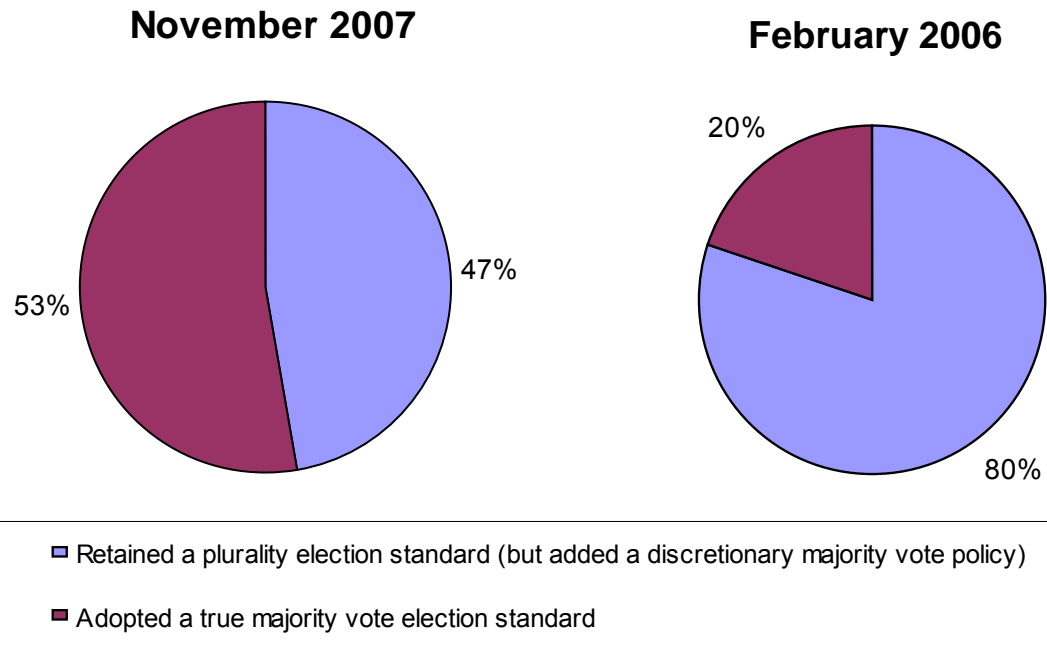


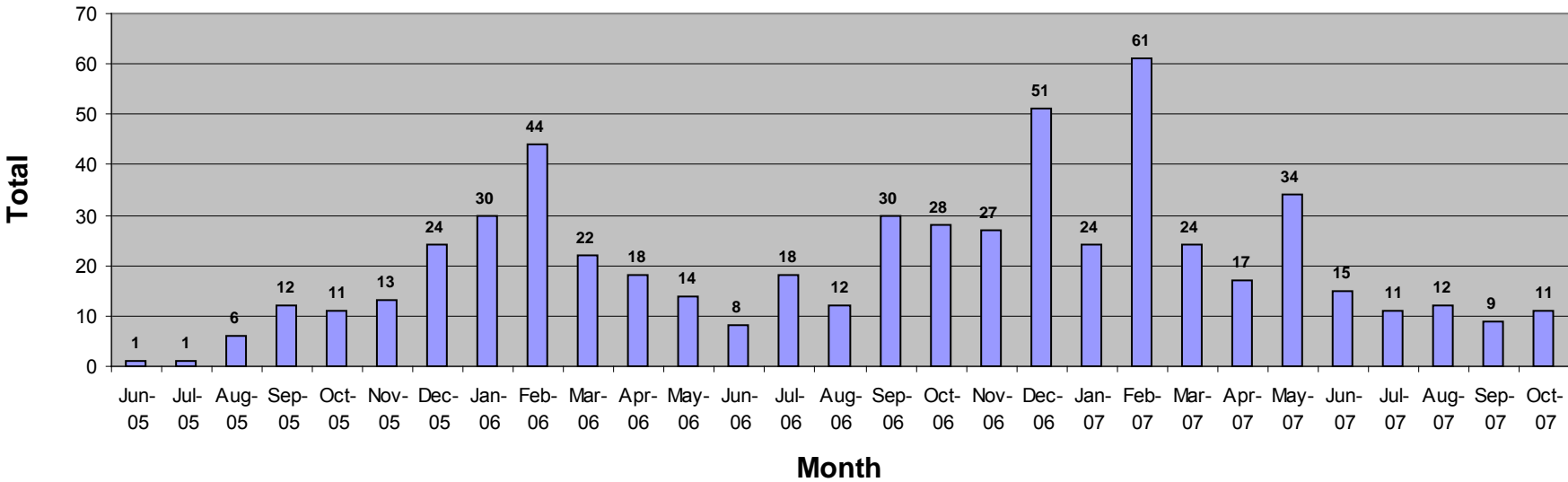
Figure 1

**Analysis of Voting Standards Adopted by Companies in  
Study of Majority Voting  
November 2007 v. February 2006**



**Figure 2**

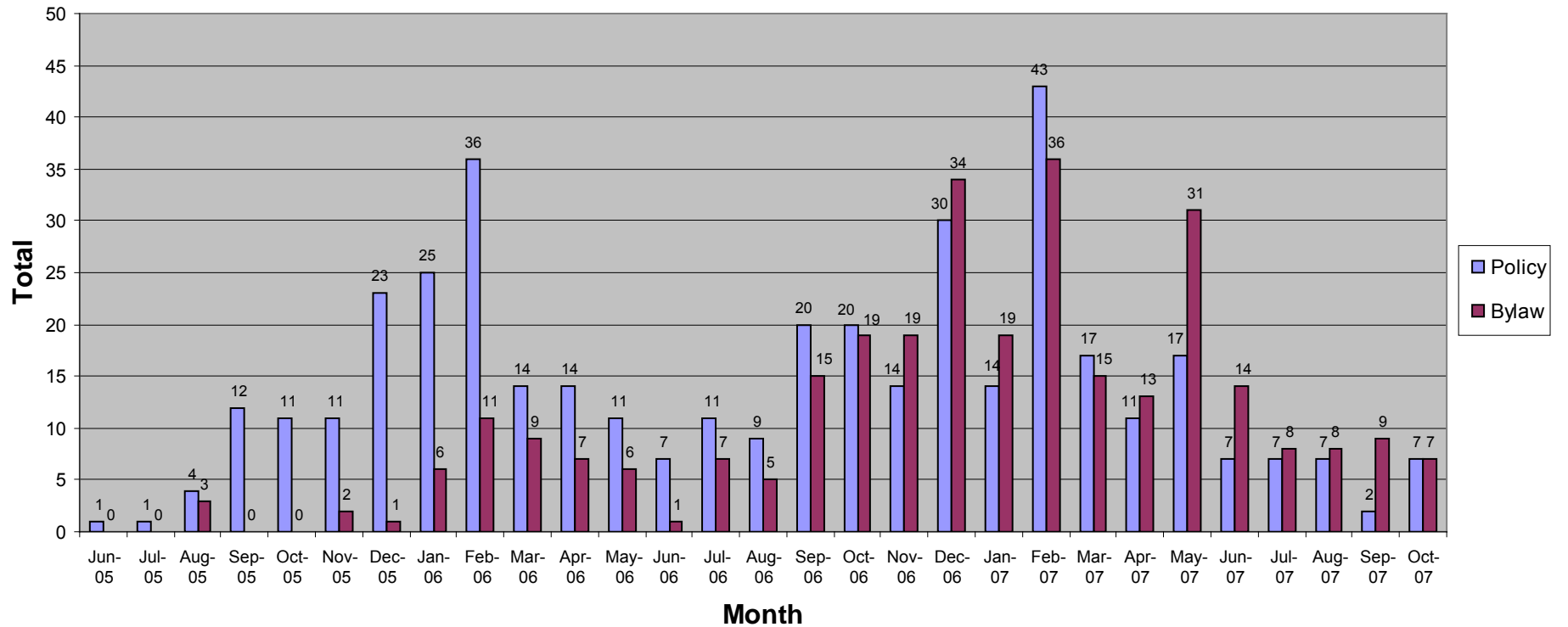
**Majority Vote Policy/Bylaw/Charter Adoptions and Amendments  
by Month (June 2005 - October 2007)**



**Note:** Based on publicly available data included in Study of Majority Voting, and excluding actions for which a month and year of adoption were not available. For companies which acted on multiple dates, each date was separately recorded.

**Figure 3**

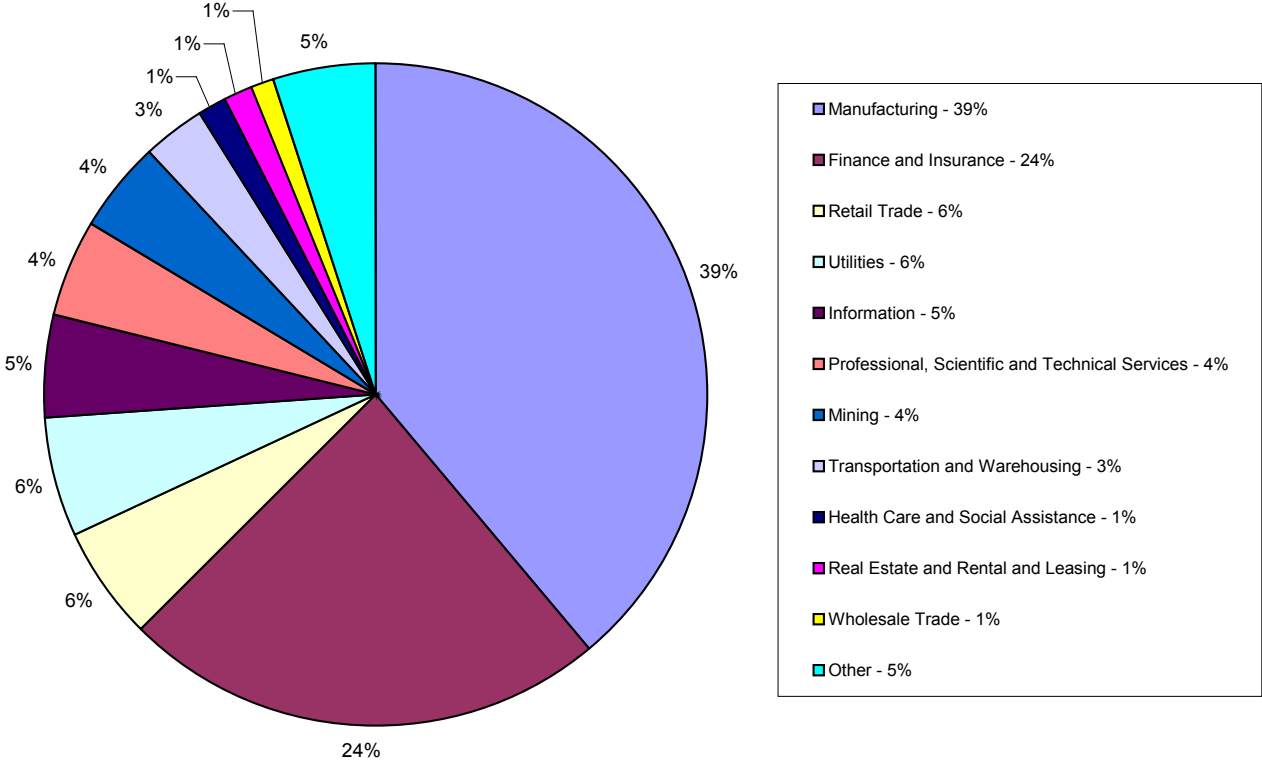
### Majority Vote Policy v. Bylaw Adoptions and Amendments by Month (June 2005 - October 2007)



**Note:** Based on publicly available data included in [Study of Majority Voting](#), and excluding actions for which a month and year of adoption were not available. For companies which acted on multiple dates, each date was separately recorded. Plurality-Plus Bylaws and majority vote charter provisions were recorded as bylaws.

**Figure 4**

**Breakdown by NAICS\* Industry Sector of Companies in  
Study of Majority Voting\*\***



\*North American Industry Classification System  
 \*\*Due to rounding, percentages may not total 100%

**Figure 5**

### Companies Analyzed in Study of Majority Voting in Director Elections

Accredited Home Lenders Holding Co.	Americredit Corp.	Avanir Pharmaceuticals	Bristol-Myers Squibb Company	Chiquita Brands International, Inc.
Axiom Corporation	Ameriprise Financial, Inc.	Avaya Inc.	Bryn Mawr Bank Corporation	ChoicePoint Inc.
The Adams Express Company	Amgen Inc.	Avery Dennison Corporation	Burlington Northern Santa Fe Corporation	The Chubb Corporation
ADESA, Inc.	AMR Corporation	Avnet, Inc.	CA, Inc.	Ciena Corporation
Adobe Systems Incorporated	AmSouth Bancorporation	Avon Products, Inc.	Cabot Corporation	CIGNA Corporation
Advance America, Cash Advance Centers, Inc.	Anadarko Petroleum Corporation	Axcelis Technologies, Inc.	Cabot Microelectronics Corporation	Cimarex Energy Co.
Advanced Micro Devices, Inc.	Analog Devices, Inc.	Baker Hughes Incorporated	CACI International Inc.	Cincinnati Financial Corporation
Aetna, Inc.	Apache Corporation	BancorpSouth, Inc.	Cadence Design Systems, Inc.	Cintas Corporation
Aflac Incorporated	Applied Materials, Inc.	BancTrust Financial Group, Inc.	The California Public Employees Retirement System ("CalPERS")	Circuit City Stores, Inc.
Agilent Technologies, Inc.	Apogee Enterprises, Inc.	Bank of America Corporation	Callaway Golf Company	Cisco Systems, Inc.
AGL Resources Inc.	Apria Healthcare Group Inc.	The Bank of New York Mellon Corporation (f/k/a The Bank of New York Company, Inc.)	Callidus Software Inc.	CIT Group, Inc.
Alaska Air Group, Inc.	Arabian American Development Company	Baxter International Inc.	Cambrex Corporation	Citigroup Inc.
Alcoa, Inc.	Arch Chemicals, Inc.	Beazer Homes USA, Inc.	Camden National Corporation	Citizens Communications Company
Allegheny Energy, Inc.	Archer-Daniels-Midland Company	Beckman Coulter, Inc.	Campbell Soup Company	Citrix Systems, Inc.
Allergan, Inc.	Archstone-Smith Trust	Becton, Dickinson & Company	Capital One Financial Corporation	CKE Restaurants, Inc.
Allied Capital Corporation	Argon ST, Inc.	Belo Corp.	Cardinal Health, Inc.	Clear Channel Communications, Inc.
The Allstate Corporation	Arrow Financial Corporation	Berkshire Hathaway Inc.	Care Investment Trust, Inc.	The Clorox Company
Altera Corporation	ArvinMeritor, Inc.	BIOLASE Technology, Inc.	Career Education Corporation	CMS Energy Corporation
Altria Group, Inc.	Ashland Inc.	BJ's Wholesale Club, Inc.	Caterpillar Inc.	The Coca-Cola Company
AMB Property Corporation	Associated Banc-Corp	Bob Evans Farms, Inc.	Centex Corporation	Colgate-Palmolive Company
Ameren Corporation	AT&T Inc.	The Boeing Company	Ceridian Corporation	Colonial Properties Trust
American Express Company	Atmel Corporation	Borders Group, Inc.	Cerner Corporation	Comerica Incorporated
American International Group, Inc.	Autodesk, Inc.	BorgWarner Inc.	Chevron Corporation	Comverse Technology, Inc.
American Medical Systems Holdings, Inc.	Automatic Data Processing, Inc.	Boston Scientific Corporation		ConAgra Foods, Inc.
	AutoZone, Inc.			Concho Resources Inc.

ConocoPhillips	Dominion Resources, Inc.	Equity Office Properties Trust	Foot Locker, Inc.	The Goldman Sachs Group, Inc.
Constellation Energy Group, Inc.	D.R. Horton, Inc.	Equity Residential	Fortune Brands, Inc.	Goodrich Corporation
Continental Airlines, Inc.	R.H. Donnelley Corporation	Erie Indemnity Company	Fossil, Inc.	Granite Construction Incorporated
Cooper Tire & Rubber Company	R.R. Donnelley & Sons Company	Exar Corporation	Foundation Coal Holdings, Inc.	Greater Bay Bancorp
Corinthian Colleges, Inc.	DPL Inc.	EXCO Resources, Inc.	Freeport – McMoRan Copper & Gold Inc.	Haemonetics Corporation
Cornell Companies, Inc.	Duke Energy Corporation	Exelon Corporation	Freescale Semiconductor, Inc.	Halliburton Company
Council of Institutional Investors	Duke Realty Corporation	Expeditors International of Washington, Inc.	FreightCar America, Inc.	Handleman Company
Cousins Properties Incorporated	Dynegy Inc.	Exterran Holdings, Inc.	Gannett Co., Inc.	Hanover Compressor Company
Covanta Holding Corporation	Earthlink, Inc.	Exxon Mobil Corporation	The Gap, Inc.	The Hanover Insurance Group, Inc.
Covidien Ltd.	Eastman Chemical Company	Family Dollar Stores, Inc.	Gateway Energy Corporation	Harman International Industries, Incorporated
CSX Corporation	Eastman Kodak Company	Fastenal Company	GenCorp Inc.	Harris Corporation
Cummins Inc.	Eaton Corporation	Federal National Mortgage Association (a/k/a Fannie Mae)	General Dynamics Corporation	Harris Interactive Inc.
CVR Energy, Inc.	Edwards Lifesciences Corporation	Federal Realty Investment Trust	General Electric Company	The Hartford Financial Services Group, Inc.
CVS Caremark Corporation	eFunds Corporation	FedEx Corporation	General Growth Properties, Inc.	HCP, Inc. (f/k/a Health Care Property Investors, Inc.)
Darden Restaurants, Inc.	Electronic Arts Inc.	FEI Company	General Moly, Inc. (f/k/a Idaho General Mines, Inc.)	Health Management Associates, Inc.
DaVita Inc.	Electronic Data Systems Corporation	First BanCorp.	General Motors Corporation	HealthSouth Corporation
Deere & Company	Eli Lilly and Company	First Data Corporation	Gen-Probe Incorporated	H.J. Heinz Company
Dell Inc.	El Paso Corporation	FirstFed Financial Corp.	GenTek Inc.	Hertz Global Holdings, Inc.
Del Monte Foods Company	Embarq Corporation	First Horizon National Corporation	Genworth Financial, Inc.	Hewitt Associates, Inc.
Delta Air Lines, Inc.	EMC Corporation	First Indiana Corporation)	Genzyme Corporation	Hewlett-Packard Company
Devon Energy Corporation	Encore Acquisition Company	First Merit Corporation	GeoEye, Inc.(f/k/a ORBIMAGE Holdings Inc.)	Hilton Hotels Corporation
Dillard's, Inc.	Enesco Group, Inc.	First Midwest Bancorp, Inc.	Gilead Sciences, Inc.	HNI Corporation
Discover Financial Services LLC	EnPro Industries, Inc.	Fiserv, Inc.	Global Aircraft Solutions, Inc.	The Home Depot, Inc.
Document Security Systems, Inc.	Entergy Corporation	Fleetwood Enterprises, Inc.		
Dollar Tree Stores, Inc.	EOG Resources, Inc.	Fluor Corporation		
	Equitable Resources, Inc.			



Honeywell International Inc.	Jones Apparel Group, Inc.	M&T Bank Corporation	Mercantile Bankshares Corporation	NewBridge Bancorp
Hospira, Inc.	Jones Lang LaSalle Incorporated	The Macerich Company	Mercer International Inc.	Newell Rubbermaid Inc.
Host Hotels & Resorts, Inc. (f/k/a Host Marriott Corporation)	Journal Register Company	Mack-Cali Realty Corporation	Merck & Co., Inc.	Newmont Mining Corporation
Humana Inc.	JPMorgan Chase & Co.	Manor Care, Inc.	Merrill Lynch & Co., Inc.	Newpark Resources, Inc.
Illinois Tool Works Inc.	Kaman Corporation	Marathon Oil Corporation	MetLife, Inc.	New Plan Excel Realty Trust, Inc.
IndyMac Bancorp, Inc.	KB Home	Marriott International, Inc.	Mettler-Toledo International, Inc.	NIKE, Inc.
Integra Bank Corporation	Kellogg Company	Marsh & McLennan Companies, Inc.	MGIC Investment Corporation	NiSource Inc.
Integra LifeSciences Holdings Corporation	KeyCorp.	Marshall & Ilsley Corporation	Microsoft Corporation	Nordstrom, Inc.
Intel Corporation	Kimberly-Clark Corporation	Martek Biosciences Corporation	Millennium Pharmaceuticals, Inc.	Norfolk Southern Corporation
Intermec, Inc.	KLA-Tencor Corporation	Masco Corporation	Millipore Corporation	Northern Trust Corporation
International Business Machines Corporation	Kohl's Corporation	Mattel, Inc.	Monsanto Company	Northrop Grumman Corporation
International Flavors & Fragrances Inc.	Kraft Foods Inc.	MBIA, Inc.	Monster Worldwide, Inc.	NorthWestern Corporation
International Game Technology	The Kroger Co.	McCormick & Company, Incorporated	Motorola, Inc.	Novell, Inc.
International Paper Company	LaSalle Hotel Properties	McDermott International, Inc.	Myriad Genetics, Inc.	Nucor Corporation
The Interpublic Group of Companies, Inc.	Lattice Semiconductor Corporation	McDonald's Corporation	Nabi Biopharmaceuticals	NVIDIA Corporation
inVentiv Health Inc.	LCA-Vision Inc.	The McGraw-Hill Companies, Inc.	The Nasdaq Stock Market, Inc.	N-Viro International Corporation
Invitrogen Corporation	Lehman Brothers Holdings Inc.	McKesson Corporation	National City Corporation	NVR, Inc.
ISS Governance Services	Lexmark International, Inc.	McMoRan Exploration Co.	National Financial Partners Corp.	NYSE Euronext (f/k/a NYSE Group, Inc.)
ITT Industries, Inc.	Liberty Property Trust	MDU Resources Group, Inc.	National Penn Bancshares, Inc.	Occidental Petroleum Corporation
Jamba, Inc.	Liz Claiborne, Inc.	MeadWestvaco Corporation	National Semiconductor Corporation	Office Depot, Inc.
Janus Capital Group Inc.	Loews Corporation	Media Sciences International, Inc.	Nationwide Financial Services, Inc.	Old National Bancorp
Jefferies Group, Inc.	Lowe's Companies, Inc.	Medicis Pharmaceutical Corporation	Navistar International Corporation	ONEOK, Inc.
John Wiley & Sons, Inc.	LSI Corporation (f/k/a LSI Logic Corporation)	MedImmune, Inc.	Nelnet, Inc.	Oracle Corporation
Johnson & Johnson	Luby's, Inc.	Medtronic, Inc.		Owens-Illinois, Inc.
	Lucent Technologies Inc.			Pacific Gas and Electric Company
	Lydall, Inc.			

Pactiv Corporation	Post Properties, Inc.	Rite Aid Corporation	SPX Corporation	Teradata Corporation
Paychex, Inc.	Potlatch Corporation	Robbins & Myers, Inc.	StanCorp Financial Group, Inc.	Teradyne, Inc.
The PBSJ Corporation	PPG Industries, Inc.	Rockwell Automation, Inc.	Staples, Inc.	Terex Corporation
Peabody Energy Corporation	Principal Financial Group, Inc.	Royal Gold, Inc.	State Auto Financial Corporation	Tesoro Corporation
J.C. Penney Company, Inc.	The Procter & Gamble Company	Safeco Corporation	State Street Corporation	Texas Instruments Incorporated
Pennsylvania Real Estate Investment Trust	Progress Energy, Inc.	Safeway Inc.	St. Jude Medical, Inc.	Textron Inc.
Pentair, Inc.	The Progressive Corporation	Saia, Inc.(f/k/a SCS Transportation, Inc.)	Stryker Corporation	Thermo Fisher Scientific Inc. (f/k/a Thermo Electron Corporation)
Pepco Holdings, Inc.	Proliance International, Inc.	SAIC, Inc. (f/k/a Science Applications International Corporation)	Sun Healthcare Group, Inc.	3M Company
PepsiAmericas, Inc.	ProLogis	SandRidge Energy, Inc.	Sun Microsystems, Inc.	TIAA-CREF
The Pepsi Bottling Group, Inc.	Provident Bankshares Corporation	Sanmina-SCI Corporation	Sunoco, Inc.	Tidewater Inc.
PepsiCo, Inc.	Prudential Financial, Inc.	Sara Lee Corporation	SunTrust Banks, Inc.	Tiffany & Co.
PerkinElmer, Inc.	Puget Energy, Inc.	Schering-Plough Corporation	Superior Essex Inc.	Time Warner Inc.
Petroleum & Resources Corporation	Puget Sound Energy, Inc.	The Charles Schwab Corporation	SUPERVALU INC.	The TJX Companies, Inc.
PetSmart, Inc.	Pulte Homes, Inc.	Sealed Air Corporation	Sybase, Inc.	Tollgrade Communications, Inc.
P.F. Chang's China Bistro, Inc.	QUALCOMM Incorporated	The Sherwin-Williams Company	SYNNEX Corporation	The Toro Company
Pfizer Inc.	Quest Software, Inc.	Signature Bank	Synopsys, Inc.	Transocean Inc.
PG&E Corporation	Qwest Communications International Inc.	Simon Property Group, Inc.	Synovus Financial Corp.	The Travelers Companies Inc. (f/k/a The St. Paul Travelers Companies, Inc.)
Philip Morris International Inc.	Rayonier Inc.	SLM Corporation	Sysco Corporation	TreeHouse Foods, Inc.
Phoenix Technologies Ltd.	Raytheon Company	Smithtown Bancorp, Inc.	Systemax Inc.	Trimeris, Inc.
Pinnacle Financial Partners, Inc.	Regency Centers Corporation	Smurfit-Stone Container Corporation	T. Rowe Price Group, Inc.	Tupperware Brands Corporation
Pitney Bowes Inc.	Regions Financial Corporation	SonicWALL, Inc.	Tandy Brands Accessories, Inc.	TXU Corp.
Plum Creek Timber Company, Inc.	Reliant Energy, Inc.	Southwest Water Company	Target Corporation	Tyco Electronics Ltd.
The PMI Group, Inc.	RELM Wireless Corporation	Spartan Stores, Inc.	Tektronix, Inc.	Tyco International Ltd.
The PNC Financial Services Group, Inc.	RF Micro Devices, Inc.	Spectra Energy Corp	Tellabs, Inc.	UCBH Holdings, Inc.
PNM Resources, Inc.	Rigel Pharmaceuticals, Inc.	Sprint Nextel Corporation	Temple-Inland, Inc.	
	RiskMetrics Group, Inc.		Tenet Healthcare Corporation	

Union Bankshares Company	URS Corporation	Vulcan Materials Company	WellPoint, Inc.	Wyeth
Union Pacific Corporation	UTEK Corporation	Wachovia Corporation	Wells Fargo & Company	Xcel Energy Inc.
Unisys Corporation	Valeant Pharmaceuticals International	Wal-Mart Stores, Inc.	Wells Real Estate Investment Trust II, Inc.	Xerox Corporation
United Community Banks, Inc.	Valero Energy Corporation	The Walt Disney Company	Wendy's International, Inc.	Xilinx, Inc.
UnitedHealth Group Incorporated	Valmont Industries, Inc.	Washington Group International, Inc.	Westar Energy, Inc.	Yahoo! Inc.
United Natural Foods, Inc.	Varian Medical Systems, Inc.	Washington Mutual, Inc.	Western Digital Corporation	YRC Worldwide Inc.
United Rentals, Inc.	Vectren Corporation	Waste Management, Inc.	Weyerhaeuser Company	Yum! Brands, Inc.
United Technologies Corporation	Verizon Communications Inc.	Waters Corporation	Whirlpool Corporation	Zimmer Holdings, Inc.
Unum Group (f/k/a UnumProvident Corporation)	Vertex Pharmaceuticals Incorporated	Wausau Paper Corp.	The Williams Companies, Inc.	Zions Bancorporation
	Viad Corp	WebSense, Inc.	WMS Industries Inc.	
	VMware, Inc.	Webster Financial Corporation	Wm. Wrigley Jr. Company	
			WSFS Financial Corporation	

**Also see Note 9 for a list of companies with preexisting majority vote standards.**

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## Study of Majority Voting in Director Elections

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Accredited Home Lenders Holding Co. <sup>2</sup> (4/26/06)	Policy	<p>With reference to the Board of Directors (the “Board”) of Accredited Home Lenders Holding Co. (the “Company”), in an uncontested election of directors of the Board (an election where the only nominees are those recommended by the Board), if any nominee for director receives a greater number of “withhold” votes than votes “for” his or her election, the Nominating and Corporate Governance Committee (the “Committee”) will undertake an evaluation of the appropriateness of the director’s continued service on the Board, and will make a recommendation to the Board as to whether it is appropriate that any remedial action be taken with respect to the voting results. The Committee’s recommendations may range from taking no action, to addressing the cause of the concerns communicated by stockholders, to requesting that the director tender his or her resignation. The Committee will consider all factors it deems relevant including, without limitation, the following:</p> <ul style="list-style-type: none"> <li>• The stated reasons why stockholders withheld votes for election from such director;</li> <li>• The length of service and qualifications of such director;</li> <li>• The director’s contributions to the Company; and</li> <li>• The availability of other qualified candidates for director.</li> </ul> <p>The Committee’s evaluation will begin promptly following certification of the voting results and will be forwarded to the Board to permit the Board</p>

<sup>1</sup> Under the policies described in this study, a director elected by a plurality vote is required to tender his or her resignation if a majority of votes (cast or outstanding, as applicable) is withheld from or cast against such director. Such policies are generally included in corporate governance guidelines and are sometimes referred to as “plurality-plus” or “quasi-majority” policies. By contrast, the bylaw and limited number of charter provisions described in this study (other than the bylaws adopted by Agilent Technologies, Inc., AGL Resources, Inc., Allegheny Energy, Inc., Continental Airlines, Inc., Darden Restaurants, Inc., DPL, Inc., Equitable Resources, Inc., Exelon Corporation, FreightCar America, Inc., Genworth Financial, Inc., HNI Corporation, International Paper Company, J.C. Penney Company, Inc., LaSalle Hotel Properties, M&T Bank Corporation, Mack-Cali Realty Corporation, The McGraw-Hill Companies, Inc., Media Sciences International, Inc., MetLife, Inc., MGIC Investment Corporation, Newpark Resources, Inc., Qualcomm Incorporated, Schering-Plough Corporation, Smithtown Bancorp., Inc., T. Rowe Price Group, Inc., Time Warner Inc., The Toro Company, Washington Mutual, Inc., and Zions Bancorporation, which consist of a director resignation policy tied to a plurality voting standard) generally require director nominees to receive a majority of votes (cast, present/represented or outstanding, as applicable), in order to be elected. Notably, such majority vote bylaws and charter provisions permit stockholders to vote “for” or “against” a nominee. Some companies with majority vote bylaws or charter provisions have also adopted an accompanying director resignation policy, either in the bylaw itself or in a separate policy, to address the status of holdover directors who have not received the requisite vote. Companies have sought varying levels of publicity for their responses to the majority vote movement, thereby making it difficult to obtain a definitive list of companies which have adopted policies, bylaws and/or charter provisions (and the dates of adoption). Some public companies have chosen to describe the adoption of a majority vote policy in a press release and/or through the filing of a voluntary (Item 8.01) Form 8-K with the Securities and Exchange Commission (“SEC”), while others have simply chosen to post amended guidelines on their web sites or to make copies of the amended guidelines available upon request. Bylaw and charter amendments relating to the adoption of a majority vote provision generally elicit publicity automatically since such actions mandate the filing of an Item 5.03 Form 8-K (or inclusion as an exhibit in a Form 10-Q or 10-K if such SEC report will be filed within the time period in which an Item 5.03 Form 8-K would be required) and/or may require a stockholder vote (and related proxy statement).

While this study focuses upon U.S. companies, note that the majority vote movement has spread to Canada. The Bank of Nova Scotia adopted a majority vote policy in Nov. 2005, followed by companies including Bank of Montreal, CIBC, National Bank of Canada, Royal Bank of Canada, The Toronto-Dominion Bank, TSX Group, Alcan, Inc., Barrick Gold Corporation, CAE, Inc., Cameco Corporation, Canadian Pacific Railway Limited, Cognos Incorporated, Home Capital, Inco Limited, Maple Leaf Foods, Inc., MDC Partners, Inc., Nexen Inc., Nova Chemicals Corporation, PotashCorp., Russel Metals, Inc., SNC-Lavalin Group, Inc., Sun Life Financial, Inc., TransAlta Corporation and TransCanada Corporation. The Canadian Coalition for Good Governance maintains a list of Canadian companies which have adopted majority voting at <http://www.ccgq.ca/guidelines/majority-voting/majority-voting-adoptees/>. Moreover, some cooperatives, such as CHS Inc., have adopted majority voting.

<sup>2</sup> The company attempted to address potential enforceability issues relating to the requirement that a resignation be tendered by providing that failure to tender a requested resignation constitutes grounds for removal for cause. Accredited Home Lenders Holding Co. was acquired by an affiliate of Lone Star, a private equity firm, on Oct. 12, 2007. Press Release, Accredited Home Lenders Holding Co. (Oct. 12, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>to act on it no later than 90 days following the date of the stockholders' meeting. In reviewing the Committee's recommendation, the Board will consider the factors evaluated by the Committee and such additional information and factors the Board believes to be relevant. If the Board determines that remedial action is appropriate, the director shall promptly take whatever action is requested by the Board. If the director does not promptly take the recommended remedial action, or if the Board determines that immediate resignation is in the best interests of the Company and its stockholders, the director shall promptly tender his or her resignation upon request from the Board. Failure to tender a requested resignation pursuant to the terms of this policy shall be grounds for removal of such director for cause. The Company will publicly disclose the Board's decision within four business days in a Form 8-K, providing an explanation of the process by which the decision was reached and, if applicable, the reasons for not requesting the director's resignation.</p> <p>Any director who is the subject of the evaluation described in this section will not participate in Committee or Board considerations of the appropriateness of his or her continued service, except to respond to requests for information. If a majority of the members of the Committee are subject to this evaluation process, then the independent directors on the Board (as most recently determined by the Board pursuant to applicable Nasdaq guidelines) who are not subject to the evaluation will appoint a Board committee amongst themselves solely for the purpose of conducting the required evaluation. The special committee will make the recommendation to the Board otherwise required of the Committee.</p> <p>This policy will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Acxiom Corporation <sup>3</sup> (Preexisting Bylaw, as amended 3/28/07, and Policy)	Bylaw and Policy	<p><u>Amended Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 15. Nominations for Directors</p> <p>(c) To be eligible to be a shareholder nominee for election as a director of the Corporation, a person must deliver in writing (in accordance with the time periods prescribed above for delivery of notice of a shareholder nomination for director) to the Secretary of the Corporation a representation as to whether the person (i) intends, if elected as a director, to promptly tender to the Board of Directors an irrevocable resignation effective upon (A) his or her failure to receive the required vote for re-election at the next meeting of shareholders of the Corporation at which he or she would face re-election, and (B) acceptance of such resignation by the Board of Directors, in accordance with a publicly disclosed policy adopted by the Board of Directors in this regard. . . .</p> <p>ARTICLE III</p> <p>Section 2. Number, Election and Terms</p> <p>(b) Except as provided below in Section 9 of this Article III ("Vacancies") and as may be provided in the terms of any series of preferred stock authorized for issuance pursuant to the Corporation's Amended and Restated Certificate of Incorporation, each nominee for director in an election in which the number of nominees is equal to the number of open board seats (an "Uncontested Election") shall be elected by a vote of the majority of the votes cast with respect to that nominee's election at any shareholders' meeting at which a quorum is present. If, as of the</p>

<sup>3</sup> Note that the preexisting bylaw of Acxiom Corporation did not include a carve-out for contested elections. During 2006, ValueAct Capital began a proxy contest intended to put an alternative slate of three of its nominees on the company's board. The company and ValueAct Capital subsequently reached a settlement which included the following terms:

- ValueAct Capital will vote its shares in favor of the Acxiom slate of board nominees -- chairman and company leader Charles D. Morgan, Ann Die Hasselmo, William J. Henderson and Michael J. Durham - and is terminating its proxy solicitation.
- ValueAct Capital Managing Partner Jeffrey W. Ubben has been appointed to the Acxiom board of directors for a two-year term, effective immediately. Ubben will become a member of the board's corporate governance committee and the newly created finance committee.
- A second, ValueAct Capital selected, independent candidate for the Acxiom board will be nominated for a two-year term, increasing the size of the Company's board of directors to 11. Ubben and the second candidate will be eligible for election to three-year terms in 2008.

Press Release, Acxiom Corporation (Aug. 7, 2006)

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>fourteenth (14th) day preceding the date the Corporation first distributes its notice of meeting for such meeting to its shareholders, the number of nominees exceeds the number of open board seats (a "Contested Election"), the directors shall be elected by the vote of a plurality of the votes cast, whether or not such election becomes an Uncontested Election after such date. For purposes of this Section 2, a majority of votes cast shall mean that the number of shares voted "for" a nominee's election exceeds the number of shares voted "against" that nominee's election. "Abstentions" and "broker non-votes," if applicable, although counted for quorum purposes, shall not be included in the total number of votes cast or be counted as votes cast "for" or "against" any nominee's election. At a meeting of shareholders at which directors are to be elected by a plurality of the votes cast, shareholders shall not be permitted to cast votes "against" any nominee, but rather shall either vote for or withhold their votes with respect to any nominee. With regard to Uncontested Elections, the Board has established procedures pursuant to which any nominee who fails to receive a majority of the votes cast will tender his or her resignation to the Board. The Board will act upon a tendered resignation within ninety (90) days of the date on which the election results were certified and will promptly make public disclosure of the results of its actions. If the Board accepts a director's resignation, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board may fill the resulting vacancy in accordance with Section 9 of this Article III.</p> <p><u>Policy:</u></p> <p>Section 2, Article III of the Company's bylaws provide that, in an uncontested election of directors (defined as an election in which the number of nominees equals the number of open board seats), directors will be elected by the affirmative vote of a majority of the votes cast in the election. As a condition of nomination, each director nominee will deliver a contingent resignation to the Secretary of the Company prior to the distribution of proxy solicitation materials for the meeting at which the director's name will be submitted to the shareholders for election. The director's resignation will become effective only if he or she fails to receive a majority of the votes cast and the Board accepts the resignation. No contingent resignation will be required to be submitted in contested elections (defined in the bylaws as an election in which the number of director nominees exceeds the number of open board seats as of the 14th day prior to the distribution date of the proxy solicitation materials).</p> <p>If, after the results of an uncontested election have been certified, it is determined that any nominee has failed to receive the requisite majority vote, the members of the Governance / Nominating Committee will evaluate the circumstances of the failed election and will make a recommendation regarding the nominee's resignation to the full Board. The Committee will evaluate the resignation in light of the best interests of the Company and its shareholders in determining whether to recommend accepting or rejecting the tendered resignation, or whether other action should be taken. The Committee and the Board may consider any factors they deem relevant, including without limitation the director's qualifications, the director's past and expected future contributions to the Company, the overall composition of the Board and whether accepting the tendered resignation would cause the Company to be in violation of any applicable rule or regulation (including Nasdaq listing requirements and federal securities laws), or whether the nominee was the target of a "vote no" campaign on an illegitimate basis or on the basis of misinformation. The Board will then act upon the resignation, taking into account the Committee's recommendation, and will publicly disclose (by a press release, and, if required, by filing an appropriate disclosure with the SEC) its decision regarding the resignation within 90 days of the certification of the election results.</p> <p>Any incumbent director who fails to receive a majority of the votes cast in an uncontested election and who has tendered his or her resignation will remain active and engaged in Board proceedings while the Governance / Nominating Committee and the Board decide whether to accept or reject the resignation, or whether other action should be taken. The director will not, however, participate in any of the proceedings of the Governance / Nominating Committee or the Board with respect to the subject of his or her resignation.</p>
The Adams Express Company <sup>4</sup> (potential for adoption of majority voting)		<p>The Adams Express Company sought and obtained approval at its 11/9/06 annual meeting to amend Article IV of its charter to provide as follows:</p> <p>The Bylaws of the Corporation may provide for the election of a director by a plurality of all the votes cast in the election of a director, a majority or other percentage of all the votes entitled to be cast in the election of a director or by any other vote, in any case as specified in the Bylaws and as may vary as specified in the Bylaws depending upon whether the election of directors is contested.</p>

<sup>4</sup> Page 9 of the definitive proxy statement of the company filed on Oct. 4, 2006, explained the charter provision as follows:

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
ADESA, Inc. <sup>5</sup> (date unknown)	Policy	<p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Corporate Governance and Nominating Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Corporate Governance and Nominating Committee’s recommendation within 90 days following certification of the shareholder vote. The Board will promptly disclose their decision whether to accept or reject the Director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance and Nominating Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>If all members of the Corporate Governance and Nominating Committee receive a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them; provided, however, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute two or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p>
Adobe Systems Incorporated (2006)	Policy	<p>If none of our stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board’s nominees in a Director election, or if our stockholders have withdrawn all such nominations by the day before the Company mails its notice of meeting to our stockholders, it shall be our policy that a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. For purposes of this section, a majority of the votes cast means that the number of shares voted “for” a Director must exceed the number of votes cast as “withheld” for that Director. In all other circumstances, in accordance with the Company’s Bylaws, directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at such meeting and entitled to vote on the election of Directors. The Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for re-election.</p> <p>The Board shall nominate for election or re-election as Director only candidates who agree in advance in writing to tender, promptly following the annual meeting at which they are elected or re-elected as Director, irrevocable resignations in a form approved by the Company (a “Resignation Letter”) that will be effective upon both (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender the same Resignation Letter in accordance with these Guidelines.</p>

Our Current Charter is silent on the vote required to elect directors. The MGCL [Maryland General Corporation Law] provides that a plurality of the votes cast is sufficient to elect a director, unless the charter or bylaws of a corporation provide otherwise. Our current Bylaws provide that a director shall be elected by a plurality of the votes cast. Our Board of Directors has no intention at this time to amend our Bylaws to change this provision. However, there has been recent consideration in legal and other circles regarding the appropriate vote for the election of directors. While some companies have moved toward majority voting in the election of directors, we have not yet determined whether majority voting is appropriate for us. The new language in Article IV modernizes our Charter and gives our Board flexibility in determining the appropriate vote requirement in the election of directors in the future depending upon then prevailing circumstances. Our Board of Directors could, for example, decide to institute a majority vote in all elections of directors by stockholders or, alternatively, only in a non-contested election and a plurality vote in a contested election instituted by an arbitrageur or other short-term investor that would not be in the best interests of our Company.

The amendment was part of a comprehensive package of eight amendments of the charter, all of which were approved at the annual meeting. Press Release, The Adams Express Company (Nov. 7, 2006).

<sup>5</sup> The definitive proxy statement filed by ADESA, Inc. on Apr. 7, 2006 included a management proposal for a phased-in declassification of the board. See definitive proxy statement at 21-22. The proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 9, 2006 at 48-49. ADESA, Inc. was acquired by a group of private equity funds, including Kelso & Company on Apr. 20, 2007. Press Release, ADESA, Inc. (Apr. 20, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Nominating and Governance Committee will promptly consider the tendered resignation and recommend to the Board whether to accept or reject it. In determining whether to recommend acceptance or rejection of the tendered resignation, the Nominating and Governance Committee will consider all factors it deems relevant including, without limitation, the stated reasons why stockholders “withheld” votes from the Director, the Director’s length of service and qualifications, the Director’s contributions to the Company, compliance with listing standards, and these Guidelines.</p> <p>The Board will act on the Nominating and Governance Committee’s recommendation not later than 90 days following the date of the stockholders’ meeting at which the election occurred. In deciding whether to accept the tendered resignation, the Board will consider the factors considered by the Nominating and Governance Committee and any additional information and factors the Board believes to be relevant. Promptly following the Board’s decision, the Company will disclose that decision in a filing with the Securities and Exchange Commission, a press release, or other broadly disseminated means of communication.</p> <p>If the Board decides to accept the Director’s resignation, the Nominating and Governance Committee will recommend to the Board whether to fill the resulting vacancy or to reduce the size of the Board.</p> <p>The Board expects the Director who tenders his or her resignation pursuant to these Guidelines to abstain from participating in the Nominating and Governance Committee recommendation and the Board’s consideration whether to accept or reject the resignation. If a majority of the members of the Nominating and Governance Committee received a majority withhold vote at the same election, then the independent Directors who did not receive a majority withhold vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them.</p>
Advance America, Cash Advance Centers, Inc. (effective 2/21/07)	Policy	<p>In any uncontested election of directors (an election in which the only nominees are those recommended by the Board of Directors), any director nominee who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Withheld Director”) shall tender his or her resignation within 30 days after certification of the final vote tally.</p> <p>The Nominating and Corporate Governance Committee (the “Committee”), excluding any Withheld Director(s) in question, shall promptly consider the resignation offer and recommend to the full Board of Directors (the “Board”) whether to accept it. If a majority of the members of the Committee are Withheld Directors in the same election, the Board will appoint a committee comprised of independent directors solely for the purpose of considering the tendered resignations and making the recommendation to the Board in place of the Committee.</p> <p>In reaching its decision, the Committee may consider any factors it considers relevant, including, without limitation, (i) any stated reasons why stockholders “withheld” votes for election of the Withheld Director; (ii) the length of service and qualifications of the Withheld Director; (iii) the Withheld Director’s past and expected future contributions to the Company; (iv) the overall composition of the Board; (v) whether accepting the tendered resignation would cause the Company to fail to meet any applicable rule or regulation, including New York Stock Exchange listing requirements and federal securities laws; and (vi) whether the resignation of the Withheld Director could result in the triggering of change of control or similar provisions under any contract by which the Company is bound or any benefit plan of the Company, and if so, the potential impact thereof. In making its recommendation to the Board, the Committee may consider possible remedies in addition to acceptance of the resignation, including alternatives for curing the underlying cause of the “withheld” votes, if known.</p> <p>This policy will be summarized or included in the Company’s proxy statement each time stockholders are asked to elect directors.</p>
		<p>To the extent that one or more Withheld Directors’ resignations are accepted by the Board, the Committee will recommend to the Board whether to fill such vacancy or vacancies or reduce the size of the Board.</p> <p>The Board, excluding the Withheld Director(s) in question, will act on the Committee’s recommendation within 90 days following certification of the stockholder vote. The Board will consider the factors considered by the Committee and such additional information and factors that the Board believes to be relevant to the Company’s and its stockholders’ best interests. The Board will disclose its decision whether to accept or reject the Withheld Director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a Current Report on Form 8-K filed with the Securities and Exchange Commission within four business days of its decision.</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Advanced Micro Devices, Inc. <sup>6</sup> (2/8/07)	Bylaw (including director resignation policy)	<p>ARTICLE II</p> <p>Section 1. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation except as may be otherwise provided in the Certificate with respect to the right of holders of preferred shares of the Corporation to nominate and elect a specified number of directors in certain circumstances. . . .</p> <p>(c) Contents of Stockholder’s Notice. Any stockholder’s notice required by this Section shall set forth as to each person whom the stockholder proposes to nominate for election or reelection as a director . . . (v) a statement whether such person, if elected, intends to tender, promptly following such person’s election or re-election, an irrevocable resignation that will become effective upon the occurrence of both (A) the failure to receive the required vote for re-election at the next meeting at which such person would face re-election and (B) acceptance of such resignation by the Committee (as defined in Article III, Section 1(b) of these Bylaws).</p> <p>ARTICLE III</p> <p>Section 1. The number of directors which shall constitute the whole board shall be not less than three (3) nor more than eleven (11). The first board shall consist of three (3) directors. Thereafter, within the limits above specified, the number of directors shall be determined by resolution of the Board of Directors or by the stockholders at the annual meeting. Except as provided in Section 2 of this Article III, the directors shall be elected at the annual meeting of the stockholders in the manner provided in paragraphs (a) through (c) of this Section 1. Directors need not be stockholders.</p> <p>(a) Each director to be elected by the stockholders of the Corporation shall be elected by the affirmative vote of a majority of the votes cast with respect to such director by the shares represented and entitled to vote therefor at a meeting of the stockholders for the election of directors at which a quorum is present (an “Election Meeting”); provided, however, that if the Board of Directors determines that the number of nominees exceeds the number of directors to be elected at such meeting (a “Contested Election”), and the Board of Directors has not rescinded such determination by the date that is twenty (20) days prior to the date of the Election Meeting as initially announced, each of the directors to be elected at the Election Meeting shall be elected by the affirmative vote of a plurality of the votes cast by the shares represented and entitled to vote at such meeting with respect to the election of such director. For purposes of this Section 1, a “majority of the votes cast” means that the number of votes cast “for” a candidate for director exceeds the number of votes cast “against” that director. In an election other than a Contested Election, stockholders will be given the choice to cast votes “for” or “against” the election of directors or to “abstain” from such vote and shall not have the ability to cast any other vote with respect to such election of directors. In a Contested Election, stockholders will be given the choice to cast “for” or “withhold” votes for the election of directors and shall not have the ability to cast any other vote with respect to such election of directors.</p>
		<p>(b) In the event one or more incumbent directors fails to receive the affirmative vote of a majority of the votes cast at an Election Meeting at which there was no Contested Election (each, a “Subject Director”), either (i) the Nominating and Corporate Governance Committee or (ii) if one or more of the members of the Nominating and Corporate Governance Committee is a Subject Director or the Board of Directors determines that any decision to be made with respect to a Subject Director should be made by a committee other than the Nominating and Corporate Governance Committee, a committee consisting solely of independent directors (as determined in accordance with applicable NYSE rules and listing requirements and any additional criteria set forth in the Corporation’s Nominating and Corporate Governance Committee Charter) who are not Subject Directors or (iii) if all independent directors are Subject Directors, the entire board (the committee or board described in clause (i), (ii)</p>

<sup>6</sup> ISS reported that Advanced Micro Devices, Inc. had committed to adopt a majority vote standard in 2006. Thaddeus C. Kopinski, More Firms Adopt Majority Vote, ISS Governance Weekly, Mar. 24, 2006, [hereinafter More Firms Adopt Majority Vote]. The United Brotherhood of Carpenters and Joiners of America (“UBCJA”) submitted a non-binding majority proposal for 2006. See Thaddeus C. Kopinski, Carpenters File Most Majority Election Proposals, ISS Governance Weekly, Dec. 16, 2005 [hereinafter Majority Election Proposals] (stating that the UBCJA had submitted 66 non-binding majority proposals for 2006). However, the proposal was withdrawn by the UBCJA and did not appear in the definitive proxy statement filed on Mar. 23, 2006 due to Advanced Micro Devices, Inc.’s commitment to adopt a majority standard. See Thaddeus C. Kopinski, Will Investors Choose Majority Vote or Pfizer?, ISS Governance Weekly, Mar. 3, 2006 [hereinafter Majority Vote or Pfizer]. 2005 non-binding majority proposal from the UBCJA received support from 58% of votes cast, per Georgeson Shareholder. See Georgeson Shareholder, 2005 Annual Corporate Governance Review at 19 [hereinafter Georgeson Review].

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>or (iii) of this sentence, the “Committee”) will make a determination as to whether to accept or reject any previously tendered Resignations (as defined below), or whether other action should be taken (including whether to request that a Subject Director resign from the Board of Directors if no Resignation had been tendered prior to the relevant Election Meeting). The Committee will act with respect to any Subject Directors within ninety (90) days from the date of the certification of the election results and shall notify the Subject Directors of its decision. The Committee may consider all factors it considers relevant, including any stated reasons for “against” votes, whether the underlying cause or causes of the “against” votes are curable, the factors, if any, set forth in the Corporation’s Nominating and Corporate Governance Committee Charter or other policies that are to be considered by the Nominating and Corporate Governance Committee in evaluating potential candidates for the Board of Directors as such criteria relate to each Subject Director, the length of service of each Subject Director and each Subject Director’s contributions to the Corporation. Subject Directors shall not participate in the deliberation or decision(s) of the Committee. The Corporation shall publicly disclose the decision(s) of the Committee in a filing with the Securities and Exchange Commission of a Current Report on Form 8-K. Notwithstanding the foregoing, if the result of accepting all tendered Resignations then pending and requesting resignations from incumbent directors who did not submit a Resignation prior to the relevant Election Meeting, would be that the corporation would have fewer than three directors who were in office before the election of directors, the Committee may determine to extend such 90-day period by an additional ninety (90) days if it determines that such an extension is in the best interests of the Corporation and its stockholders. For purposes of this Section 1, a “Resignation” is an irrevocable resignation submitted by an incumbent director nominated for re-election prior to the relevant Election Meeting that will become effective upon the occurrence of both (i) the failure to receive the affirmative vote of a majority of the votes cast at an Election Meeting at which there was no Contested Election and (ii) acceptance of such resignation by the Committee.</p> <p>(c) If a Subject Director’s tendered Resignation is not accepted by the Committee or such Subject Director does not otherwise submit his or her resignation to the Board of Directors, such director shall continue to serve until his or her successor is duly elected, or his or her earlier resignation or removal. If a Subject Director’s resignation is accepted by the Committee pursuant to this Section 1, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy or decrease the size of the Board of Directors pursuant to the provisions of Article III, Section 2 of these Bylaws.</p>
Aetna, Inc. <sup>7</sup> (4/27/07 Charter and Policy, replacing 9/30/05 Policy)	Charter and Policy	<p><u>Charter:</u></p> <p><b>8. Action by Shareholders.</b></p> <p>(b) Election of Directors by the shareholders shall be as follows:</p> <p>(1) In an election of Directors that is not a contested election:</p>

<sup>7</sup> Concurrently with announcing the adoption of a majority vote policy, Aetna, Inc. announced that the board also amended the company’s corporate governance guidelines to provide for confidential voting in uncontested elections, and amended the company’s bylaws to provide that the board does not have the right to alter the size of the board beyond a range established by the company’s stockholders. Press Release, Aetna, Inc. (Sep. 30, 2005). On Jan. 29, 2007, the company announced that its board had voted to submit a proposal to stockholders to place a majority vote standard for the election of directors in the company’s charter. The press release indicated that the amendment would require each nominee in an uncontested election to receive an affirmative vote of a majority of the votes cast to be elected. According to the company, Aetna, Inc. “will retain its existing director resignation policy, under which incumbent directors who fail to receive a majority vote in favor of their reelection must submit a resignation for consideration by the board.” Press Release, Aetna, Inc. (Jan. 29, 2007). Management’s charter amendment proposal and its relationship to the company’s existing majority vote policy was described in the definitive proxy statement filed on Mar. 19, 2007 at 58-59 and A-1. The company indicated, at page 59, that, if the charter amendment were approved, Aetna, Inc. “will retain its current resignation policy to deal with the status of any such incumbent Director who fails to be re-elected.” The charter amendment was approved by the stockholders. See Item 5.03 of the Current Report on Form 8-K filed on May 2, 2007 and Quarterly Report on Form 10-Q filed on Jun. 30, 2007 at 35. On Apr. 27, 2007, the company also made a conforming change to Section 1.07 of its bylaws in connection with the charter amendment referred to above. Section 1.07 was amended to provide:

Section 1.07. Voting. Except as otherwise specified herein or in the Corporation’s articles of incorporation or required by law, whenever any corporate action is to be taken by vote of shareholders, it shall be authorized by a majority of the votes cast by all shareholders entitled to vote thereon and, if any shareholders are entitled to vote thereon as a class, upon receiving a majority of the votes cast by the shareholders entitled to vote as a class.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(i) Each share of a class or group of classes entitled to vote in an election of Directors shall be entitled to vote for or against each candidate for election by the class or group of classes.</p> <p>(ii) To be elected, a candidate must receive the affirmative vote of a majority of the votes cast with respect to the election of that candidate.</p> <p>(2) In a contested election of Directors, the candidates receiving the highest number of votes from each class or group of classes, if any, entitled to elect Directors separately up to the number of Directors to be elected by the class or group of classes shall be elected.</p> <p>(3) For purposes of this Article 8(b), a “contested election” is an election of Directors in which there are more candidates for election by the class or group of classes than the number of Directors to be elected by the class or group of classes and one or more of the candidates has been properly proposed by the shareholders. The determination of the number of candidates for purposes of this subsection shall be made as of:</p> <p>(i) the expiration of the time fixed by these articles of incorporation or the Corporation’s by-laws for advance notice by a shareholder of an intention to nominate Directors; or</p> <p>(ii) absent such a provision, at a time publicly announced by the Board of Directors which is not more than 14 days before notice is given of the meeting at which the election is to occur.</p> <p><u>4/27/07 Amended Version of Policy:</u></p> <p>Any nominee for Director in an uncontested election who receives a greater number of votes “against” his or her election than “for” such election, and who otherwise remains on the Board pursuant to Pennsylvania law, promptly shall submit his or her resignation for consideration by the Nominating Committee. The Nominating Committee shall recommend to the Board the action to be taken with respect to such resignation and the Board shall act with respect to such resignation, in each case within a reasonable period of time. The Company promptly shall disclose to the public each such resignation and decision by the Board.</p>
		<p><u>9/30/05 Version of Policy:</u></p> <p>Any nominee for Director in an uncontested election who receives a greater number of votes “withheld” from his or her election than “for” such election promptly shall submit his or her resignation for consideration by the Nominating Committee. The Nominating Committee shall recommend to the Board the action to be taken with respect to such resignation and the Board shall act with respect to such resignation, in each case within a reasonable period of time. The Company promptly shall disclose to the public each such resignation and decision by the Board.</p>

See Item 5.03 of the Current Report on Form 8-K filed on May 2, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Aflac Incorporated <sup>8</sup> (10/06)	Policy	<p>According to pages 2-3 of the definitive proxy statement of Aflac Incorporated filed on 3/23/07:</p> <p>In October 2006, the Board adopted a Director Resignation Policy to provide that a nominee for director in an uncontested election who receives a greater number of votes “withheld” from his or her election than “for” his or her election will promptly tender his or her resignation to the Chairman of the Board. The Corporate Governance Committee will consider such resignation and within 45 days recommend to the Board whether to accept or reject it. In considering whether to accept or reject the tendered resignation, the Corporate Governance Committee will consider all factors deemed relevant by its members, including the stated reasons why shareholders “withheld” votes for election from such director, the qualifications of the director and whether the resignation would be in the best interest of the Company and its shareholders. The Board will formally act on the Corporate Governance Committee’s recommendation no more than 75 days following the date of the shareholders’ meeting at which the election occurred. The Company will, within four business days after such decision is made, publicly disclose in a Form 8-K filed with the Securities and Exchange Commission (“SEC”), the Board’s decision, along with a full explanation of the process by which the decision was made and, if applicable, the reasons for rejecting the tendered resignation.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Corporate Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Corporate Governance Committee received a greater number of votes “withheld” than votes “for” their election at the same meeting, then the other directors will appoint an ad hoc Board committee consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering the tendered resignations. The other Directors will recommend to the Board whether to accept or reject them. Notwithstanding the foregoing, if an ad hoc Board committee would have been created but fewer than three directors would be eligible to serve on it, the entire Board (other than the director whose resignation is being considered) will make the determination without any recommendation from the Corporate Governance Committee and without the creation of an ad hoc Board committee.</p>

<sup>8</sup> Aflac Incorporated announced in Feb. 2007 that it would provide stockholders with an advisory vote on executive compensation, beginning at the company’s 2009 annual meeting. 2009 is the first year that the executive compensation tables in the company’s proxy statement will contain three years of data that reflect the SEC’s revised rules on executive compensation. Press Release, Aflac Incorporated (Feb. 14, 2007). Aflac Incorporated was the first company to publicly announce that its stockholders would have a “say on pay,” and did so after receiving a stockholder proposal on the subject. L. Reed Walton, *Verizon Adopts “Say on Pay”*, RiskMetrics Group Risk & Governance Weekly, Nov. 2, 2007, available at [http://www.issproxy.com/governance\\_weekly/2007/159.html](http://www.issproxy.com/governance_weekly/2007/159.html).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Agilent Technologies, Inc.  (9/20/06 Bylaw, replacing 11/15/05 Policy)	Bylaw	<p><u>Bylaw:</u></p> <p>Except as provided in Section 3.4 of these Bylaws, each director shall be elected by the vote of a majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this paragraph, a majority of the votes cast means that the number of shares voted “for” a director must exceed 50% of the votes cast with respect to that director. The votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that director’s election. If an incumbent director is not elected due to a failure to receive a majority of the votes cast as described above and his or her successor is not otherwise elected and qualified, the director shall offer to tender his or her resignation to the Board of Directors promptly following the certification of the stockholder vote. The Nominating/Corporate Governance Committee will consider the offer to resign and make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. Any director who tenders his or her offer to resign shall not participate in either the Nominating/Corporate Governance Committee’s or Board of Directors’ consideration or other actions regarding whether to accept the resignation offer. However, if each member of the Nominating/Corporate Governance Committee failed to receive a majority of the votes cast at the same election, then the independent directors who did receive a majority of the votes cast shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board of Directors whether to accept them. However, if the only directors who received a majority of the votes cast in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers</p>

<sup>9</sup> In addition to the recently adopted bylaw and charter provisions set forth in this study, a relatively limited number of companies had majority voting in place prior to the advent of the majority vote movement (pursuant to bylaw or charter provisions, the laws of the jurisdiction in which they were organized, or for historical reasons), including the following 107 companies: Abbott Laboratories, ACE Limited (Cayman Islands), The AES Corporation, Alexander & Baldwin, Inc., ALLETE, Inc., Andrew Corporation, (the company entered into a definitive agreement to be acquired by CommScope on Jun. 27, 2007), Aon Corporation, Arlington Tankers Ltd. (Bermuda), Assured Guaranty Ltd. (Bermuda), Atmos Energy Corporation, AutoNation, Inc., AvalonBay Communities, Inc., AXIS Capital Holdings Limited (Bermuda), Axsys Technologies, Inc., Baldor Electric Co., Bemis Company, Inc., Best Buy Co., Inc., The Black & Decker Corporation, Blue Chip Value Fund, Inc., BMC Software, Inc., Boston Capital Real Estate Investment Trust, Inc., Briggs & Stratton Corporation, Brown-Forman Corporation, Bunge Limited (Bermuda), Carnival Corporation (Panama), CAS Medical Systems, Inc., CBS Corporation, CDW Corporation (acquired by affiliates of Madison Dearborn Partners and Providence Equity Partners on Oct. 18, 2007), C.H. Robinson Worldwide, Inc., CHS Inc. (cooperative), Crescent Real Estate Equities Company (acquired by affiliates of Morgan Stanley Real Estate in Aug. 2007), DeVry Inc., Dividend Capital Total Realty Trust Inc., E.I. du Pont de Nemours and Company (per proxy statement), Emerson Electric Co., Engelhard Corporation (acquired by BASF in Jun. 2006), Engineered Support Systems, Inc. (acquired by DRS Technologies, Inc. in Jan. 2006), ENSCO International Incorporated, Enstar Group Limited, ESCO Technologies Inc., Exchange National Bancshares, Inc., First Industrial Realty Trust, Inc., Ford Motor Company, FPL Group, Inc., Frontier Airlines Holdings, Inc. (the holding company formed in an Apr. 2006 reorganization of Frontier Airlines, Inc., which also had a majority vote standard), GB&T Bancshares, Inc., Genuine Parts Company, Gladstone Capital Corporation, H&R Block, Inc., Hasbro, Inc., Hercules Incorporated, Hibbett Sports, Inc., HRPT Properties Trust, InfoSonics Corporation, Ingersoll-Rand Company Limited (Bermuda), The Japan Equity Fund, Inc., L-3 Communications Holdings, Inc., Landry’s Restaurants, Inc., Leggett & Platt, Incorporated, Lockheed Martin Corporation, Manning and Napier Fund, Inc., Material Sciences Corporation, MPC Corporation, Municipal Mortgage & Equity, LLC, Murphy Oil Corporation, Nash-Finch Company, NCR Corporation, Nicor Inc., Northeast Utilities, Odyssey Re Holdings Corp., OGE Energy Corp., OSI Pharmaceuticals, Inc., Pathmark Stores, Inc., Patterson Companies, Inc., Photronics, Inc., Pier 1 Imports, Inc., Robert Half International Inc., Rohm and Haas Company, Royal Caribbean Cruises Ltd. (Liberia), Ryder System, Inc., Salem Communications Corporation, Schlumberger N.V. (Schlumberger Limited) (Netherlands Antilles)), Sigma-Aldrich Corporation, The Singapore Fund, Inc., Spanish Broadcasting System, Inc., Speedemissions, Inc., Tandy Leather Factory, Inc. (per proxy statement), TECO Energy, Inc., The Thai Capital Fund, Inc., Thorium Power, Ltd., Triple-S Management Corporation (Puerto Rico), Tyson Foods, Inc., Unitrin, Inc., U.S. Bancorp, USG Corporation, Veramarq Technologies, Inc., Viacom Inc., Vintage Petroleum, Inc. (acquired by Occidental Petroleum Corporation in Jan. 2006), Walgreen Co., Weatherford International Ltd. (Bermuda), Weingarten Realty Investors, West Marine, Inc., Wintrust Financial Corporation, W.R. Berkley Corporation, W.W. Grainger, Inc., XL Capital Ltd. (Cayman Islands) and XTO Energy Inc. Effective Dec. 31, 2005, Viacom, Inc. split into new Viacom and CBS Corporation, both of which have majority vote bylaws. While most of the preexisting provisions are based upon a majority of votes cast or present, companies including ALLETE, Inc. DeVry, Inc., Hercules Incorporated, HRPT Properties Trust, Northeast Utilities, Ryder System, Inc. and Speedemissions, Inc. require nominees to receive a majority of votes or shares outstanding, a markedly more rigorous standard. See Gretchen Morgenson, Who’s Afraid of Shareholder Democracy, N.Y. Times, Oct. 2, 2005, §3 at 1, which discusses 36 companies known to have had a majority vote standard as of Sep. 2005. Among the jurisdictions which generally mandate a majority or higher vote threshold in

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>If an incumbent director offers to resign pursuant to the foregoing paragraph and the resignation offer is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3.4 hereof or may decrease the size of the Board of Directors pursuant to the provisions of Section 3.2 hereof.</p> <p><u>Former Policy:</u></p> <p>In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation following certification of the stockholder vote.</p> <p>The Nominating/Corporate Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Nominating/Corporate Governance Committee's recommendation within 90 days following certification of the stockholder vote.</p> <p>Thereafter, the Board will promptly disclose their decision whether to accept the director's resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Company press releases typically are distributed.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating/ Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>However, if each member of the Nominating/Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.</p>
AGL Resources Inc. (10/26/06)	Bylaw (consisting of director resignation policy tied to a plurality standard)	<p><b>SECTION 2.3.1. Vote Required in Uncontested Elections.</b> In the case of an election for Directors where the number of nominees does not exceed the number of Directors to be elected, if a nominee for Director does not receive the vote of at least the Majority of Votes Cast, the Director will promptly tender his or her resignation to the Board of Directors following certification of the shareholder vote. For purposes of this Bylaw provision, a Majority of Votes Cast means that, at a meeting for the election of Directors at which a quorum is present, the number of shares voted "for" a Director's election exceeds 50% of the number of votes cast with respect to that Director's election. Votes cast include votes to withhold authority in each case and exclude abstentions with respect to that Director's election.</p> <p>The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant including, without limitation, the stated reasons why shareholders "withheld" votes for election of such Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director's contributions to the Company and the Company's Corporate Governance Guidelines. The Director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such Director's resignation is not accepted by the Board of Directors such Director shall continue to serve until his or her successor is duly elected or</p>

director elections are: Alaska (Section 10.06.415 of the Alaska Corporations Code), Illinois (Section 5/7.60 of the Illinois Business Corporation Act of 1983), Missouri (Section 351.265 of the General and Business Corporation Law of Missouri, provided that if cumulative voting applies, directors are elected by a plurality) and New Mexico (Section 53-11-32 of the New Mexico Business Corporation Act), while Alabama (Section 10-2B-7.28 of the Alabama Business Corporation Act) has a default majority standard.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>until his or her earlier death, resignation or removal. If a majority of the Nominating and Corporate Governance Committee does not receive a Majority of Votes Cast, then the independent Directors who did not fail to receive a Majority of Votes Cast, shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board of Directors whether to accept them. If the only Directors who did not fail to receive a Majority of Votes Cast, constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p> <p>If a Director's resignation is accepted by the Board of Directors, then any resulting vacancy may be filled pursuant to the provisions of Section 2.4 of these Bylaws or the Board of Directors may decrease the size of the Board of Directors pursuant to the provisions of Section 2.2 of these Bylaws.</p> <p>This Bylaw provision will be summarized or included in each proxy statement relating to an election of Directors of the Company. This Section 2.3.1 shall not apply in the case of an election for Directors where the number of nominees exceeds the number of Directors to be elected.</p>
Alaska Air Group, Inc. <sup>10</sup> (3/9/06)	Bylaw (including director resignation policy)	<p>At any meeting of the stockholders, the holders of record of a majority of the total number of shares of outstanding stock of the corporation entitled to vote, present in person or represented by proxy, shall constitute a quorum for all purposes.</p> <p>If a quorum is present at any meeting of stockholders, the affirmative vote of the holders of a majority of the stock present in person or represented by proxy and entitled to vote on the subject matter shall be the act of the stockholders, except as otherwise expressly provided in the Certificate of Incorporation, these Bylaws or applicable law. Each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting of stockholders for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of clarity, it is stated that the provisions of the foregoing sentence do not apply to vacancies and newly created directorships filled by a vote of the Board of Directors under Article III, Section 2 of these Bylaws. For purposes of this section, a majority of the votes cast means that the number of shares voted 'for' a director must exceed 50% of the votes cast with respect to that director. If a nominee who already serves as a director is not elected, the director shall offer to tender his or her resignation to the Board of Directors. The Governance and Nominating Committee will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board of Directors' decision with respect to his or her offer to tender resignation. Directors shall hold office until the next annual meeting and until their successors shall be duly elected.</p> <p>In the absence of a quorum at any meeting, the holders of a majority of the stock entitled to vote thereat, present in person or represented by proxy at the meeting, may adjourn the meeting, from time to time, until the holders of the number of shares requisite to constitute a quorum shall be present in person or represented at the meeting.</p>

<sup>10</sup> Concurrently with announcing the adoption of a majority vote bylaw, Alaska Air Group, Inc. announced that its board had amended the company's bylaws to provide for amendments thereof by a majority vote, rather than the three-fourths supermajority previously required. See Current Report on Form 8-K/A filed on Mar. 16, 2006. Management proposals to eliminate a supermajority requirement in the company's certificate of incorporation, originally designed to curb certain takeover attempts, and declassify the board were included in the proxy statement for the 2006 annual meeting. See definitive proxy statement filed on Apr. 14, 2006 at 39-42. The definitive proxy statement also included a typical non-binding majority vote stockholder proposal which management opposed on the grounds that the proposal did not contain an explicit carve-out for contested elections. See definitive proxy statement at 47-48. The 2006 majority vote proposal did not pass, receiving support from approximately 29% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Aug. 8, 2006 at 47. The two management proposals passed, and the company's charter was amended accordingly. See Quarterly Report on Form 10-Q at 46 and Item 5.03 of the Current Report on Form 8-K filed on Jul. 10, 2006. In the definitive proxy statement filed on Apr. 30, 2007, the company indicated it had been informed that an opposing solicitation for the election of four directors would be made, resulting in a contested election. Accordingly, Alaska Air Group, Inc. indicated that directors would be elected by a plurality standard at the 2007 annual meeting. See definitive proxy statement filed on Apr. 30, 2007 at 5. According to page 55 of the Quarterly Report on Form 10-Q filed on Aug. 7, 2007, the four incumbent directors were reelected.

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Alcoa, Inc. <sup>11</sup> (9/15/06)	Policy	<p>In any uncontested election of directors (an election in which the number of nominees is the same as the number of directors to be elected), any incumbent director nominee who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall tender his or her resignation within 30 days of the final vote tally. The Board of Directors will decide whether to accept the resignation at its next regularly scheduled board meeting, through a process managed by the Governance and Nominating Committee, excluding the director in question. Thereafter, the Board of Directors promptly will disclose its decision whether to accept the director’s resignation offer (and the reasons for rejecting the resignation, if applicable) in a document filed with the Securities and Exchange Commission. In reaching its decision, the board may consider any factors it deems relevant, including the director’s qualifications, the director’s past and expected future contributions to the company, the overall composition of the board and whether accepting the tendered resignation would cause the company to fail to meet any applicable rule or regulation, including New York Stock Exchange listing requirements and federal securities laws.</p>
Allegheny Energy, Inc. <sup>12</sup> (12/7/06)	Bylaw (consisting of director resignation policy tied to a plurality standard)	<p>Section 6. <u>Voting</u>. A plurality of all the votes cast at a meeting of stockholders duly called and at which a quorum is present shall be sufficient to elect a Director. Each share may be voted for as many individuals as there are Directors to be elected and for whose election the share is entitled to be voted.</p> <p>Except as prohibited by law or by the Charter, any nominee for election as a Director at a meeting of stockholders duly called and at which a quorum is present, in an uncontested election, who receives a greater number of votes cast “withheld” for his or her election than “for” such election (a “Majority Withhold Vote”) shall tender his or her resignation to the Nominating and Governance Committee, or its successor (the “Governance Committee”), for consideration following certification of such vote.</p> <p>The Governance Committee shall promptly consider the resignation offer, and a range of possible responses based on any facts or circumstances it considers relevant and make a recommendation to the Board of Directors. If each member of the Governance Committee received a Majority Withhold Vote at the same election, then the independent Directors who did not receive a Majority Withhold Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board of Directors whether to accept them. The Board of Directors will take action on the Governance Committee’s recommendation (or committee of independent Directors’ recommendation) within 90 days following certification of the stockholder vote. The Company will publicly disclose each such resignation and the related action taken by the Board of Directors.</p> <p>The Board of Directors expects that any Director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. However, if the only Directors who did not receive a Majority Withhold Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p> <p>An election will be deemed to be uncontested if no stockholder provides notice of an intention to nominate one or more candidates to compete with the Board of Directors’ nominees in a Director election in the manner required by these Bylaws, or if any such stockholders have withdrawn all such nominations by the day before the mailing of notice of the meeting to stockholders.</p> <p>A majority of the votes cast at a meeting of stockholders duly called and at which a quorum is present shall be sufficient to approve any other matter which may properly come before the meeting, unless more than a majority of the votes cast is required by statute or by the Charter. Notwithstanding the foregoing, unless otherwise provided by statute or by the Charter, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders.</p>

<sup>11</sup> Concurrently with amending its corporate governance guidelines to include a majority vote policy, Alcoa, Inc. also amended its guidelines to include a description of the role of a lead director. See Current Report on Form 8-K filed on Sep. 20, 2006.

<sup>12</sup> The UBCJA submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 19, 2007 at 44-45. In a request for no-action relief submitted on Dec. 20, 2006, the company indicated that it had adopted a majority vote bylaw after receiving the 2007 proposal from the UBCJA, and was therefore seeking no-action relief on the basis of “substantial implementation”. The request for no-action relief also indicated that the company had received a second majority vote stockholder proposal for 2007 from Timothy Medice. The SEC denied no-action relief (letter available Feb. 1, 2007). In its statement opposing the 2007 proposal, the company indicated that its charter provides for cumulative voting and that the interplay of majority voting and cumulative voting presents legal issues “for which there is little or no precedent”. See definitive proxy statement filed on Mar. 19, 2007 at 45. For a general discussion of cumulative voting, see Note 66. The 2007 proposal passed. Press Release, Allegheny Energy, Inc. (May 17, 2007).



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Allergan, Inc. <sup>13</sup> (9/24/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p>SECTION 3. <u>Election of Directors.</u> Each director to be elected by the stockholders of the Corporation shall be elected by the affirmative vote of a majority of the votes cast with respect to such director by the shares represented and entitled to vote therefor at a meeting of the stockholders for the election of directors at which a quorum is present (an "Election Meeting"); provided, however, that if the Board determines that the number of nominees exceeds the number of directors to be elected at such meeting (a "Contested Election"), and the Board has not rescinded such determination by the record date of the Election Meeting as initially announced, each of the directors to be elected at the Election Meeting shall be elected by the affirmative vote of a plurality of the votes cast by the shares represented and entitled to vote at such meeting with respect to the election of such director.</p> <p>For purposes of this Section 3, a "majority of the votes cast" means that the number of votes cast "for" a candidate for director exceeds the number of votes cast "against" that director (with "abstentions" and "broker non-votes" not counted as a votes cast as either "for" or "against" such director's election). In an election other than a Contested Election, stockholders will be given the choice to cast votes "for" or "against" the election of directors. In a Contested Election, stockholders will be given the choice to cast "for" or "withhold" votes for the election of directors and shall not have the ability to cast any other vote with respect to such election of directors. In the event an Election Meeting involves the election of directors by separate votes by class or classes or series, the determination as to whether an election constitutes a Contested Election shall be made on a class by class or series by series basis, as applicable.</p> <p><u>Policy:</u></p> <p>According to Item 5.03 of the Current Report on Form 8-K filed on 9/25/07:</p> <p>The Board also adopted a policy in furtherance of the majority voting principles of the [majority vote bylaw] Amendment. Under the Board's policy, in uncontested elections, an incumbent director nominee who does not receive the required votes for re-election is expected to tender his or her resignation to the Board. The Corporate Governance Committee, or another duly authorized committee of the Board, will determine whether to accept or reject the tendered resignation generally within 90 days after certification of the election results. Allergan will publicly disclose the committee's determination regarding the tendered resignation and the rationale behind the decision in a Current Report on Form 8-K filed with the Securities and Exchange Commission.</p>
Allied Capital Corporation (1/20/06)	Bylaw	The directors shall be elected by a majority of the votes cast at the annual meeting of the stockholders, except as provided in Section 3 of this Article.

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The majority vote bylaw adopted by Allergan, Inc. contemplates the possibility of determining whether an election is contested on a class by class or series by series basis.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
The Allstate Corporation <sup>14</sup> (2/20/07 Bylaw, replacing 3/1/06 Policy which was effective 2/21/06, as amended as of 9/10/06)	Bylaw (including director resignation policy)	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 16. <u>Nomination of Directors; Advance Notice of Stockholder Nominations.</u> Only persons who are nominated in accordance with the procedures set forth in this Section 16 shall be eligible for election as directors. . . .</p> <p>(D) Submission of Questionnaire, Representation and Agreement. To be eligible to be a nominee for election or reelection as a director of the corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 16) to the Secretary at the corporation's principal place of business a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (i) will abide by the requirements of Section 2 of Article III,(ii) is not and will not become a party to (a) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the corporation or (b) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the corporation, with such person's fiduciary duties under applicable law, (iii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein, (iv) will comply with all informational and similar requirements of applicable insurance and other laws and regulations and (v) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the corporation.</p> <p>ARTICLE III</p> <p>Section 2. <u>Election of Directors.</u></p> <p>(A) The Board shall consist of a minimum of three directors and a maximum of 15 directors. The number of directors shall be established by resolution of the Board. The directors shall be elected as provided in this Section 2 or in Section 3 of this Article III, and each director elected shall hold office until a successor is duly elected and qualified or his or her earlier resignation or removal.</p>
		<p>(B) Majority Vote. Each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present, subject to the rights of the holders of any series of preferred stock to elect directors in accordance with the terms thereof. For purposes of this bylaw, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that director's election. Notwithstanding the foregoing, in the event of a contested election of directors, directors shall be elected by the vote of a plurality of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this bylaw, a contested election shall mean any election of directors in which the number of candidates for election as directors exceeds the number of directors to be elected.</p>

<sup>14</sup> The Massachusetts Laborers' Pension Fund ("MLPF") submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 27, 2006 at 28-30. The 2006 proposal received support from 45.3% of votes cast, per ISS. L. Reed Walton, Growing Support for Majority Vote Proposals, ISS Governance Weekly, June 16, 2006 [hereinafter Growing Support]. In the press release announcing the adoption of a majority vote bylaw, the company also indicated that the board would present charter amendments eliminating the two supermajority vote provisions in the company's charter to stockholders for approval at the 2007 annual meeting. The first provision required a two-thirds affirmative vote to amend the bylaws, while the second required a two-thirds affirmative vote to remove a director prior to the next annual meeting (and was a provision that can only be changed by a two-thirds affirmative vote). Press Release, The Allstate Corporation (Feb. 20, 2007). See also definitive proxy statement filed on Apr. 2, 2007 at 17. Both of the charter amendments were approved. See Quarterly Report on Form 10-Q filed on Aug. 1, 2007 at 63-64. According to the 2007 proxy statement, a 2006 stockholder proposal to eliminate supermajority voting requirements received a "high level of support." See definitive proxy statement filed on Apr. 2, 2007 at 17.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(C) Tender of Resignation in Majority Vote Context. If a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the Board of Directors in accordance with the agreement contemplated by Section 16(D) of Article II. The Nominating and Governance Committee shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Nominating and Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the end of his or her term and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this bylaw, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3 of this Article III or may decrease the size of the Board of Directors pursuant to the provisions of the first paragraph of this Section 2 of Article III.</p> <p><u>9/10/06 Amended Version:</u></p> <p>In any uncontested election of Directors, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "Majority Withheld Vote") will promptly tender his or her resignation to the Chairman of the Board following the receipt and communication of the inspector of election's certification of shareholder vote results.</p> <p>The Nominating and Governance Committee maintains a process to assess the resignation and will recommend to the Board whether to accept or reject it.</p> <p>The Board will act on the Nominating and Governance Committee's recommendation no later than 60 days following the date of the shareholders' meeting which prompted the tendered resignation. The Board will consider the factors considered by the Nominating and Governance Committee and such additional information and factors that the Board believes to be relevant to the Company's and shareholders' best interests. Shortly following the Board's action, the Company will file a Form 8-K with the Securities and Exchange Commission describing the Board's decision.</p> <p>The Board believes this policy enhances its accountability to shareholders by formalizing the consequences of a Majority Withheld Vote and demonstrating its responsiveness to director election results while at the same time protecting the long-term interests of the Company and its shareholders.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>2/21/06 Version:</u></p> <p>In any uncontested election of Directors, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) will promptly tender his or her resignation to the Chairman of the Board following the receipt and communication of the inspector of election’s certification of shareholder vote results.</p> <p>The Nominating and Governance Committee will promptly consider such tendered resignation and will recommend to the Board whether to accept or reject it.</p> <p>In considering the tendered resignation, the Nominating and Governance Committee will evaluate all relevant factors including, without limitation, the Director’s length of service, particular qualifications and contributions to the Company, the reasons underlying the Majority Withheld Vote, if known, whether the underlying reasons for the Majority Withheld Vote are considered curable, as well as the Company’s other corporate governance practices. If the Nominating and Governance Committee recommends that the Board accept the tendered resignation, it will also recommend whether to fill such vacancy or to reduce the size of the Board consistent with the Company’s Corporate Governance Guidelines and bylaws.</p> <p>The Board will act on the Nominating and Governance Committee’s recommendation no later than 60 days following the date of the shareholders’ meeting which prompted the tendered resignation. The Board will consider the factors considered by the Nominating and Governance Committee and such additional information and factors that the Board believes to be relevant to the Company’s and shareholders’ best interests. Shortly following the Board’s action, the Company will file a Form 8-K with the Securities and Exchange Commission describing the Board’s decision.</p> <p>Any Director who tenders his or her resignation pursuant to this policy will not participate in the Nominating and Governance Committee’s or the Board’s consideration of it.</p> <p>In the event that a majority of the members of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a Majority Withheld Vote. If the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept or reject the tendered resignations.</p> <p>This Majority Votes in Director Elections Policy will be described in each Company proxy statement regarding the election of directors. The Board believes this policy enhances its accountability to shareholders by formalizing the consequences of a Majority Withheld Vote and demonstrating its responsiveness to director election results while at the same time protecting the long-term interests of the Company and its shareholders.</p>
Altera Corporation <sup>15</sup> (3/13/06)	Bylaw (including director resignation policy)	At the first annual meeting of stockholders and at each annual meeting thereafter, the stockholders shall elect directors by a majority of the votes cast unless the number of nominees exceeds the number of directors to be elected, in which case the directors shall be elected by a plurality of the shares represented in person or by proxy at such meeting and entitled to vote on the election of directors. A majority of votes cast means that the number of shares entitled to vote on the election of directors and represented in person or by proxy at such meeting casting their vote “for” a director must exceed the number of such votes cast “against” that director. If a nominee for director, who is not serving as a director of the Corporation at the time of such election, does not receive a majority of the votes cast at a meeting of stockholders for the election of directors, such nominee shall not be elected. If a nominee for director, who is serving as a director of the Corporation at the time of such election, does not receive a majority of the votes cast at a meeting of stockholders for the election of directors, such nominee shall tender his or her resignation to the Board of Directors. The Nominating and Governance Committee shall then make a recommendation to the Board of Directors as to whether

<sup>15</sup> 2005 majority proposal from the Sheet Metal Workers International Association (“SMWIA”) received support from 59.1% of votes cast, per Georgeson Shareholder. See Georgeson Review at 19.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>to accept or reject the resignation. The Board of Directors will act on the Nominating and Governance Committee’s recommendation and publicly disclose its decision and the reasons for it within 90 days from the date that the election results are certified. The director who tenders his or resignation will not participate in the Board’s decision.</p> <p>Each director shall hold office for a term of one year or until such time as his successor is elected and qualified. Any director, or the entire Board of Directors, may be removed, with or without cause, by the affirmative vote of the holders of a majority of shares then entitled to vote at the election of directors. Any director may resign at any time upon written notice to the Board of Directors. Such resignation shall be effective upon receipt unless the notice specifies a later time for that resignation to become effective. Any newly created directorship resulting from an increase in the authorized number of directors or any vacancy occurring in the Board of Directors by reason of death, resignation, retirement, disqualification, failure to receive a majority of the votes cast at an election of directors, removal from office or any other cause may be filled by the affirmative vote of the remaining members of the Board of Directors, though less than a quorum of the Board of Directors, and each director so elected shall hold office until the expiration of the term of office of the director whom he has replaced or until his successor is elected and qualified. No decrease in the number of directors constituting the whole Board shall shorten the term of any incumbent director.</p>
Altria Group, Inc. (Bylaw and Policy effective 7/1/07, replacing 2005 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p style="text-align: center;"><b>Section 4. Nomination and Election of Directors.</b></p> <p>(a) Except as provided in subsection (b) of this Section 4, each director shall be elected by a vote of the majority of the votes cast with respect to that director–nominee’s election at a meeting for the election of directors at which a quorum is present. For purposes of this Section 4, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of shares voted “against” that director.</p> <p>(b) Subsection (a) shall not apply to any election of directors if there are more nominees for election than the number of directors to be elected, one or more of whom are properly proposed by shareholders. A nominee for director in an election to which this subsection (b) applies shall be elected by a plurality of the votes cast in such election.</p> <p>(c) No person shall be eligible for election as a director unless nominated in accordance with the procedures set forth in this Section 4. Nominations of persons for election to the Board of Directors may be made by the Board of Directors or any committee designated by the Board of Directors or by any stockholder entitled to vote for the election of directors at the applicable meeting of stockholders who complies with the notice procedures set forth in this Section 4. Such nominations, other than those made by the Board of Directors or any committee designated by the Board of Directors, may be made only if written notice of a stockholder’s intent to nominate one or more persons for election as directors at the applicable meeting of stockholders has been given, either by personal delivery or by United States certified mail, postage prepaid, to the secretary of the Corporation and received (i) not less than 120 days nor more than 150 days before the first anniversary of the date of the Corporation’s proxy statement in connection with the last annual meeting of stockholders, or (ii) if no annual meeting was held in the previous year or the date of the applicable annual meeting has been changed by more than 30 days from the date contemplated at the time of the previous year’s proxy statement, not less than 60 days before the date of the applicable annual meeting, or (iii) with respect to any special meeting of stockholders called for the election of directors, not later than the close of business on the seventh day following the date on which notice of such meeting is first given to stockholders. Each such stockholder’s notice shall set forth (a) as to the stockholder giving the notice, (i) the name and address, as they appear on the Corporation’s stock transfer books, of such stockholder, (ii) a representation that such stockholder is a stockholder of record and intends to appear in person or by proxy at such meeting to nominate the person or persons specified in the notice, (iii) the class and number of shares of stock of the Corporation beneficially owned by such stockholder, and (iv) a description of all arrangements or understandings between such stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by such stockholder; and (b) as to each person whom the stockholder proposes to nominate for election as a director, (i) the name, age, business address and, if known, residence address of such person, (ii) the principal occupation or employment of such person, (iii) the class and number of shares of stock of the Corporation which are beneficially owned by such person, (iv) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors or is otherwise required by the rules and regulations of the Securities and Exchange Commission promulgated under the Securities Exchange Act of 1934, as</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>amended, and (v) the written consent of such person to be named in the proxy statement as a nominee and to serve as a director if elected. The secretary of the Corporation shall deliver each such stockholder's notice that has been timely received to the Board of Directors or a committee designated by the Board of Directors for review. Any person nominated for election as director by the Board of Directors or any committee designated by the Board of Directors shall, upon the request of the Board of Directors or such committee, furnish to the secretary of the Corporation all such information pertaining to such person that is required to be set forth in a stockholder's notice of nomination. The chairman of the meeting of stockholders shall, if the facts warrant, determine that a nomination was not made in accordance with the procedures prescribed by this Section 4. If the chairman should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded.</p> <p><u>7/1/07 Amended Version of Policy:</u></p> <p><i>3. Annual Election of Directors</i></p> <p>All directors are elected annually by the Company's stockholders. Each year the Board recommends a slate of directors for election by stockholders at the Annual Meeting of Stockholders. The Board's recommendations are based on the recommendations of the Nominating and Corporate Governance Committee.</p> <p>Any incumbent director nominated for re-election as director who is not re-elected in accordance with Article II, Section 4 of the Corporation's By-Laws shall offer promptly in writing to submit his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee will consider the offer and make a recommendation to the full Board as to whether to accept or reject the offer. The full Board will consider all factors it deems relevant to the best interests of the Corporation, make a determination and publicly disclose its decision and rationale within 90 days after certification of the election results.</p> <p>Any director who offers to resign pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee's recommendation or Board of Directors' action regarding whether to accept the resignation offer; provided, however, that if each member of the Nominating and Corporate Governance Committee fails to receive a sufficient vote for re-election, then the independent directors who did receive a sufficient vote shall appoint a committee to consider the resignation offers and recommend to the Board of Directors whether to accept them. If the only directors who receive a sufficient vote for re-election constitute three or fewer directors, then all directors may participate in the action regarding whether to accept the resignation offers. An incumbent director who has offered to resign pursuant to this Section B.3 shall promptly submit such resignation upon the Board of Director's acceptance of such offer. If a resignation offer is accepted or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to Article II, Section 6 of the Corporation's By-Laws or decrease the size of the Board of Directors.</p> <p><u>2005 Version of Policy:</u></p> <p>Any nominee in an uncontested election for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall tender his or her resignation to the Nominating and Corporate Governance Committee for its consideration. The Nominating and Corporate Governance Committee shall recommend to the Board the action to be taken with respect to such resignation.</p>
<p>AMB Property Corporation (2/16/07)</p>	<p>Bylaw (including director resignation policy) and Policy</p>	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 6.</p> <p>a. Subject to clause (d) below of this Section 6, a favorable vote of a majority of the aggregate of (x) the votes cast "for" a director nominee and (y) the votes cast "against" a director nominee (or if directors are to be elected upon a favorable vote of a majority of the votes cast but in such circumstances stockholders generally are not offered the opportunity to cast a vote "against" a director nominee but instead are offered the opportunity to "withhold" votes, any votes designated to be "withheld" from voting in respect of a director nominee, which for these limited purposes will be deemed a vote cast and have the affect of a vote "against"), at a meeting of the stockholders duly called and held at which a quorum is present, shall be required to elect such director nominee. For purposes of determining whether a director nominee has received a favorable vote of a majority of the aggregate of the votes cast, a majority of the aggregate votes cast means that the number of shares</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>voted “for” a director must exceed the number of votes cast “against” that director (or, if the director is nevertheless to be elected upon a favorable vote of a majority of the votes cast but stockholders generally are not offered the opportunity to cast a vote “against” the director nominee but instead are offered the opportunity to “withhold” votes, then the number of shares voted “for” a director must exceed the number of votes “withheld” from voting in respect of such director nominee, which for these limited purposes will be deemed a vote cast). A vote will be considered withheld from a director nominee only if a stockholder is provided the opportunity to and does affirmatively withhold authority to vote for such director nominee in any proxy granted by such stockholder, in any event in accordance with instructions contained in the proxy statement or accompanying proxy card circulated for the meeting of stockholders at which the election of directors is to be held or in a ballot to be submitted by such stockholder in person at such meeting. A “broker non-vote” or abstention (or similar expression) shall not in any event be deemed a vote cast for these purposes.</p> <p>b. If an otherwise incumbent director is not re-elected but would nevertheless for any reason otherwise remain in office, the director shall tender his or her resignation to the Board, subject to subsequent acceptance. The Nominating &amp; Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board’s decision.</p> <p>c. Directors properly elected shall hold office until the next annual meeting of stockholders and until their successors shall be duly elected and qualified. Directors need not be stockholders. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these bylaws.</p> <p>d. The foregoing to the contrary notwithstanding, in the event that the number of director nominees exceeds the number of directors to be elected at a meeting, then a plurality of all the votes cast at such meeting shall be sufficient to elect a director, and therefore, and for the avoidance of doubt, the director nominees shall not be elected at such meeting by a favorable vote of a majority of the votes cast. In such case, stockholders shall be permitted to vote only “for” or to designate their votes to be “withheld” in respect of a director nominee, and shall not in such circumstance be permitted to vote “against” a nominee; and under such circumstances a vote designated to be “withheld”, although present for purposes of establishing the presence of a quorum, will not be deemed a vote cast or a vote “against”.</p> <p><b>ARTICLE III</b></p> <p>Section 2. (a) Nominations of persons for election to the board of directors of the Corporation at the annual meeting of stockholders may be made (i) pursuant to the Corporation’s notice of meeting; (ii) by or at the direction of the board of directors or (iii) by any committee of persons appointed by the board of directors with authority therefor or by any stockholder of the Corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Article III, Section 2(a). Such nominations by any stockholder shall be made pursuant to timely notice in writing to the Secretary of the Corporation. . . Such stockholder’s notice to the Secretary shall set forth (i) as to each person whom the stockholder proposes to nominate for election or re-election as a director. . . (f) a statement whether such person, if elected or re-elected, or as a condition thereto, will tender an irrevocable resignation effective upon such person’s failure to receive the required vote for re-election at the next meeting at which such person would face re-election and upon acceptance of such resignation by the Board, in accordance with the Corporation’s Corporate Governance Principles (and assuming that such person would otherwise remain in office as a director notwithstanding such failure). . . .</p> <p><b><u>RESIGNATION FROM THE BOARD OF DIRECTORS</u></b></p> <p>Section 11. A director may resign at any time upon written notice to the Corporation’s board of directors, chairman of the board, president or secretary. Any such resignation shall take effect at the time or upon the satisfaction of any condition specified therein or, if no time or condition is specified, upon receipt thereof, and the acceptance of such resignation, unless required by the terms thereof (including for example any resignation contemplated by Article II Section 6(b) of these bylaws), shall not be necessary to make such resignation effective.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p><b>9. Majority Vote</b></p> <p>A Director who fails to receive the required number of votes for re-election in accordance with the Bylaws shall offer to resign. In addition, the Director whose resignation is under consideration shall abstain from participating in any decision regarding that resignation. The Nominating &amp; Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director's resignation. The Board shall publicly disclose its decision regarding the resignation within ninety (90) days after the results of the election are certified. If the resignation is not accepted, the Director will continue to serve until the next annual meeting and until the Director's successor is elected and qualified.</p> <p>The Board shall nominate for election or re-election as Directors only candidates who agree to tender following the annual meeting at which they are elected or re-elected as Directors (or at the discretion of the Nominating &amp; Governance Committee, who have tendered in advance), irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they are nominated for re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board (or at the discretion of the Nominating &amp; Governance Committee, candidates who have tendered in advance), the same form of resignation tendered by other Directors in accordance with this principle.</p>
Ameren Corporation <sup>16</sup> (8/28/05)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>In all matters, including the election of directors, every decision of a majority of shares entitled to vote on the subject matter and represented in person or by proxy at a meeting at which a quorum is present shall be valid as an act of the shareholders, unless a larger vote is required by law, the other provisions of these bylaws, or the articles of incorporation.</p> <p><u>Policy:</u></p> <p>Each director and each nominee for election as director shall agree, by serving as a director or by accepting nomination for election as a director, that if while serving as a director such director is a nominee for re-election as a director at an annual meeting of the shareholders and fails to obtain the necessary shareholder vote, as provided in the Company's By-Laws, to be re-elected as a director at the annual meeting, he or she shall tender his or her resignation as a director for consideration by the Committee. The Committee shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such tendered resignation.</p>

<sup>16</sup> On Oct. 13, 2006, the Nominating and Corporate Governance Committee of the board of Ameren Corporation adopted a formal "Policy Regarding Nominations of Directors" which, among other things, reiterates the company's policy on majority voting for directors.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
American Express Company <sup>17</sup> (3/22/06)	Policy (company to present majority vote charter amendment proposal at 2008 annual meeting)	In any non-contested election of directors, any director nominee who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall submit his or her resignation to the Board within 30 days of the shareholder vote. In deciding whether or not to accept the resignation, the Board shall consider all factors deemed relevant, including the stated reason why shareholders who cast “withhold” votes did so, the qualifications of the director, and whether the director’s resignation from the Board would be in the best interests of the Company and its shareholders. The Board will also consider a range of possible responses to the shareholder vote, including, for example, acceptance of the resignation or rejection of the resignation and having the director continue to serve but curing the grievance causing the “withheld” votes. Only the Company’s independent directors, excluding the nominee in question, shall decide the nominee’s status. The Board shall reach its decision within 90 days of the shareholder vote and disclose its final decision in a Form 8-K filed with the Securities and Exchange Commission within four business days of such decision, together with a full explanation of the process and the reasons for rejecting the tendered resignation, if applicable.  This policy will be described in the Company’s proxy statement each time shareholders are asked to elect directors.
American International Group, Inc. <sup>18</sup> (10/20/05, as amended 3/15/06?)	Policy	<p><u>3/15/06? Amended Version:</u></p> <p>Any nominee for election as a director, in an uncontested election, who receives a greater number of votes cast “withheld” for his or her election than “for” such election shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will recommend to the Board the action to be taken with respect to such resignation, including whether, if the resignation is accepted, the resulting vacancy should be eliminated or filled. AIG will publicly disclose each such resignation and the related action taken by the Board.</p> <p><u>10/20/05 Version:</u></p> <p>Any nominee for Director, in an uncontested election, who receives a greater number of votes “withheld” from his or her election than “for” such election shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall recommend to the Board the action to be taken with respect to such resignation. AIG shall publicly disclose each such resignation and the related action taken by the Board.</p>

<sup>17</sup> The UBCJA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 22, 2006 at 16-18. The proposal received support from 32.8% of votes cast, per ISS. See Growing Support. On page 6 of the definitive proxy statement filed on Mar. 15, 2007, the company stated: “In January 2007, the Board committed to seek shareholder approval in 2008 to amend its charter documents to establish majority voting for Directors in uncontested elections.”

<sup>18</sup> Member of Majority Vote Work Group (“Majority Vote Work Group”), consisting of four unions (including the UBCJA) and 15 corporations, formed to explore the issue of a majority standard. See Letter from Majority Vote Work Group to E. Norman Veasey, Chair, Comm. on Corp. Laws of the Amer. Bar Assoc. (Aug. 11, 2005), available at <http://www.abanet.org/buslaw/committees/CL270000pub/directorvoting/200508comments/home.shtml>. Of the 14 member corporations which remain public, 12 have, to date, adopted a majority vote policy and/or bylaw. The Majority Vote Work Group Report was issued in October 2006, and is available at <http://www.cii.org/majority/pdf/MajorityVoteWorkGroupReport.pdf>.

The concept of “proxy access” was revived by the decision of the United States Court of Appeals for the Second Circuit in American Federation of State, County and Municipal Employees, Employees Pension Plan v. American International Group, Inc., 462 F.3d 121 (2d Cir. 2006). That case involved AFSCME’s attempt to put a binding bylaw amendment proposal before AIG’s stockholders which would allow large, long-term holders of AIG’s stock access to management’s proxy in subsequent years for purposes of nominating competing candidates. The Second Circuit found that such a proposal was not properly excludable under Rule 14a-8 of the proxy rules, thereby disagreeing with the position taken by the SEC staff. On Jan. 17, 2007, the company amended its bylaws to “clarify” that approval of stockholder proposals will require the vote of a majority of all outstanding shares, which is a high threshold. See Current Report on Form 8-K filed on Jan. 19, 2007.

As to potential rule-making to address the proxy access issues raised by the Second Circuit decision, the SEC scheduled a discussion for Oct. 18, 2006 and then repeatedly rescheduled the matter. SEC Chairman Christopher Cox indicated that the objective of the SEC was to have a rule in place for the 2008 proxy season. See Carrie Johnson, SEC Delays Decision on Board Nominations, Washington Post, Jan. 23, 2007 at D02. On Jul. 25, 2007, a divided SEC proposed two conflicting rules relating to proxy

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
American Medical Systems Holdings, Inc. <sup>19</sup> (10/27/06)	Policy	<p><b>Policy Regarding Director Nominees Receiving Less than a Majority Vote:</b> If a director nominee fails to receive the vote of at least the majority of the votes cast at any meeting for the election of directors at which a quorum is present and no successor has been elected at such meeting, then, notwithstanding any election of the director pursuant to the Company's certificate, bylaws and applicable corporate law, the director will promptly tender his or her resignation to the Board. For purposes of these guidelines, a "majority of the votes cast" means more than 50% of the number of votes cast with respect to the subject director's election or, in any the [sic] case where the number of nominees exceeds the number of directors to be elected, cast with respect to the election of directors generally. Votes cast include votes to withhold authority, and exclude abstentions with respect to the subject director's election or, where the number of nominees exceeds the number of directors to be elected, abstentions with respect to election of directors generally.</p> <p>Upon receipt of any such resignation, the Nominating/Corporate Governance Committee will recommend to the Board whether to accept, reject or take other action regarding the resignation. The Board will act upon the resignation, taking into account the recommendation of the Nominating/Corporate Governance Committee, and will cause the Company to publicly disclose its decision and rationale within ninety (90) days following the certification of the election results. In making such recommendation and decision, the Nominating/Corporate Governance Committee and the Board, respectively, may consider any factors or information deemed relevant and appropriate. A subject director will not, however, participate in any deliberations or any such recommendation or decision by the Nominating/Corporate Governance Committee or the Board.</p> <p>If the Board chooses not to accept a subject director's resignation, the director will continue to serve until his or her successor is duly elected, or any earlier resignation, removal or death.</p> <p>If the Board chooses to accept a subject director's resignation, then the Board may, in its sole discretion, fill any resulting vacancy or decrease the size of the Board pursuant to Company's certificate, bylaws and applicable corporate law.</p>

access, with Chairman Cox voting in favor of both rules in an apparent attempt to keep the issue moving forward. See Release No. 34-56161 (which would codify the SEC's prior interpretations allowing proxy access proposals to be excluded) and Release No. 34-56160 (which would generally permit five percent holders who file Schedule 13Gs to submit proxy access proposals). See, e.g., Ted Allen, SEC Spotlight: CII Seeks Clarification on Proxy Access, ISS Governance Weekly, Aug. 17, 2007 and Melissa Klein Aguilar, Fierce Opinions Surface over Proxy Access, Compliance Week, Aug. 7, 2007. The deadline for comments on the proposals was Oct. 2, 2007. On Nov. 1, 2007, SEC Chairman Cox stated that the SEC would reopen the question of proxy access early in 2008. Lionel Barber and Jeremy Grant, "Proxy Access" Back on the Agenda of Watchdog, Financial Times, Nov. 2, 2007. At the same time, Chairman Cox reiterated his desire to have a rule in place for the 2008 proxy season in order to create predictability and certainty. He did, however, note that any such rule might be for the "short-run." Rachel McTague and Richard Hill, Election of Directors, Cox Says It's Back to Drawing Board on Shareholder Nominations of Directors, 5 Corporate Accountability Report, Nov. 9, 2007 at 1110.

Reliant Energy, Inc. received a 2007 proxy access proposal from Seneca Capital, L.P., as described in a Jan. 16, 2007 letter from Reliant seeking no-action relief. On Jan. 29, 2007, Reliant Energy, Inc. filed a complaint seeking a declaratory judgment in the United States District Court for the Southern District of Texas in response to the proxy access proposal. See Press Release, Reliant Energy, Inc. (Jan. 29, 2007). Seneca Capital, L.P. subsequently withdrew its proxy access proposal, as described in correspondence to the SEC withdrawing the company's request for no-action relief (letter available Feb. 23, 2007). UnitedHealth Group Incorporated received a proxy access proposal from the California Public Employees' Retirement System, as described in a Jan. 11, 2007 letter from counsel to UnitedHealth Group Incorporated seeking no-action relief. Hewlett Packard Company also received a binding 2007 proxy access proposal, while Cryo-Cell Incorporated received a non-binding proposal. Of the three proxy access proposals which went to a stockholder vote in 2007, only the proposal at Cryo-Cell Incorporated passed. The non-binding proposal at UnitedHealth Group Incorporated received 45% support, and the binding proposal at Hewlett-Packard Company received 43% support. See Ted Allen, In Brief: Proxy Access Gets Majority Support for the First Time, ISS Governance Weekly, Jul 27, 2007 [hereinafter, Proxy Access Gets Majority Support].

<sup>19</sup> Since the company does not appear to have adopted a majority vote bylaw or charter provision, the language referring to the possibility of a nominee not being elected is inconsistent with the concept of plurality voting.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Americredit Corp. <sup>20</sup> (effective 8/27/07)	Bylaw (including director resignation policy)	<p>ARTICLE II</p> <p><u>Section 6. Voting.</u> (a) Except for the election of directors and except where otherwise provided by statute, all other questions shall be determined by a majority of the votes cast on such question. Each outstanding share, regardless of class, shall be entitled to one vote on such matter submitted to vote at a meeting of shareholders, except where provided otherwise by statute or the articles of incorporation of the corporation. Only such persons shall be permitted to vote at any meeting of shareholders, either in person or by proxy, as shall have appeared on the books of the corporation as shareholders thereof for at least ten (10) days prior to such meeting.</p> <p>(b) In a director election in which the number of director nominees exceeds the number of Board of Director positions to be filled by such election, directors shall be chosen by a plurality of the votes cast at any meeting for the election of directors at which a quorum is present.</p> <p>In a director election in which the number of directors is equal to the number of Board of Director positions to be filled by such election, directors shall be chosen by a majority of the votes cast at any meeting for the election of directors at which a quorum is present. Votes cast shall include votes to withhold approval of a director candidate but shall not include abstentions. If a nominee director is not elected by a majority of the votes cast and the director nominee is an incumbent director, that director shall promptly tender his or her resignation to the Board of Directors, subject to acceptance by the Board of Directors. Prior to acceptance of such resignation by the Board of Directors, the incumbent director shall continue to serve on the Board of Directors until his or her resignation is accepted, until his or her successor shall have been duly elected, until his or her death, until his or her removal as hereinafter provided, or until he or she shall tender a resignation that is not subject to acceptance by the Board of Directors. The Board of Directors may in its discretion refer such resignation to a committee of the Board for its review and the making of a recommendation to the full Board to accept the resignation, not accept the resignation and impose conditions on the director's continued membership, not accept the resignation and recommend a plan to address the underlying reasons for the votes against, or some other action the committee believes to be appropriate and in the best interests of the Corporation under the circumstances. The committee shall make its recommendation to the Board of Directors within 60 days of the date of the certification of the results of the election and the committee shall provide an explanation of its rationale underlying its recommendation. The Board of Directors shall act on the tendered resignation within 120 days from the date of the certification of the election results, taking into consideration the committee's recommendation, and shall publicly disclose its decision regarding the tendered resignation and the rationale underlying its decision. The committee in making its recommendation to the Board of Directors, and the Board of Directors in making a decision, concerning the tendered resignation may consider any factors and information considered appropriate and relevant. In acting on a tendered resignation, the Board of Directors may accept the resignation, not accept the resignation and impose conditions on the director's continued membership, not accept the resignation and recommend a plan to address the underlying reasons for the votes against, or take some other action the Board of Directors deems appropriate and in the best interests of the Corporation under the circumstances. The director who tenders his or her resignation shall not participate in the recommendation of a committee or the decision of the Board of Directors with respect to his or her resignation. If a director's resignation is accepted by the Board of Directors, or if a nominee director is not elected and the nominee is not an incumbent director, then the Board of Directors may, in its discretion, fill the resulting vacancy pursuant to the provisions of Section 3 of Article III of these Bylaws, or may decrease the size of the Board of Directors pursuant to the provisions of section 1 of Article III of these Bylaws.</p> <p>ARTICLE III</p> <p><u>Section 3. Vacancies and Additional Directorships.</u> If any vacancy shall occur among the directors for any reason or if a nominee is not elected and the nominee is not an incumbent director, the vacancy may be filled by action of a majority of the remaining directors at any annual or special meeting or, in default of such meetings or action of the remaining directors thereat, may be filled by the shareholders at any annual or special meeting. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or a special meeting of shareholders called for that purpose. A director elected to fill a vacancy shall be elected for the unexpired term on his or her predecessor in office. In the event the entire Board of Directors shall resign or die, any shareholder of the corporation may call a special</p>

<sup>20</sup> The UBCJA presented a non-binding majority proposal for 2006. See definitive proxy statement filed on Sep. 11, 2006 at 25-26. The 2007 proposal received support from approximately 77% of votes cast (including abstentions). See Quarterly Report on Form 10-Q filed on Nov. 8, 2006 at 57. The majority vote bylaw provisions set forth above were described in Item 5.03 of the Current Report on Form 8-K filed on Aug. 29, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>shareholders' meeting in the manner provided in Article II, Section 2 hereof, at which meeting a new Board of Directors may be elected, but no other business shall be transacted except as set forth in said notice.</p> <p><u>Section 5. Voluntary Resignations.</u> Any director may voluntarily resign at any time by giving written notice of such resignation to the Board of Directors, the President, any Vice President or the Secretary. Any such voluntary resignation shall take effect at any time specified therein or, if no time is specified, upon receipt thereof by the Board of Directors or one of the above named officers; and, unless specified therein or if such resignation is tendered pursuant to Article II, Section 6 hereof, the acceptance of such resignation shall not be necessary to make it effective.</p>
Ameriprise Financial, Inc. (11/28/06)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p><u>Section 1.10 Notice of Stockholder Business and Nominations.</u></p> <p>(a) <u>Annual Meetings Of Stockholders.</u></p> <p>(i) Nominations of persons for election to the Board of Directors and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (A) pursuant to the Corporation's notice of meeting, (B) by or at the direction of the Board of Directors or (C) by any stockholder of the Corporation who (1) was a stockholder of record at the time of giving of notice provided for in this Section 1.10 and at the time of the annual meeting, (ii) is entitled to vote at the meeting and (3) complies with the notice procedures set forth in this Section 1.10.</p> <p>(ii) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (C) of paragraph (a)(i) of this Section 1.10, the stockholder must have given timely notice thereof in writing or by electronic transmission to the Secretary of the Corporation and such other business must otherwise be a proper matter for stockholder action. . . . To be in proper form, a stockholder's notice to the Secretary of the Corporation must: . . . (D) with respect to each nominee for election or reelection to the Board of Directors, include the completed and signed questionnaire, representation and agreement required by Section 1.12 of these By-Laws.</p> <p><u>Section 1.11 Required Vote For Directors.</u></p> <p>(a) <u>Majority Vote.</u> Except as otherwise provided in paragraph (c) of this Section 1.11 in the case of a contested election, each Director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of Directors at which a quorum is present. For purposes of this Section 1.11, a majority of votes cast shall mean that the number of shares voted "for" exceeds 50% of the number of votes cast with respect to that Director's election. Votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that Director's election.</p> <p>(b) <u>Mandatory Tender Of Resignation.</u> If a nominee for Director who is an incumbent Director is not elected and no successor has been elected at such meeting, the Director shall promptly tender his or her resignation to the Board of Directors unless he or she has previously tendered a resignation to become effective upon such nominee's failure to receive the required vote for re-election pursuant to paragraph (a) of this Section 1.11 at the next meeting at which such nominee would stand for re-election. The Nominating and Governance Committee shall make a recommendation to the Board of Directors as to whether to reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Nominating and Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within ninety (90) days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The Director who tenders his or her resignation shall not vote on the recommendation of the Nominating and Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent Director's resignation is not accepted by the Board of Directors, such Director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a Director's resignation is accepted by the Board of Directors pursuant to this Section 1.11, or if a nominee for Director is not elected and the nominee is not an incumbent Director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 2.14 of these By-Laws or may decrease the size of the Board of Directors pursuant to the provisions of Section 2.02 of these By-Laws.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(c) <u>Plurality Vote</u>. In the event of a contested election of Directors, paragraphs (a) and (b) of this Section 1.11 shall not apply and Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy and voting for nominees in the election of Directors at any meeting for the election of directors at which a quorum is present. For purposes of this Section 1.11, a contested election shall mean any election of Directors in which the number of candidates for election as Directors exceeds the number of Directors to be elected.</p> <p><u>Section 1.12 Submission Of Questionnaire, Representation, And Agreement.</u></p> <p>(a) To be eligible to be a nominee for election or reelection as a Director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 1.10(a)(ii) of these By-Laws) to the Secretary of the Corporation at the principal executive offices of the Corporation a completed and signed questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary of the Corporation upon written request) and a signed representation and agreement (in the form provided by the Secretary of the Corporation upon written request) that such person (i) will abide by the requirements of Section 1.11 (b) of these By-Laws, . . . and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation.</p> <p><u>Policy:</u></p> <p>A director is required to retire or offer to resign from the Board in one of the following four situations. . . Second, a director shall tender his or her resignation if required by the By-Law provisions governing the election of directors in uncontested elections.</p>
Amgen Inc. <sup>21</sup> (2/14/07 Bylaw, replacing 12/05 Policy)	Bylaw (including director resignation policy)	<p><u>Bylaw:</u></p> <p>Section 8. <u>Quorum and Required Vote for Directors.</u></p> <p>(b) <u>Required Vote for Directors.</u></p> <p>(1) <u>Majority Vote</u>. Each director to be elected by stockholders shall be elected by the affirmative vote of a majority of the votes cast at any meeting for the election of directors at which a quorum is present; <u>provided, however</u>, that if the Board of Directors determines that the number of nominees exceeds the number of directors to be elected at such meeting (a “Contested Election”) by the date that is 10 days prior to the date the corporation first mails its notice of meeting for such meeting as initially announced, each of the directors to be elected at such meeting shall be elected by a plurality of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this Section 8, a “majority of the votes cast” shall mean that the number of votes cast “for” a director’s election exceeds the number of votes cast “against” that director’s election. In a Contested Election, stockholders will be entitled to cast votes “for”, or to “withhold” votes from, the election of directors but shall not be entitled to cast any other vote with respect to such election of directors.</p> <p>(2) <u>Resignation</u>. If a nominee for director who is an incumbent director is not elected at any meeting for the election of directors at which a quorum is present and at which there was no Contested Election, the director shall promptly tender his or her resignation to the Board of Directors after certification of the election results of the stockholder vote, which resignation shall be contingent upon the Board’s acceptance</p>

<sup>21</sup> The International Brotherhood of Electrical Workers Pension Benefit Fund (“IBEW”) submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 22, 2006 at 20-21. The proposal received support from 46% of votes cast, per ISS. See Growing Support. In conjunction with adopting the majority vote bylaw set forth above, the board also amended the company’s bylaws to permit the board to set its size by resolution, rather than by amendment of the bylaws (which previously referred to a specific number of directors authorized to be on the board). See Current Report on Form 8-K filed on Feb. 14, 2007. The board also voted to submit proposals to the stockholders at the 2007 annual meeting which would amend the company’s charter and bylaws to declassify the board. Press Release, Amgen Inc. (Feb. 15, 2007). See definitive proxy statement filed on Mar. 22, 2007 at 8-9. The declassification proposals passed, with stockholders holding approximately 98% of the company’s outstanding shares casting votes in favor of the proposals. Press Release, Amgen Inc. (May 9, 2007). The resulting amended charter was filed as Exhibit 3.2 to the Quarterly Report on Form 10-Q filed on Aug. 9, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>thereof. The Governance and Nominating Committee of the Board of Directors, or any successor committee thereto, shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Governance and Nominating Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days after certification of the election results of the stockholder vote. The Governance and Nominating Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it deems appropriate and relevant, including, without limitation, the reasons that it believes are the reasons a majority of the votes cast at the meeting were voted "against" such director's election, the length of service and qualification of the director whose resignation has been tendered, the director's contribution to the corporation, and the corporate governance guidelines of the Board of Directors.</p> <p>(3) <u>Acceptance/Rejection of Resignation</u>. A director who tenders his or her resignation in accordance with this Section 8 shall not participate in the recommendation of the Governance and Nominating Committee or the decision of the Board of Directors with respect to his or her resignation. If a majority of the members of the Governance and Nominating Committee have tendered their resignations, the Board of Directors shall appoint a committee of independent directors who received the affirmative vote of a majority of the votes cast at the meeting for the election of directors to consider the tendered resignations and make recommendations to the Board of Directors. If there are not two such directors, the entire Board of Directors shall act on the tendered resignations; <u>provided, however</u>, that no director nominated for re-election who did not receive the affirmative vote of a majority of the votes cast at such meeting shall participate in or vote on the decision whether to accept or reject such director's tendered resignation. If an incumbent director's tendered resignation is not accepted by the Board of Directors, such director shall continue to serve the full term for which he or she was nominated for re-election and until his or her successor is duly elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office. If an incumbent director's tendered resignation is accepted by the Board of Directors pursuant to this Section 8, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 18 of these Bylaws or may decrease the size of the Board of Directors pursuant to the provisions of Section 16 of these Bylaws.</p> <p><u>Former Policy:</u></p> <p>1. Policy: In an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "Withheld Director") will promptly tender his or her resignation to the Governance and Nominating Committee (the "Committee") following certification of the stockholder vote.</p> <p>2. Procedures</p> <p>(a) The Committee will promptly consider the resignation submitted by a Withheld Director, and the Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the reasons that the Committee believes are the reasons stockholders "withheld" votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director's contributions to the Company, and the Board of Directors Corporate Governance Guidelines.</p> <p>(b) The Board will act on the Committee's recommendation no later than 90 days following the date of the stockholders' meeting where the election occurred. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>(c) To the extent that one or more Withheld Directors' resignations are accepted by the Board, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(d) Any Director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation, or in deliberations by either the Committee or the Board with respect to such matter. If the members of the Committee who are also Withheld Directors at the same election constitute a majority of the Committee, then the Board will appoint a Board committee solely for the purpose of considering the tendered resignations and recommending to the Board whether to accept or reject them, <i>provided that</i> Withheld Directors and non-independent Board members shall abstain from voting in this matter. This Board committee may, but need not, consist of all of the independent Directors who are not Withheld Directors or who were not standing for election.</p> <p>(e) These policy and procedures will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
AMR Corporation <sup>22</sup> (2006)?	Policy	<p>A. Commencing with the election of Directors at the Company’s annual meeting in 2007, any nominee for Director in an uncontested election (<i>i.e.</i>, an election where the only nominees are those recommended by the Board) who receives a greater number of votes “WITHHELD” from his or her election than votes “FOR” such election (a “Majority Withheld Vote”) will promptly tender his or her resignation for consideration by the Nominating/Corporate Governance Committee.</p> <p>B. The Nominating/Corporate Governance Committee will promptly consider the best interests of the Company and its shareholders and recommend to a committee of independent Directors of the Board whether to accept the tendered resignation or to take some other action, such as rejecting the resignation and addressing the apparent underlying causes of the withheld votes.</p> <p>C. The Board will create a committee of all the independent Directors who did not receive a Majority Withheld Vote to consider the Nominating/Corporate Governance Committee’s recommendation and take action within 90 days following the uncontested election. Thereafter, the committee of independent Directors will promptly disclose its decision and an explanation of how the decision was reached in a Current Report on Form 8-K filed with the Securities and Exchange Commission.</p> <p>D. Except as provided below, a Director receiving a Majority Withheld Vote shall remain active and engaged in Board activities during this Nominating/Corporate Governance Committee and Board process.</p> <p>E. If one or more members of the Nominating/Corporate Governance Committee receive a Majority Withheld Vote, then the Board will create a special committee of independent Directors who did not receive a Majority Withheld Vote to consider the resignation offers of all Directors receiving a Majority Withheld Vote and determine whether to accept the tendered resignation(s) or to take some other action and promptly disclose their decision as described in paragraph 18.C. above.</p> <p>F. Any Director who receives a Majority Withheld Vote and tenders his or her resignation pursuant to this paragraph 18 will not participate in the committee action regarding whether to accept the tendered resignation offer or take some other action. However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer independent Directors, then all independent Directors may participate in the committee action regarding whether to accept the resignation offer(s) or to take some other action.</p> <p>G. This corporate governance guideline will be summarized in each proxy statement relating to an election of Directors of the Company.</p>
AmSouth Bancorporation <sup>23</sup> (date unknown)	Policy	Any nominee in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall tender his or her resignation for consideration by the Corporate Governance Committee. The Corporate Governance Committee shall evaluate the best interests of the Company and its stockholders and shall recommend to the Board the action to be taken with respect to such tendered resignation. The Board shall accept such resignation unless it determines that the best interests of the Company and its stockholders

<sup>22</sup> John Chevedden, a stockholder activist, submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 21, 2006 at 38-39. The 2006 proposal received support from approximately 31% of votes cast. See Quarterly Report on Form 10-Q filed on Jul. 25, 2006 at 27.

<sup>23</sup> AmSouth Bancorporation merged with Regions Financial Corporation on Nov. 4, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		would not be best served by doing so. The Board shall take action within 90 days following the election, unless such action would cause the Company to fail to comply with any requirement of the New York Stock Exchange or any rule or regulation promulgated under the Securities Exchange Act of 1934, in which event the Company shall take action as promptly as is practicable while continuing to meet such requirements.
Anadarko Petroleum Corporation <sup>24</sup> (2/13/07)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>2.6. Except as otherwise provided by or pursuant to the provisions of the Restated Certificate of Incorporation, each stockholder entitled to vote at any meeting shall be entitled, for each share held of record on the record date for determining the stockholders entitled to vote at such meeting, to one vote for each share of stock held by such stockholder who has voting power on the question. Except as otherwise provided by these By-Laws, each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present, provided that if, as of the tenth (10th) day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders of the Corporation, the number of nominees exceeds the number of directors to be elected (a "Contested Election"), the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section 2.6 of these By-Laws, a majority of votes cast shall mean that the number of votes cast "for" a director's election exceeds the number of votes cast "against" that director's election (with "abstentions" and "broker nonvotes" not counted as a vote cast either "for" or "against" that director's election).</p> <p>In order for any incumbent director to become a nominee of the Board of Directors for further service on the Board of Directors, such person must submit an irrevocable resignation, contingent on (i) that person not receiving a majority of the votes cast in an election that is not a Contested Election, and (ii) acceptance of that resignation by the Board of Directors in accordance with the policies and procedures adopted by the Board of Directors for such purpose. In the event an incumbent director fails to receive a majority of the votes cast in an election that is not a Contested Election, the nominating and governance committee, or such other committee designated by the Board of Directors pursuant to these Bylaws, shall make a recommendation to the Board of Directors as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board of Directors shall act on the resignation, taking into account the committee's recommendation, and publicly disclose (by a press release and filing an appropriate disclosure with the Securities and Exchange Commission) its decision regarding the resignation and, if such resignation is rejected, the rationale behind the decision within ninety (90) days following certification of the election results. The committee in making its recommendation and the Board of Directors in making its decision each may consider any factors and other information that they consider appropriate and relevant.</p> <p>All other matters presented to the stockholders at a meeting at which a quorum is present shall, unless otherwise provided by the Restated Certificate of Incorporation, these By-laws, the rules and regulations of any stock exchange applicable to the Corporation, or applicable law or pursuant to any regulation applicable to the Corporation or its securities, be decided by the affirmative vote of the holders of a majority in voting power of the shares of capital stock of the Corporation entitled to vote at the meeting present in person or represented by proxy at the meeting and entitled to vote on the subject matter.</p> <p>Elections of directors need not be by ballot; provided however, that by resolution duly adopted, a vote by ballot may be required.</p> <p><u>Policy:</u></p> <p><i>Unsuccessful Incumbent Directors:</i> An incumbent director who fails to receive a majority of the votes cast in an election that is not a Contested Election (as defined in the By-Laws) and who tenders his or her resignation pursuant to the By-Laws shall remain active and engaged in Board activities while the Nominating and Corporate Governance Committee and the Board decide whether to accept or reject such resignation, or</p>

<sup>24</sup> The UBCJA submitted a non-binding majority proposal for 2006. See [Majority Election Proposals](#). However, the proposal did not appear in the definitive proxy statement filed on Mar. 23, 2006. According to a Feb. 14, 2006 letter from the company to the SEC withdrawing a request for no-action relief, both the UBCJA and the Laborers National Pension Fund had submitted non-binding majority proposals for 2006. A Feb. 13, 2006 letter from the Laborers National Pension Fund to the company indicated that the board of Anadarko Petroleum Corporation had agreed to amend its bylaws to provide for a majority vote standard in uncontested election no later than the company's 2007 annual meeting. See also [More Firms Adopt Majority Voting](#) in which ISS reported in 2006 that Anadarko Petroleum Corporation had committed to adopt a majority vote standard. Although the bylaw set forth above was adopted in Feb. 2007, it did not become effective until after the 2007 annual meeting on May 16, 2007.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		whether other action should be taken; provided, however, it is expected that such incumbent director shall not participate in any proceedings by the Nominating and Corporate Governance Committee or the Board regarding whether to accept or reject such director's resignation, or whether to take other action with respect to such director.
Analog Devices, Inc. <sup>25</sup> (12/6/05)	Policy	<p>Any nominee for director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall, promptly following certification of the shareholder vote, offer his or her resignation to the Board for consideration in accordance with the following procedures, all of which procedures shall be completed within 90 days following certification of the shareholder vote:</p> <ul style="list-style-type: none"> <li>• The Committee (as defined below) shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such offered resignation (which can range from accepting the resignation, to maintaining the director but addressing what the Committee believes to be the underlying cause of the withheld votes, to resolving that the director will not be re-nominated in the future for election, to rejecting the resignation). In reaching its recommendation, the Committee shall consider all factors it deems relevant, including, as it deems appropriate, any stated reasons why shareholders withheld votes from such director, any alternatives for curing the underlying cause of the withheld votes, the director's tenure, the director's qualifications, the director's past and expected future contributions to the Company and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NYSE requirements.</li> <li>• The Board shall act on the Committee's recommendation. In acting on the Committee's recommendation, the Board will consider all of the factors considered by the Committee and such additional factors as it deems relevant.</li> <li>• Following the Board's determination, the Company shall promptly publicly disclose in a document furnished or filed with the SEC the Board's decision of whether or not to accept the resignation offer and an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the offered resignation.</li> </ul> <p>A director who is required to offer his or her resignation in accordance with this policy shall not be present during deliberations or voting of the Committee or the Board regarding whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other director in accordance with this policy. Prior to voting, the Committee and the Board will afford the affected director an opportunity to provide the Committee or the Board with any information or statement that he or she deems relevant..</p> <p>For purposes of this policy, the term "Committee" means (i) the Nominating and Governance Committee, provided such committee then consists of at least three directors, each of whom is an independent director (as defined in accordance with the Company's Corporate Governance Guidelines) and none of whom is a director who is required to offer his or her resignation in accordance with this policy or (ii) if clause (i) is not satisfied, a committee of at least three directors designated by the Board, each of the members of which is an independent director (as defined in accordance with the Company's Corporate Governance Guidelines) and none of the members of which is a director who is required to offer his or her resignation in accordance with this policy; provided, however, that if there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this policy, then the Committee shall be comprised of all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this policy shall recuse himself or herself from the Committee and Board's deliberations and voting with respect to his or her individual offer to resign.</p> <p>The foregoing procedures will be summarized and disclosed each year in the proxy statement for the Company's annual meeting of stockholders</p>

<sup>25</sup> The UBCJA submitted a non-binding majority proposal for 2006. [See Majority Election Proposals](#) and definitive proxy statement filed on Feb. 8, 2006 at 44-45. The 2006 proposal received support from 35% of votes cast per ISS. [See Growing Support](#).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Apache Corporation <sup>26</sup> (12/14/06)	Bylaw (including director resignation policy)	<p>ARTICLE V</p> <p>SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The directors shall be elected in the manner set forth in Article Ninth of the Certification of Incorporation of the corporation; however, if the corporation has outstanding any shares of one or more series of stock with conditional rights to elect a set number of directors, and if the conditions precedent to the exercise of any such rights arise, the number of directors of the corporation shall be automatically increased to permit the exercise of the voting rights of each such series of stock. The term of office of directors shall be three years except as provided in Article Ninth of the Certificate of Incorporation of the corporation. Directors need not be stockholders or residents of the State of Delaware. A majority of the directors shall be "independent" under the criteria set by any applicable law, regulation and/or listing standard.</p> <p>At any meeting for the election of directors at which a quorum is present, each director shall be elected by the vote of a majority of the votes cast representing shares present in person or by proxy and entitled to vote at the meeting. However, if the number of nominees on the ballot for any election of directors exceeds the number of directors to be elected, then the directors shall be elected by the vote of a plurality of the votes cast representing shares present in person or by proxy and entitled to vote on the election of directors.</p> <p>For the purposes hereof, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" the election of that director. "Votes cast" shall not include abstentions. Ballots will not give stockholders the option to "withhold" votes from the election of directors, but rather will give the choice to vote "for" or "against" each director or to abstain.</p> <p>Promptly (and in any event within 10 days) after each meeting for the election of directors, each incumbent director who did not receive a majority of the votes cast representing shares present in person or by proxy and entitled to vote at such meeting shall submit to the board of directors an irrevocable letter of resignation, which shall become effective upon acceptance by the board of directors. The board of directors will determine whether to accept or reject such resignation, or what other action should be taken, and publicly disclose and explain its decision on the corporation's web site within 90 days from the date of the certification of election results. Any director not elected shall not participate in the board of director's decision with respect to his or her resignation.</p> <p>If the board of directors determines to accept the resignation of an unsuccessful incumbent, then the board of directors may fill the resulting vacancy pursuant to Article V, Section 3 of these bylaws or may decrease the size of the board of directors pursuant to the provisions of Article Ninth of the Certificate of Incorporation of the corporation. If the board of directors elects to fill the resulting vacancy, the corporate governance and nominating committee will promptly recommend a candidate to the board of directors to fill the office formerly held by the unsuccessful incumbent. The board of directors shall promptly consider and act upon the corporate governance and nominating committee's recommendation. The corporate governance and nominating committee, in making its recommendation, and the board of directors, in acting on such recommendation, may consider any factors or other information that they determine appropriate and relevant.</p> <p>SECTION 3. VACANCIES AND NEWLY CREATED DIRECTORSHIPS. Any vacancies on the board of directors or any newly created directorships shall be filled by the board of directors in the manner set forth in Article Ninth of the Certificate of Incorporation of the corporation.</p>
Applied Materials, Inc. (9/13/06)	Policy	<p><b>Majority Voting Policy For Election of Directors</b></p> <p>The Board is committed to the principle that directors should be elected only if they receive the votes of a majority of the shares voted in an uncontested election. To that end, the Board has adopted the following majority voting policy.</p> <p>In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation following certification of the stockholder vote. The Corporate Governance and Nominating Committee shall consider the resignation offer and recommend to the Board the action to be taken with respect to such offered resignation, which may include: (i) accepting the resignation, (ii) maintaining the director but addressing what the Corporate Governance and Nominating Committee believes to be the underlying cause of the withheld votes, (iii) resolving that the director will</p>

<sup>26</sup> The UBCJA submitted a non-binding majority proposal for 2005. See definitive proxy statement filed on Mar. 28, 2005 at 42-44. The proposal was not presented for a vote since the proponent's representative did not appear at the 2005 annual meeting to present the proposal. See Quarterly Report on Form 10-Q filed on Aug. 9, 2005 at 35.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>not be re-nominated in the future for election or (iv) rejecting the resignation. In reaching its decision, the Corporate Governance and Nominating Committee shall consider all factors its members deem relevant, including: (i) any publicly stated reasons why stockholders withheld votes from such director, (ii) any alternatives for curing the underlying cause of the withheld votes, (iii) the director's tenure, (iv) the director's qualifications, (v) the director's past and expected future contributions to the Company and (vi) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or securities exchange listing or governance requirements.</p> <p>The Board will act on the Corporate Governance and Nominating Committee's recommendation within 90 days following certification of the stockholder vote. Thereafter, the Board will promptly disclose its decision whether to accept the director's resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Company press releases typically are distributed and an appropriate filing with the SEC.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance and Nominating Committee recommendation or Board action regarding whether to accept the resignation offer. If each member of the Corporate Governance and Nominating Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a special committee amongst themselves to consider the resignation offers and to recommend to the Board whether to accept them. If the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.</p> <p>The foregoing majority voting policy shall be described in each Company annual meeting proxy statement relating to the election of directors.</p>
Apogee Enterprises, Inc. (date unknown)	Policy	<p><b>7. Voting for Directors.</b> Any nominee for director in an uncontested election as to whom a majority of the shares of Apogee that are voted in such election are designated to be "withheld" from his or her election shall offer his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall evaluate the best interests of Apogee and its shareholders and shall recommend to the Board the action to be taken with respect to such offered resignation.</p>
Apria Healthcare Group Inc. <sup>27</sup> (7/25/06)	Bylaw (including director resignation policy)	<p>Except to the extent otherwise provided in Section 3.13 of this Article, each director shall be elected by the vote of the majority of votes cast with respect to the director at any meeting of stockholders duly called for that purpose at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed fifty percent (50%) of the votes cast with respect to that director. If an incumbent director is not re-elected, the director shall offer to tender his or her resignation to the Board. A committee of the Board, duly charged with appropriate responsibility therefor, will make a recommendation to the Board concerning whether to accept or reject the offer of resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision within ninety (90) days from the date of the certification of the results of the election. The public disclosure of the decision shall include a brief statement of the reasons upon which the decision of the Board was based. Any director whose offer to resign is being considered under these circumstances shall not participate in the Board's decision. If, for any cause, no Board members are elected at a meeting of the stockholders called for that purpose, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called in the manner provided in these Bylaws. . . .</p>
		<p>Any vacancy on the Board, including any newly created directorship resulting from an increase in the number of directors, vacancies resulting from the resignation or death of a director, or vacancies resulting from the failure to elect any nominee for election as a director at a meeting of the stockholders called for that purpose, may be filled or nominated by the stockholders of this Corporation, by a majority of the whole Board (not including incumbent directors who failed to be elected at a meeting of stockholders called for that purpose) or by a duly constituted committee of the Board so authorized.</p>

<sup>27</sup> Note that Apria Healthcare Group, Inc. adopted a proxy access policy with a five percent ownership threshold and a two year holding period. A copy of the policy is available at [http://media.corporate-ir.net/media\\_files/irol/11/111451/corpgov/NominationOfDirectors.pdf](http://media.corporate-ir.net/media_files/irol/11/111451/corpgov/NominationOfDirectors.pdf).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Arabian American Development Company (date unknown)	Policy	<p>According to page 10 of the definitive proxy statement filed on 4/30/07:</p> <p>The Company has implemented a plurality vote standard in the election of directors. In addition, the Company has adopted a policy whereby any incumbent director nominee who receives a greater number of votes "AGAINST" his or her election than votes "FOR" such election will tender his or her resignation for consideration by the Nominating Committee. The Nominating Committee will recommend to the Board the action to be taken with respect to such offer of resignation.</p>
Arch Chemicals, Inc. (10/26/06)	Policy	<p>In an uncontested election, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Corporate Governance Committee shall promptly consider the resignation offer, and a range of possible responses based on the circumstances that led to the Majority Withheld Vote, if known, and make a recommendation to the Board. The Board will act on the Corporate Governance Committee's recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the Director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer, provided, however, that:</p> <p>(i) in the event the Corporate Governance Committee has less than three members who are not subject to the Majority Withheld Vote in question, the independent Directors (as determined in accordance with these Principles of Corporate Governance) on the Board who are not subject to the Majority Withheld Vote in question shall consider the resignation offers and recommend to the Board whether to accept them; and</p> <p>(ii) if the independent Directors not subject to the Majority Withheld Vote in question constitute fewer than three Directors, then all Directors may participate in the action regarding whether to accept the resignation offers (other than their own).</p> <p>Any such Director who tenders his or her resignation shall otherwise continue to serve as a Director unless and until his or her resignation is accepted by the Board.</p>
Archer-Daniels- Midland Company <sup>28</sup> (2/3/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Section 1.4. <u>Advance Notice Requirements for Stockholder Proposals.</u> . . .</p> <p>(c) Contents of Stockholder's Notice. . . . For any Stockholder Proposal that seeks to nominate persons to stand for election as directors of the Corporation, the stockholder's notice also shall include, as to each person whom the stockholders propose to nominate for election or reelection as a director. . . (iv) a written statement from each proposed nominee as to whether such proposed nominee, if elected, intends to tender, promptly following such proposed nominee's election or re-election, an irrevocable resignation effective upon such proposed nominee's failure to receive the required vote for re-election at the next meeting at which such proposed nominee would stand for re-election and upon acceptance of such resignation by the Board of Directors, in accordance with the Corporation's Policy of the Board of Directors on Director Elections . . .</p>
		<p>Section 1.9 <u>Voting; Elections.</u> . . .</p> <p>1.9.2. <u>Elections of Directors.</u> Each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that the directors shall be elected by the vote of a plurality of the votes cast for the nominees at any meeting for the election of directors where the number of nominees exceeds the number of directors to be elected at the meeting (exclusive of nominees with respect to whom the Secretary of the Corporation has received a notice that such nomination has been withdrawn on or prior to the date next preceding the date that the Corporation first mails notice of the meeting to the stockholders). For purposes</p>

<sup>28</sup> Item 5.02 of the Current Report on Form 8-K filed on Feb. 6, 2007 announced that Patricia A. Woertz, the CEO and President of the company, had also been elected chairman of the board on Feb. 3, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>of this Section 1.9.2, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director.</p> <p>Policy:</p> <p><b>4. <u>Majority Voting</u></b></p> <p>In accordance with Section 1.9.2 of the Company’s Bylaws, at any meeting of stockholders where the number of nominees for election as Director on the date next preceding the date that the Company first mails notice of the meeting to the stockholders does not exceed the number of Directors to be elected at the meeting, a nominee must receive more votes cast “for” than “against” his or her election or re-election in order to be elected or re-elected to the Board. The Board expects an incumbent Director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re- election as Director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as Director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they will stand for re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with this Policy.</p> <p>If an incumbent Director fails to receive the required vote for re-election and no successor has been elected, the Nominating/Corporate Governance Committee will act on an expedited basis to determine whether to recommend acceptance of the Director’s resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the Director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating/Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director’s resignation. The Board shall make, and publicly disclose (by press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication), its decision with respect to the acceptance of a resignation tendered pursuant to this Policy within 90 days after certification of the stockholder vote. Such public disclosure will include the rationale underlying the decision.</p>
Archstone-Smith Trust <sup>29</sup> (2/9/06)	Bylaw (including director resignation policy)	<p>Except as provided in Article IV, Section 3 of the Declaration of Trust, in any election of Trustees other than a “contested election” (i.e., an election of Trustees by Shareholders in which there are more nominees for Trustee than the number of Trustees to be elected), each Trustee shall be elected by the vote of a majority of the votes cast by Shareholders entitled to vote with respect to the election of that Trustee at a meeting duly called at which a quorum is present. For purposes of this Section 15, votes cast with respect to a nominee for Trustee shall equal the number of votes “for” his or her election and the number of votes withheld from his or her election. In a contested election, each Trustee shall be elected by a plurality of all votes cast by Shareholders entitled to vote with respect to the election of Trustees at a meeting duly called at which a quorum is present. Any current Trustee and any Trustee hereafter elected shall serve as a Trustee until the next annual meeting of Shareholders and until his or her successor is elected and qualifies, subject to prior death, resignation or removal. In any election of Trustees other than a contested election, any incumbent Trustee who does not receive a majority of the votes cast by Shareholders will tender his or her resignation to the Nominating and Corporate Governance Committee upon certification of the results.</p> <p>Upon receipt of a tendered resignation of a Trustee as a result of the foregoing:</p> <ul style="list-style-type: none"> <li>• The Nominating and Corporate Governance Committee will promptly consider the tendered resignation and will recommend to the Board the action to be taken. In considering the tendered resignation, the Nominating and Corporate Governance Committee will consider all factors it deems relevant including, without limitation, the stated reasons, if any, why shareholders “withheld” votes, the length of service and qualifications of the Trustee whose resignation has been tendered, the Trustee’s contributions to the Company, compliance with exchange listing standards for board composition regarding independence and financial expertise qualifications, triggering defaults or other adverse consequences under material contracts or acceleration of change in control provisions and other rights in severance or</li> </ul>

<sup>29</sup> The UBCJA submitted a non-binding majority vote proposal for 2006. See [Majority Election Proposals](#). This proposal did not appear in the definitive proxy statement filed on Apr. 6, 2006, seemingly due to Archstone-Smith Trust’s adoption of a majority vote bylaw including a director resignation policy. Archstone-Smith Trust was acquired by a partnership consisting of affiliates of Tishman Speyer Real Estate Venture VII L.P. and Lehman Brothers Holdings, Inc. on Oct. 5, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>employment agreements, other compensation arrangements and other agreements entered into by the Company, and the Declaration of Trust of the Company and these Bylaws.</p> <ul style="list-style-type: none"> <li>• In considering the recommendation of the Nominating and Corporate Governance Committee, the Board will consider the factors considered by that committee and such other factors and information it believes relevant.</li> <li>• Any Trustee whose resignation has been tendered will not participate in any consideration of his or her tendered resignation, except as provided below. If a majority of the members of the Nominating and Corporate Governance Committee are not validly elected, then the independent members of the Board who were validly elected will consider the tendered resignation(s) as provided above and will recommend to the Board whether to accept or reject them. The independent members of the Board may appoint a committee of independent members for this purpose. If no independent members of the Board are validly elected and one or more of the non-independent Trustees were validly elected, then those non-independent Trustees will consider the tendered resignations without the use of a Board committee. If none of the members of the Board were validly elected, then the full incumbent Board (including the Trustee(s) whose resignation(s) have been tendered) will consider the tendered resignations without the use of a Board committee.</li> <li>• A tendered resignation will be effective 90 days from the date of tender unless the Board affirmatively determines to (a) reject the resignation, or (b) accept the resignation on a specified future date or the date upon which an individual is selected by the Board to be appointed as a replacement Trustee to fill the vacancy which results from the effectiveness of the resignation by the resigning Trustee.</li> <li>• Following any determination by the Board, the Company will promptly file a Form 8-K with the Securities and Exchange Commission to announce its decision to accept the tendered resignation, or, if applicable the reason(s) for rejecting the offer of resignation and, in each case, an explanation in reasonable detail.</li> </ul> <p>To the extent that one or more Trustee's resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p>
Argon ST, Inc. (2/28/07)	Bylaw (including director resignation policy)	<p>ARTICLE II</p> <p>Section 2.1 . . . Except as set forth in Article II, Section 2.3 of these Amended and Restated Bylaws or as otherwise required by law or the Corporation's Certificate of Incorporation, the stockholders shall elect the directors of the Corporation by the affirmative vote of the holders of a majority of the shares of capital stock of the Corporation entitled to vote for the election of directors present in person or represented by proxy at any meeting for the election of directors at which a quorum is present; provided, that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares of capital stock of the Corporation entitled to vote on the election of directors present in person or represented by proxy at any such meeting. For purposes of this Section, a majority of the shares means that the number of shares voted "for" a director must exceed 50% of the votes cast with respect to that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board of Directors. The Board of Directors will evaluate any such resignation in light of the best interests of the Corporation and its stockholders in determining whether to accept or reject the resignation, or whether other action should be taken. In reaching its decision, the Board of Directors may consider any factors it deems relevant, including the director's qualifications, the director's past and expected future contributions to the Corporation, the overall composition of the Board of Directors and whether accepting the tendered resignation would cause the Corporation to fail to meet any applicable rule or regulation (including without limitation NASDAQ listing requirements and federal securities laws). The Board of Directors will act on the tendered resignation, and publicly disclose its decision and rationale, within 90 days following certification of the stockholder vote. The director who tenders his or her resignation shall not participate in the Board's decision. If no directors receive the requisite majority vote at an annual or special meeting held for the purpose of electing directors where the election is uncontested, the incumbent Board of Directors will nominate a new slate of directors and hold a special meeting for the purpose of electing those nominees within 180 days after the certification of the stockholder vote. In this circumstance, the incumbent Board of Directors will continue to serve until new directors are elected and qualified.</p>
Arrow Financial Corporation (2006)?	Policy	<p>According to page 5 of the definitive proxy statement of Arrow Financial Corporation filed on 3/24/06:</p> <p>Recently, the Board amended Arrow's Corporate Governance Guidelines and adopted a majority voting policy. Under this policy, if any nominee for director at a shareholders' meeting receives more votes against the nominee's election ("<i>WITHHOLD AUTHORITY</i>") than</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>in favor of his or her election (“FOR”), that nominee, although he or she may technically have been elected a director, will be required to tender his or her resignation for consideration by the Compensation/Nomination Committee of the Board. The Committee will evaluate the tendered resignation and make a recommendation to the Board on appropriate action whereupon the Board will take such action with respect to such resignation as it deems appropriate, taking into account the best interests of the Company and its shareholders.</p>
ArvinMeritor, Inc. (4/27/06)	Policy	<p>Any nominee for Director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall tender his or her resignation promptly after certification of the election results. The Corporate Governance and Nominating Committee shall consider and shall recommend to the Board whether to accept or reject such resignation or whether other action shall be taken. The Board shall act on the Committee’s recommendation and shall publicly disclose its decision and the supporting rationale within 90 days after the date of certification of the election results. The director who tendered the resignation shall not participate in the Corporate Governance and Nominating Committee’s deliberations and recommendation or in the Board’s decision.</p>
Ashland Inc. <sup>30</sup> (10/06)	Policy	<p>In an uncontested election of directors to the Board, any nominee who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will, within 10 days following certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Board. As used in this policy, “uncontested election of directors” means an election where the only nominees are those recommended by the Board.</p> <p>The Board will consider the tendered resignation and, within 90 days following the date of the shareholders’ meeting at which the election occurred, decide whether to accept or reject the tendered resignation. In considering whether to accept or reject the tendered resignation, the Board will consider the stated reasons for the withheld votes, the length of service and qualifications of the nominee, the nominee’s contribution to the Company and any other factors deemed relevant by the Board. The nominee in question will be excluded from participating in the Board deliberations.</p> <p>Following the Board’s decision, the Company, within 4 business days after such decision is made, will publicly disclose in a Form 8-K filed with the Securities and Exchange Commission the Board’s decision whether to accept the resignation as tendered and the process followed by the Board in reaching its decision.</p> <p>This policy, as it may be amended from time to time, will be summarized or included in each proxy statement relating to an election of directors for the Company.</p>
Associated Banc-Corp <sup>31</sup> (1/31/06)	Policy	<p>Any director nominee in an uncontested election for directors who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a Majority Withheld Vote”) will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote. The Corporate Governance Committee will promptly consider the director’s resignation and will promptly recommend to the Board whether to accept the tendered resignation or reject it and, if applicable, whether the underlying causes of the Majority Withheld Vote can be cured. The Board will act on the Corporate Governance Committee’s recommendation no later than its first scheduled meeting after the shareholders’ meeting in which the election occurred.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Corporate Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Corporate Governance Committee received a Majority Withheld Vote, then the independent directors who are on the Board who did not receive a Majority Withheld Vote (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. To the extent that one or more</p>

<sup>30</sup> The Central Laborers’ Pension, Welfare & Annuity Fund submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Nov. 30, 2006 at 36-37. The 2007 proposal received support from approximately 43.6% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Feb. 7, 2007 at 26.

<sup>31</sup> The definitive proxy statement for the 2006 annual meeting of Associated Banc-Corp included a management proposal to declassify its board. See definitive proxy statement filed on Mar. 14, 2006 at 29-30. The declassification proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 8, 2006 at 49. The resulting amended charter was filed as Exhibit 3 to the Quarterly Report on Form 10-Q/A filed on May 10, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>directors' resignations are accepted by the Board, the Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Promptly following the Board's decision on the Corporate Governance Committee's recommendation, the Corporation will disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>This Corporate Governance Guideline will be disclosed in each proxy statement relating to an election of directors of the Corporation.</p>
AT&T Inc. <sup>32</sup> (11/17/06)	Bylaw (including director resignation policy)	<p>All matters, except as provided below, shall be determined by a majority of the votes cast, unless a greater number is required by law or the Certificate of Incorporation for the action proposed. In an election of Directors, each Director shall be elected by the vote of the majority of the votes cast with respect to that Director's election. If a nominee for Director is not elected and the nominee is an incumbent Director, the Director shall promptly tender his or her resignation to the Board of Directors, subject to acceptance by the Board of Directors. The Corporate Governance and Nominating Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Corporate Governance and Nominating Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within ninety (90) days from the date of the certification of the election results. The Corporate Governance and Nominating Committee in making its recommendation and the Board of Directors in making its decision may each consider any factors or other information that they consider appropriate and relevant. Any Director who tenders his or her resignation in accordance with this Section will not participate in the recommendation of the Corporate Governance and Nominating Committee or the decision of the Board of Directors with respect to his or her resignation.</p> <p>If the number of persons properly nominated for election as Directors as of the date that is ten (10) days before the record date for determining stockholders entitled to notice of or to vote at such meeting shall exceed the number of Directors to be elected, then the Directors shall be elected by a plurality of the votes cast.</p>
		<p>For purposes of this Section, a majority of votes cast shall mean that the number of shares voted "for" a matter or "for" the election of a Director exceeds the number of votes cast "against" such matter or "against" the election of such Director.</p>

<sup>32</sup> TelCo Retirees Association, Inc. and Nick Rossi submitted non-binding majority proposals for 2007. In each case, the company sought and obtained no-action relief from the SEC on the basis of a "substantial implementation" argument, since the company had adopted a majority vote bylaw (letters available Jan. 18, 2007). On Nov. 17, 2006, the company amended its bylaws to provide that at any meeting of stockholders: "All matters, other than the election of directors, shall be determined by a majority of votes cast unless a greater number is required by law or the Certificate of Incorporation for the action proposed." See Current Report on Form 8-K filed on Nov. 20, 2006. The board of AT&T, Inc. was declassified in 2005. See definitive proxy statement filed on Mar. 10, 2006 at 27.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Atmel Corporation <sup>33</sup> (3/23/07)	Bylaw (including director resignation policy)	<p>3.3 <u>Election And Term Of Office Of Directors.</u></p> <p>(a) Except as provided in Section 3.4 of these Bylaws, at each annual meeting of stockholders, directors of the corporation shall be elected to hold office until the expiration of the term for which they are elected, and until their successors have been duly elected and qualified; except that if any such election shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the General Corporation Law of Delaware. The term of office of a director shall begin immediately after election. Directors need not be stockholders unless so required by the Certificate of Incorporation or these Bylaws, wherein other qualifications for directors may be prescribed.</p> <p>(b) Each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present, subject to the rights of the holders of any series of preferred stock to elect directors in accordance with the terms thereof. For purposes of this bylaw, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that director's election. Notwithstanding the foregoing, in the event of a contested election of directors, directors shall be elected by the vote of a plurality of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this bylaw, a contested election shall mean any election of directors in which the number of candidates for election as directors exceeds the number of directors to be elected.</p> <p>(c) If a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the board of directors in accordance with the agreement to be executed by each such nominee as a condition of such nomination. The Corporate Governance and Nominating Committee shall make a recommendation to the board of directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The board of directors shall act on the tendered resignation, taking into account the Corporate Governance and Nominating Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Corporate Governance and Nominating Committee in making its recommendation, and the board of directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Corporate Governance and Nominating Committee or the decision of the board of directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the board of directors, such director shall continue to serve until the end of his or her term and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the board of directors pursuant to this bylaw, or if a nominee for director is not elected and the nominee is not an incumbent director, then the board of directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3.4 or may decrease the size of the board of directors pursuant to the provisions of Section 3.2.</p>

<sup>33</sup> According to the preliminary proxy statement filed by the company on Mar. 23, 2007, a special stockholders meeting of the company was called by George Perlegos to consider and vote on a proposal to remove five members of the board (including Atmel's President and CEO and all of its independent directors) and to replace them with five persons nominated by Mr. Perlegos. On page 3 of the preliminary proxy statement filed on Mar. 23, 2007, the company disclosed that it had adopted a majority vote bylaw and formal corporate governance guidelines on that date. Concurrently with adopting a majority vote bylaw, the board amended the bylaws to reduce the size of the board from eight to six. See Item 5.03 of the Current Report on Form 8-K filed on Mar. 28, 2007. At the special meeting held on May 18, 2007, the proposal to remove the five directors did not pass. Press Release, Atmel Corporation (May 18, 2007). On Jun. 27, 2007, the board adopted an amendment to the company's bylaws, increasing the board size back to eight, effective immediately prior to the Jul. 25, 2007 annual meeting. See Item 5.03 of the Current Report on form 8-K filed on Jul. 3, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Autodesk, Inc. (3/22/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p><b>2.5 ADVANCE NOTICE OF STOCKHOLDER NOMINEES AND STOCKHOLDER BUSINESS</b></p> <p>(a) At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be: (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the board of directors, (ii) otherwise properly brought before the meeting by or at the direction of the board of directors, or (iii) otherwise properly brought before the meeting by a stockholder. For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the secretary of the corporation. . . .</p> <p>(b) Only persons who are nominated in accordance with the procedures set forth in this paragraph (b) shall be eligible for election as directors. Nominations of persons for election to the board of directors of the corporation may be made at a meeting of stockholders by or at the direction of the board of directors or by any stockholder of the corporation entitled to vote in the election of directors at the meeting who complies with the notice procedures set forth in this paragraph (b). Such nominations, other than those made by or at the direction of the board of directors, shall be made pursuant to timely notice in writing to the secretary of the corporation in accordance with the provisions of paragraph (a) of this Section 2.5. Such stockholder's notice shall set forth (i) as to each person, if any, whom the stockholder proposes to nominate for election or re-election as a director: . . . (F) a written statement of such person that such person, if elected, intends to tender, promptly following such person's election or re-election, an irrevocable resignation effective upon such person's failure to receive the required vote for re-election at the next meeting at which such person would face re-election and upon acceptance of such resignation by the board of directors, in accordance with the corporation's Corporate Governance Guidelines. . . .</p> <p><b>3.3 ELECTION AND TERM OF OFFICE OF DIRECTORS</b></p> <p>Except as provided in Section 3.4 of these bylaws, directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. A nominee for director shall be elected to the board of directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the secretary of the corporation receives a notice that a stockholder has nominated a person for election to the board of directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 2.5 of these bylaws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the day next preceding the date the corporation first mails its notice of meeting for such meeting to the stockholders. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee. Each director, including a director elected or appointed to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. Directors need not be stockholders unless so required by the certificate of incorporation or these bylaws. The certificate of incorporation or these bylaws may prescribe other qualifications for directors.</p> <p><u>Policy:</u></p> <p><b>21. Majority Voting; Advance Resignation as Prerequisite to Director Nomination</b></p> <p>In accordance with the Company's Bylaws, if none of the stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if the stockholders have withdrawn all such nominations by the day before the Company mails its notice of meeting to the stockholders, a nominee must receive more votes cast for than against his or her election or reelection in order to be elected or reelected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for reelection. The Board shall nominate for election or reelection as director only candidates who agree to tender, promptly following the stockholders' meeting at which they are elected or reelected as director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next stockholders' meeting at which they face reelection and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Board guideline.</p> <p>If an incumbent director fails to receive the required vote for reelection, the Corporate Governance Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.
Automatic Data Processing, Inc. (8/11/05)	Bylaw	The directors shall be elected by the vote of the majority of the shares represented in person or by proxy at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting.
AutoZone, Inc. (9/28/05)	Policy	Any nominee for Director who receives a greater number of votes "withheld" from or "against" his or her election than votes "for" such election shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall recommend to the Board the action to be taken with respect to such resignation.
Avanir Pharmaceuticals (2/6/06)	Policy	At any meeting of shareholders at which director nominees are subject to an uncontested election (number of nominees is equal to number of seats), any nominee for director who receives a greater number of votes "withheld" from election than votes "for" such election shall submit to the Corporate Secretary of the Company an offer letter of resignation, subject to Board acceptance. The Corporate Governance Committee will consider the offer of resignation and other circumstances surrounding the voting and will recommend to the Board the action to be taken. The Board shall then act promptly with respect to any such letter of resignation and shall promptly notify the director concerned of its decision whether or not to accept the resignation.
Avaya Inc. <sup>34</sup> (5/5/06)	Policy	<p>In an uncontested election (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "majority withhold vote") shall tender his or her resignation to the Chairman of the Governance Committee promptly following certification of the shareholder vote. If the Chairman of the Governance Committee received a majority withhold vote, then he or she shall tender his or her resignation to the Lead Director.</p> <p>The Governance Committee will promptly consider the tendered resignation and recommend to the Board whether to accept or reject it. In determining whether to recommend acceptance or rejection of the tendered resignation, the Governance Committee will consider all factors it deems relevant including, without limitation:</p> <ul style="list-style-type: none"> <li>• the reasons, if known, why stockholders "withheld" or were requested to "withhold" votes from the director,</li> <li>• the director's length of service and qualifications,</li> <li>• the director's contributions to the Company, and</li> <li>• the current mix of skills and attributes of the directors on the Board.</li> </ul> <p>The Board will act on the Governance Committee's recommendation not later than 90 days following the date of the shareholders' meeting at which the election occurred. In deciding whether to accept or reject the tendered resignation, the Board will consider the factors considered by the Governance Committee and any additional information and factors the Board believes to be relevant.</p> <p>Promptly following the Board's decision, the Company will disclose that decision, including an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation, in a Current Report on Form 8-K filed with the Securities and Exchange Commission. If the Board decides to accept the director's resignation, the Governance Committee will recommend to the Board whether to fill the resulting vacancy or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this guideline will not participate in the Governance Committee recommendation or the Board consideration whether to accept or reject the tendered resignation. If a majority of the members of the Governance Committee received a majority withhold vote at the same election, then the independent directors who did not receive a majority withhold vote will appoint a</p>

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Avaya, Inc. was acquired by affiliates of Silver Lake and TPG on Oct. 26, 2007. Press Release, Avaya, Inc. (Oct. 26, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Board committee among themselves solely for the purpose of considering the tendered resignations and such special committee will recommend to the Board whether to accept or reject them within the 90 day period.</p> <p>This guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Avery Dennison Corporation (12/7/06)	Bylaw (including director resignation policy)	<p>ARTICLE II</p> <p><u>Section 14. Nomination and Stockholder Business</u></p> <p>(A) Annual Meetings of Stockholders. (1) Nominations of persons for election to the board of directors of the corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders only (a) pursuant to the corporation's notice of meeting (or any supplement thereto), (b) by or at the direction of the board of directors or any committee thereof or (c) by any stockholder of the corporation who was a stockholder of record of the corporation at the time the notice provided for in this Bylaw is delivered to the secretary of the corporation and at the time of the annual meeting, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Bylaw.</p> <p>(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(1) of this Bylaw, the stockholder must have given timely notice thereof in writing to the secretary of the corporation and any such proposed business other than the nominations of persons for election to the board of directors must constitute a proper matter for stockholder action. . . Such stockholder's notice shall set forth: . . . (d) with respect to each nominee for election or reelection to the Board of Directors, include the completed and signed questionnaire, representation and agreement required by Section 16 of this By-Law.</p> <p><u>Section 15. Required Vote for Directors.</u></p> <p>(A) Majority Vote: Except as otherwise required by law or by the certificate of incorporation, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present; provided, however, that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the votes of shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Bylaw, "a majority of the votes cast" shall mean that the number of shares voted "for" a director's election exceeds 50% of the total votes cast with respect to that director. Votes cast shall include votes to withhold authority and exclude abstentions with respect to that director's election.</p> <p>(B) If a nominee who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the Board of Directors in accordance with the agreement contemplated by Section 16 of these Bylaws. The Nominating and Corporate Governance Committee shall make a recommendation to the Board of Directors on whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Committee's recommendation and publicly disclose (in a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the end of his or her term and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this By-Law, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 4 of Article III of these Amended and Restated Bylaws or may decrease the size of the Board of Directors pursuant to the provisions of Section 2 of Article III of these Bylaws.</p> <p><u>Section 16. Submission of Questionnaire, Representation and Agreement.</u></p> <p>To be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 14 of this Article II) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) will abide by the requirements of Section 15 of this Article II . . . .
Avnet, Inc. <sup>35</sup> (9/26/05, as amended 5/12/06)	Policy	<p><u>5/12/06 Amended Version:</u></p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly submit to the Board a letter of resignation following certification of the shareholder vote for consideration by the Corporate Governance Committee.</p> <p>The Corporate Governance Committee shall promptly consider the resignation offer, and a range of possible responses based on the circumstances that led to the Majority Withheld Vote, if known, and make a recommendation to the Board. The Board will act on the Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the Director’s resignation offer (or the reason(s) for rejecting the resignation offer, if applicable).</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>However, if each member of the Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p> <p><u>9/26/05 Version:</u></p> <p>At any shareholder meeting at which Directors are subject to election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall submit to the Board a letter of resignation for consideration by the Corporate Governance Committee. The Corporate Governance Committee shall evaluate the best interests of the Corporation and its shareholders and shall recommend to the Board the action to be taken with respect to such tendered resignation.</p>
Avon Products, Inc. <sup>36</sup> (5/3/07 Charter and Bylaw, and 1/26/06 Policy, as amended 7/18/07)	Charter, Bylaw (including director resignation policy) and Policy	<p><u>Charter:</u></p> <p><b>ARTICLE VI:</b> Except as otherwise required by law or by the Restated Certificate of Incorporation, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present; provided, however, that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Article VI, a majority of the votes cast shall mean that the number of shares voted “for” a director’s election exceeds 50% of the votes cast with respect to that director. Votes cast shall include votes to withhold authority and exclude abstentions with respect to that director’s election.</p>

<sup>35</sup> In the press release announcing the amendment, Avnet, Inc. indicated that it was amending its corporate governance guidelines “to provide more specificity for the procedures the board must use and the actions it must take” following a majority withhold vote, and that it had concurrently amended the guidelines to specify the responsibilities and lengthen the term of service for the board’s lead director. Press Release, Avnet Inc. (May 17, 2006).

<sup>36</sup> The IBEW submitted a majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Mar. 31, 2006 at 38-39. The 2006 proposal received support from 29% of votes cast, per ISS. See Growing Support.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p><b>Section 13. Procedures in Uncontested Elections of Directors.</b> In an uncontested election of directors (subject to Article VI of the certificate of incorporation), if a nominee who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the Board of Directors in accordance with the agreement contemplated by Section 14 of these By-Laws. The Nominating and Corporate Governance Committee shall make a recommendation to the Board of Directors on whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Committee's recommendation and publicly disclose (in a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results.</p> <p>The Nominating and Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the end of his or her term and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this By-Law, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 2 of Article III of these By-Laws or may decrease the size of the Board of Directors pursuant to the provisions of Section 1 of Article III of these By-Laws and Section 702 of the Business Corporation Law of the State of New York.</p>

Management presented a majority vote charter amendment proposal at the 2007 annual meeting. That proposal is set forth in the definitive proxy statement filed on Mar. 23, 2007 at 59-61. In connection with seeking approval of that charter amendment, the board of Avon Products, Inc. also sought to replace Article VI of the company's charter, which provided for cumulative voting, with a charter provision providing for majority voting. According to page 59 of the definitive proxy statement filed on Mar. 23, 2007:

The Board believes that cumulative voting is incompatible with the adoption of a majority vote standard. While a majority vote standard clearly acts to empower the majority, cumulative voting permits minorities to exercise undue influence in director elections. Given this incongruity, the Board believes that the elimination of cumulative voting is appropriate and consistent with the implementation of a majority vote standard.

The definitive proxy statement indicated that if the proposal were approved by a majority of the voting power of all shares of the company entitled to vote generally in the election of directors, voting together as a single class, the elimination of cumulative voting and establishment of a majority vote standard would become effective without any further action by the company. However, in order to make certain clarifications and ensure that the majority voting standard is "fully operable", the definitive proxy statement indicated that the board would make the following additional bylaw amendments: (a) remove the reference to cumulative voting, (b) add the majority vote provisions set forth above and (c) amend Section 2 of Article XI to eliminate the prohibition on the Board's ability to amend or repeal by-laws with respect to cumulative voting. For a discussion of cumulative voting generally, see Note 66. The management proposal to implement majority voting and eliminate cumulative voting passed. See Quarterly Report on Form 10-Q filed on Jul. 31, 2007 at 32.

Additionally, the definitive proxy statement filed on Feb. 28, 2007 provided that if the majority vote proposal were approved by 80% of the voting power of all shares of the company entitled to vote in the election of directors generally, the board intended to make certain additional amendments to the bylaws which would: (i) remove all references to a plurality standard and cumulative voting and (ii) remove Section 3 of Article XI, which would eliminate all supermajority voting requirements on the power to amend certain sections of Articles III and XI of the bylaws. The majority vote proposal did not receive that vote. See Exhibit 3.2 to the Quarterly Report on Form 10-Q filed on Jul. 31, 2007.

The board of Avon Products, Inc. was declassified following stockholder approval of a declassification proposal at the 2005 annual meeting. See definitive proxy statement filed on Mar. 21, 2006 at 4.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><b>Section 14. <u>Submission of Questionnaire, Representation and Agreement.</u></b> To be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 12 of these By-Laws) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (a) will abide by the requirements of Section 13 of these By-Laws, (b) is not and will not become a party to (1) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (2) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law, and (c) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein.</p> <p><u>7/18/07 Amended Version of Policy:</u></p> <p>Selection of Directors . . .</p> <p>To be eligible to be a nominee for election or reelection as a Director, a person must satisfy the requirements set forth under Section 14, Article III of the By-Laws of the Company with respect to the completion and submission of a questionnaire and representation and agreement.</p> <p>The By-Laws provide for the annual election of directors by majority vote of the shareholders (in uncontested elections).</p> <p><u>Resignation and Retirement</u></p> <p>In an uncontested election of Directors (<i>i.e.</i>, an election where the only nominees are those recommended by the Board of Directors), any incumbent Director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will promptly tender his or her resignation to the Board of Directors pursuant to Section 13, Article III of the By-Laws of the Company.</p> <p>If a majority of the members of the Nominating and Corporate Governance Committee received a greater number of votes "withheld" from their election than votes "for" their election at the same election, then the independent Directors who are on the Board who did not receive a greater number of votes "withheld" from their election than votes "for" their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a greater number of votes "withheld" from their election than votes "for" their election or who were not standing for election. . .</p> <p>To the extent that one or more Directors' resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p><u>1/26/06 Version of Policy:</u></p> <p>In an uncontested election of Directors (<i>i.e.</i>, an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee will promptly consider the resignation submitted by a Director receiving a greater number of votes "withheld" from his or her election than votes "for" his or her election, and the Nominating and Corporate Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to recommend the acceptance or rejection of the tendered resignation, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Nominating and Corporate Governance Committee including, without limitation, the stated reasons why shareholders "withheld" votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director's contributions to the Company, and these guidelines.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Board will act on the Nominating and Corporate Governance Committee's recommendation no later than 90 days following the date of the shareholders' meeting where the election occurred. In considering the Nominating and Corporate Governance Committee's recommendation, the Board will consider the factors considered by the Nominating and Corporate Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Nominating and Corporate Governance Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Corporate Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Nominating and Corporate Governance Committee received a greater number of votes "withheld" from their election than votes "for" their election at the same election, then the independent Directors who are on the Board who did not receive a greater number of votes "withheld" from their election than votes "for" their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a greater number of votes "withheld" from their election than votes "for" their election or who were not standing for election.</p> <p>The guideline contained in the foregoing paragraphs will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Axcelis Technologies, Inc. <sup>37</sup> (11/9/05)?	Policy	At any shareholder meeting at which Directors are subject to an uncontested election, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall submit to the Board a letter of resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee shall recommend to the Board the action to be taken with respect to such offer of resignation. The Board shall act promptly with respect to each such letter of resignation and shall promptly notify the Director concerned of its decision.
Baker Hughes Incorporated <sup>38</sup> (10/27/05)	Policy	Any nominee for director who receives a "withhold" vote representing a majority of the votes cast for his or her election would be required to submit a letter of resignation to the Board's Governance Committee. The Governance Committee would recommend to the Board whether or not the resignation should be accepted.
BancorpSouth, Inc. <sup>39</sup> (1/24/07)	Bylaw (including director resignation policy)	In an uncontested election, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation (unless previously tendered), following certification of the shareholder vote. The independent Directors that serve on the Nominating Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Nominating Committee's recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose their decision whether to accept the Director's resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that press releases are typically distributed by the Corporation. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating Committee

<sup>37</sup> On Aug. 8, 2007, the company's board adopted an amended and restated charter, subject to stockholder approval, providing for the phase out of the company's classified board, commencing in 2009. The proposed charter amendment will be submitted to the stockholders at the annual meeting of stockholders to be held in 2008, and, if adopted, will apply to directors elected at subsequent annual meetings. See Quarterly Report on Form 10-Q filed on Aug. 9, 2007 at 26.

<sup>38</sup> The definitive proxy statement filed by Baker Hughes Incorporated on Mar. 6, 2007 included a management proposal to remove all supermajority voting requirements from the company's charter at page 63. See also no action letter (available Feb. 20, 2007). That proposal passed, and on Apr. 26, 2007, the company amended its charter and bylaws to eliminate all supermajority provisions. See Quarterly Report on Form 10-Q filed on May 1, 2007 at 28-29.

<sup>39</sup> Concurrently with adopting a majority vote bylaw, the board amended the bylaws of BancorpSouth, Inc. to, among other things, provide that the chairman shall preside at all board meetings and may direct the president or a senior officer to preside at any such meeting. See Current Report on Form 8-K filed on Jan. 26, 2007.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Nominating Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.
BancTrust Financial Group, Inc. <sup>40</sup> (3/7/07)	Bylaw	ARTICLE II  Section 2. Annual meetings of shareholders, commencing with the year 2007, shall be held on the third Thursday of May if not a legal holiday, and if a legal holiday, then on the next business day following, at 10:00 a.m., or at such other date and time as shall be designated from time to time by the board of directors and stated in the notice of the meeting. At such meeting the board of directors shall be elected by the affirmative vote of the holders of a majority of the shares duly voted at the meeting, provided that a quorum is present when the vote is taken. Such other business as may properly be brought before the meeting may be conducted.
Bank of America Corporation <sup>41</sup> (10/25/06)	Bylaw and Policy	<u>Bylaw:</u>  ARTICLE III  Section 10. <u>Required Vote for Directors.</u> A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that the directors shall be elected by a plurality of the votes cast at any meeting of Stockholders for which (i) the Secretary of the Corporation receives a notice that a Stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Article III, Section 12 of these Bylaws and (ii) such nomination has not been withdrawn by such Stockholder on or prior to the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to the Stockholders. If no nominees for election to the Board of Directors are elected at an annual meeting, a special meeting of Stockholders shall be called for an election of directors in the manner provided in Article III, Section 2 of these Bylaws.  <u>ARTICLE IX</u>  Section 5. <u>Amendments.</u> The Board of Directors may amend or repeal these Bylaws and may adopt new Bylaws at any regular or special meeting of the Board of Directors; provided, however, that any amendment or repeal of, or the adoption of any Bylaw inconsistent with, Article III, Section 10 of these Bylaws shall also require the approval of the Stockholders of the Corporation. The Stockholders of the Corporation may also amend or repeal these Bylaws and may adopt new Bylaws.

<sup>40</sup> The majority vote bylaw is not accompanied by a resignation policy for incumbent directors who fail to receive the requisite vote. According to Item 5.03 of the Current Report on Form 8-K filed on Mar. 12, 2007, the change in the director election from a plurality to the majority standard set forth above was made "to conform to the Alabama Business Corporation Act." The majority vote bylaw was adopted in connection with a group of bylaw amendments, including (a) changing the default voting standard for stockholder approval of company actions from "the holders of the majority of the stock having voting power present in person or represented by proxy" to "votes cast in favor of the action exceed the votes cast opposing the action", and (b) changing the age until which a director is eligible for elections from 70 to 72. See Item 5.03 of the Current Report on Form 8-K filed on Mar. 12, 2007.

<sup>41</sup> The UBCJA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 20, 2006 at 41-42. The proposal received support from 56% of votes cast, per ISS. See Growing Support. The UBCJA also submitted a majority proposal for 2007 which was withdrawn after the company agreed to adopt a majority vote bylaw and director resignation policy, per ISS. See Rosanna Landis Weaver, 2007 Preview: Board Elections, ISS Governance Weekly, Jan. 12, 2007 [hereinafter 2007 Preview]. Although not required by Delaware law (since the bylaw was adopted by the board, rather than the stockholders), the majority vote bylaw contains a "lock-in" provision providing that it may not be amended or repealed without stockholder approval. Bank of American Corporation and Verizon Communications, Inc. were the first companies to have adopted such voluntary lock-ins.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p>A Director who fails to receive the required number of votes for re-election in accordance with the Bylaws shall offer to resign. In addition, the Director whose resignation is under consideration shall abstain from participating in any decision regarding that resignation. The Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director's resignation. The Board shall publicly disclose its decision regarding the resignation within ninety (90) days after the results of the election are certified. If the resignation is not accepted, the Director will continue to serve until the next annual meeting and until the Director's successor is elected and qualified.</p> <p>The Board shall nominate for election or re-election as Directors only candidates who agree to tender, following the annual meeting at which they are elected or re-elected as Directors, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they are nominated for re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with this Guideline.</p>
<p>The Bank of New York Mellon Corporation (f/k/a The Bank of New York Company, Inc.)<sup>42</sup> (7/11/06 Policy, as amended 2007)</p>	<p>Policy</p>	<p><u>2007 Amended Version of Policy:</u></p> <p>In an uncontested election of directors, any incumbent director who fails to receive more "for" votes than "withhold" and "against" votes will tender his or her resignation to the Lead Director (or such other director designated by the Board if the director failing to receive the majority of votes cast is the Lead Director) promptly after the certification of the stockholder vote. The Lead Director will then refer the matter to the Corporate Governance and Nominating Committee.</p> <p>The Corporate Governance and Nominating Committee will promptly consider the tendered resignation and recommend to the Board whether to accept or reject it. If, because of recusals, the Corporate Governance and Nominating Committee is unable to meet and consider the issue with a quorum of its members participating in the discussion, the Board may assign the issue to another committee consisting solely of independent directors or may deliberate and decide the issue without first referring it to a committee. In considering whether to accept or reject the tendered resignation, the Corporate Governance and Nominating Committee (or other committee to which the issue is assigned) will consider whatever factors its members deem relevant including, without limitation, the stated reasons for the "withhold" or "against" votes, the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Corporation, and the mix of skills and backgrounds on the Board.</p> <p>The Board will act on the Corporate Governance and Nominating Committee's recommendation no later than 90 days following the certification of the election in question. In considering the Corporate Governance and Nominating Committee's recommendation, the Board will consider the factors considered by the Corporate Governance and Nominating Committee and such additional information and factors as it deems relevant. Following the Board's decision on the Corporate Governance and Nominating Committee's recommendation, the Corporation will publicly disclose the Board's decision (and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission (the "SEC"). If the Board does not accept the director's resignation, it may elect to address the underlying stockholder concerns or to take such other actions it deems appropriate and in the best interests of the Corporation and its stockholders.</p> <p>A director who tenders his or her resignation pursuant to this provision will not vote on the issue of whether his or her tendered resignation will be accepted or rejected.</p>

<sup>42</sup> Before merging with The Bank of New York Company, Inc. effective Jul. 1, 2007, Mellon Financial Corporation considered adopting a majority voting provision. According to page 11 of the definitive proxy statement filed by Mellon Financial Corporation on Mar. 19, 2007:

Our board has also stated that it will continue to review our current system of plurality voting for directors in light of the various government and private sector initiatives underway relating to a majority vote requirement in uncontested director elections. In light of the proposed merger with Bank of New York, the board is not taking action on the question of plurality voting for directors at this time.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>7/11/06 Version of Policy:</p> <ol style="list-style-type: none"> <li>1. <b>Required Resignation.</b> In an uncontested election of directors, any incumbent director who fails to receive more “For” votes than “Withhold” will promptly tender his or her resignation to the Presiding Director (or such other director designated by the Board if the director failing to receive the majority of votes cast is the Presiding Director) following certification of the stockholder vote. The Presiding Director shall then refer the matter to the Nominating and Governance Committee.</li> <li>2. <b>Consideration of Resignation.</b> The Nominating and Governance Committee will promptly consider the resignation submitted by an incumbent director who fails to receive more “for” votes than “withhold” votes and will recommend to the Board whether to accept the tendered resignation or reject it. If, because of recusals, the Nominating and Governance Committee is unable to meet and consider the issue with a quorum of its members participating in the discussion, the Board may assign the issue to another committee consisting solely of independent directors or may deliberate and decide the issue without first referring it to a committee. In considering whether to accept or reject the tendered resignation, the Nominating and Governance Committee (or other committee to which the issue is assigned) will consider whatever factors its members deem relevant including, without limitation, the stated reasons for the “withhold” votes, the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to the Company, and the mix of skills and backgrounds on the Board.</li> <li>3. <b>Board Action.</b> The Board will act on the Nominating and Governance Committee’s recommendation no later than 90 days following the certification of the election in question. In considering the Nominating and Governance Committee’s recommendation, the Board will consider the factors considered by the Nominating and Governance Committee and such additional information and factors as the directors deem relevant. Following the Board’s decision on the Nominating and Governance Committee’s recommendation, the Company will publicly disclose the Board’s decision (and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission. If the Board does not accept the director’s resignation, it may elect to address the underlying stockholder concerns related to the “withheld” votes or take such other actions that the Board deems appropriate and in the best interests of the Company and its stockholders.</li> <li>4. <b>Vacancies.</b> To the extent that the Board accepts one or more directors’ resignations, the Nominating and Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</li> <li>5. <b>Recusal.</b> Any director who tenders his or her resignation pursuant to this provision will not vote on the issue of whether his or her tendered resignation shall be accepted or rejected.</li> <li>6. <b>Inclusion in Company’s Corporate Governance Guidelines.</b> This corporate governance guideline will be included in the Company’s Corporate Governance Guidelines and published on the Company’s website.</li> </ol>
Baxter International Inc. <sup>43</sup> (10/3/06)	Bylaw (including director resignation policy)	<p>Except as provided by the Certificate of Incorporation, each director shall be elected by the vote of the majority of the votes cast with respect to that director’s election at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees at any such meeting exceeds the number of directors to be elected at the meeting, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. If a nominee for director is not elected and that nominee is an incumbent director, the director shall promptly tender his or her resignation to the Board, subject to the Board’s acceptance. The Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the tendered resignation, taking into account the Corporate Governance Committee’s recommendation, and publicly disclose its decision and the rationale behind it within 90 days from the date of the</p>

<sup>43</sup> Member of Majority Vote Work Group. See Note 18. Management proposals to amend the company’s charter to declassify the board and decrease the minimum and maximum number of directors on the board were presented at the company’s 2006 annual meeting. See definitive proxy statement filed on Mar. 21, 2006 at 26-27. According to the definitive proxy statement, the declassification proposal was presented in response to stockholder approval of a non-binding declassification proposal at the company’s 2005 annual meeting. The declassification proposal did not pass, while the proposal regarding board size was approved. Press Release, Baxter International Inc. (May 9, 2006).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		certification of the election results. The director who tenders his or her resignation will not participate in the decision of the Board or the Corporate Governance Committee.
Beazer Homes USA, Inc. <sup>44</sup> (12/20/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p><i>Voting; Proxies; Required Vote.</i></p> <p>Article I, Section 5, Subsection (a)</p> <p>(a) At each meeting of Stockholders, every Stockholder shall be entitled to vote in person or by proxy appointed by an instrument in writing, subscribed by such Stockholder or by such Stockholder's duly authorized attorney-in-fact (but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period), and, unless the Certificate of Incorporation provides otherwise, shall have one vote for each share of stock entitled to vote registered in the name of such Stockholder on the books of the Corporation on the applicable record date fixed pursuant to these By-Laws. At all elections of directors the voting may but need not be by ballot and, when a quorum is present, each director shall be elected if the votes cast for such director exceed the votes cast against such director; provided, however, that directors shall be elected by the affirmative vote of holders of a plurality of the stock present in person or represented by proxy and entitled to vote on such election in connection with any Contested Election, as defined herein. For purposes of this Section 5, a "Contested Election" is any election of directors in connection with which (a)(i) the Secretary of the Corporation receives notice, in compliance with the advance notice requirements for Stockholder nominees for director set forth in Article II, Section 14 of these By-Laws, that a Stockholder has nominated one or more persons to compete with the persons nominated by the Board of Directors for election to the Board of Directors and (ii) such nomination has not been withdrawn by such Stockholder on or prior to the fifth day preceding the date the Corporation first mails its notice of meeting for such meeting to the Stockholders or (b) one or more directors has been presented for election by a Stockholder or Stockholders pursuant to a solicitation of written consents pursuant to Section 5(b) of this Article I. If directors are to be elected by a plurality of the votes cast, Stockholders shall not be permitted to vote against a nominee. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one on which by express provision of applicable law (including the General Corporation Law of the State of Delaware), the Certificate of Incorporation or these By-laws, a different vote is required in which case such express provision shall govern and control the decision of such question.</p> <p><i>Nomination Of Directors.</i></p> <p>Article II, Section 14, Subsection (b)</p> <p>(b) Nominations by Stockholders shall be made pursuant to timely notice in writing to the Secretary of the Corporation. . . . Such Stockholder's notice shall set forth (i) as to each person whom the Stockholder proposes to nominate for election or reelection as a director (x) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected) and (y) a statement whether such person, if elected, intends to tender, promptly following such person's election or re-election, an irrevocable resignation effective only upon (A) such person's failure to receive the required vote for re-election at the next meeting at which such person would face re-election and (B) acceptance of such resignation by the Board of Directors . . .</p> <p><u>Policy:</u></p> <p>In accordance with the Company's By-Laws, if none of the Company's stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a Contested Election, as defined in the Company's By-Laws, or if the Company's stockholders have withdrawn all such nominations in a Contested Election by the day before the Company mails its notice of meeting to our</p>

<sup>44</sup> The Central Laborers Pension Fund presented a majority proposal for 2007. Thereafter, Beazer Homes USA, Inc. adopted the provisions set forth above. Press Release, Laborers Union (Dec. 23, 2006).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for reelection. With respect to nominees to be elected at the annual meeting of stockholders to be held in 2007 (the "2007 Annual Meeting"), the Board shall nominate for election or re-election as director only candidates who, prior to the Company's mailing of the notice of the meeting to the stockholders for the 2007 Annual Meeting, tender irrevocable resignations that will be effective only upon (i) the failure to receive the required vote at the 2007 Annual Meeting and (ii) Board acceptance of such resignation. With respect to nominees to be elected at annual meetings subsequent to the 2007 Annual Meeting, the Board shall nominate for election or re-election as director only candidates who have agreed to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective only upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who have agreed to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with these guidelines.</p> <p>If an incumbent director fails to receive the required vote for reelection, the Nominating/Corporate Governance Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating/Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept at [sic] director's resignation.</p>
Beckman Coulter, Inc. <sup>45</sup> (12/7/06)	Policy	<p>16) <b><u>Voting for Directors</u></b></p> <p>The Board's Corporate Governance Committee shall review any election in which a nominee for Director in an uncontested election receives a greater number of votes "withheld" than votes "for" (a "Majority Withheld Vote") to attempt to determine the circumstances that led to the Majority Withheld Vote. The Committee shall complete its review and report its findings to the Board within 30 days after the date the shareholder vote is certified.</p> <p>If the Committee determines that the Majority Withheld Vote occurred because of performance of the Director or other factors personal to the Director, it shall also make a recommendation to the Board regarding the status of the Director.</p> <p>The Board shall consider the Committee's report and recommendations at its next regularly scheduled meeting and take any actions it deems appropriate. Those actions may include requesting the Committee to conduct further review. If the Board concludes that the factors leading to the Majority Withheld Vote were due to the performance of the Director or other factors personal to the Director and can not be resolved within a reasonable period of time, the Board may ask for the Director's resignation. A Director who receives a request to resign shall submit a written resignation promptly after receiving the request.</p> <p>Any Director who receives a Majority Withheld Vote shall not participate in the review or any discussion by the Board of the Committee's report and recommendations. If the review involves one or more members of the Corporate Governance Committee, the Chairman may elect to appoint a special committee of independent directors to perform the review.</p>
		<p>Upon completion of the review, the Company shall file a report on Form 8-K describing the review conducted, the findings, and any action taken by the Board or as a result of its review.</p>

<sup>45</sup> Unlike most majority vote policies, the policy of Beckman Coulter, Inc. does not require a director who has failed to receive a majority vote to tender a resignation unless affirmatively asked to do so after the board has considered whether the director should remain in office.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Becton, Dickinson & Company <sup>46</sup> (11/22/05, as amended 5/23/06)	Policy	<p><u>5/23/06 Amended Version:</u></p> <p>At any meeting of the shareholders at which nominees for director are subject to an uncontested election (that is, the number of nominees is equal to the number of seats), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”), promptly shall offer to submit his or her resignation from the Board following certification of the shareholder vote. The Corporate Governance and Nominating Committee shall consider the director’s offer and recommend to the Board the action to be taken with respect to same, which can range from accepting the director’s offer; to maintaining the director but addressing what the Corporate Governance and Nominating Committee believes to be the underlying causes of the “withheld” votes; to resolving that the director will not be renominated in the future for election; or to rejecting the director’s offer.</p> <p>Thereafter, the Board shall promptly notify the director concerned of its decision, and shall publicly disclose its decision (including the process by which the decision was reached and, if applicable, the reasons for rejecting the director’s offer) in a Form 8-K filed with the SEC within four business days following the Board’s decision.</p> <p>In considering whether to recommend that the Board accept or reject the director’s offer, the Corporate Governance and Nominating Committee will evaluate all relevant factors, including, without limitation: any stated reasons why shareholders “withheld” votes for election from such director; the length of service and qualifications of the director who has offered to submit his or her resignation; the director’s contributions to BD; the impact that accepting the director’s resignation would have on BD’s compliance with the requirements of the SEC, the NYSE and these Corporate Governance Principles; and the best interests of all shareholders. In considering the Corporate Governance and Nominating Committee’s recommendation, the Board will consider the factors reviewed by the Corporate Governance and Nominating Committee and such additional information and factors as the Board believes to be relevant.</p> <p>All of the procedures described in this Corporate Governance Principle shall be completed within 90 days following certification of the shareholder vote. Any director who offers to submit his or her resignation pursuant to this provision will not participate in the Corporate Governance and Nominating Committee’s or Board’s consideration of whether or not to accept the director’s offer.</p> <p>In any case in which a director’s offer is accepted by the Board, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or to reduce the size of the Board.</p> <p>If a majority of the members of the Corporate Governance and Nominating Committee received a Majority Withheld Vote at the same election, then the other independent directors who did not receive a Majority Withheld Vote or who were not standing for election will appoint a special Board committee from amongst themselves solely for the purpose of considering the director’s offer, and will recommend to the Board whether to accept or reject it in the same manner as otherwise would be undertaken by the Corporate Governance and Nominating Committee.</p> <p>This Corporate Governance Principle will be described in each BD Proxy Statement relating to an uncontested election of directors.</p> <p><u>11/22/05 Version:</u></p> <p>At any meeting of the shareholders at which nominees for director are subject to an uncontested election (that is, the number of nominees is equal to the number of seats), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election, promptly shall offer his or her resignation from the Board for consideration by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee shall recommend to the Board the action to be taken with respect to the offer of resignation. The Board shall promptly act with respect to each such offer of resignation, and shall notify the director concerned of its decision.</p>

<sup>46</sup> Becton, Dickinson & Company also concurrently announced that its shareholder rights plan would not be renewed upon its expiration in April 2006. Press Release, Becton, Dickinson & Company (Dec. 20, 2005).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Belo Corp. <sup>47</sup> (9/29/06)	Policy	<p>If a nominee for director who is an incumbent director does not receive the vote of at least a majority of the votes cast at any meeting for the election of directors at which a quorum is present and no successor has been elected at such meeting, the director will promptly tender his or her resignation to the Board. For purposes of this Corporate Governance Guideline, a majority of votes cast means that the number of votes cast “for” a director’s election exceeds 50% of the number of votes cast with respect to that director’s election or, in the case where the number of nominees exceeds the number of directors to be elected, cast with respect to election of directors generally. Votes cast include votes to withhold authority in each case and exclude abstentions with respect to that director’s election, or, in the case where the number of nominees exceeds the number of directors to be elected, abstentions with respect to election of directors generally.</p> <p>The Nominating and Corporate Governance Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee’s recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board with respect to his or her resignation. If such incumbent director’s resignation is not accepted by the Board, such director will continue to serve until the completion of his or her term as a director and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>If the Nominating and Corporate Governance Committee does not have a quorum and is unable to make a recommendation regarding a tendered resignation because multiple directors have tendered their resignations, then the remaining disinterested members of the full Board shall act on the tendered resignations without a recommendation from the Nominating and Corporate Governance Committee.</p> <p>If a director’s resignation is accepted by the Board, or if a non-incumbent nominee for director is not elected, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article III, Section 4 of Belo’s bylaws or may decrease the size of the Board pursuant to the provisions of Article III, Section 2 of Belo’s bylaws.</p> <p>This Corporate Governance Guideline will be summarized or included in each proxy statement relating to an election of the directors of the Company.</p>
Berkshire Hathaway Inc. (2/27/06)	Policy	<p>Any nominee for director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall, promptly following certification of the shareholder vote, offer his or her resignation to the Board for consideration in accordance with the following procedures. All of these procedures shall be completed within 90 days following certification of the shareholder vote.</p> <p>The Qualified Independent Directors (as defined below) shall evaluate the best interest of the Company and its shareholders and shall decide on behalf of the Board the action to be taken with respect to such offered resignation, which can include: (i) accepting the resignation, (ii) maintaining the director but addressing what the Qualified Independent Directors believe to be the underlying cause of the withheld votes, (iii) resolving that the director will not be re-nominated in the future for election, or (iv) rejecting the resignation.</p> <p>In reaching their decision, the Qualified Independent Directors shall consider all factors they deem relevant, including: (i) any stated reasons why shareholders withheld votes from such director, (ii) any alternatives for curing the underlying cause of the withheld votes, (iii) the director’s tenure, (iv) the director’s qualifications, (v) the director’s past and expected future contributions to the Company, and (vi) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NYSE requirements.</p> <p>Following the Board’s determination, the Company shall promptly disclose publicly in a document furnished or filed with the SEC the Board’s</p>

<sup>47</sup> Since the company does not appear to have adopted a majority vote bylaw or charter provision, the language indicating that the policy applies only to incumbent directors as well as the language referring to the possibility of a non-incumbent director not being elected appear inconsistent with the underlying concept of plurality voting.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>decision of whether or not to accept the resignation offer. The disclosure shall also include an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the offered resignation.</p> <p>A director who is required to offer his or her resignation in accordance with this Section 3 shall not be present during the deliberations or voting whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other director in accordance with this Section 3. Prior to voting, the Qualified Independent Directors will afford the affected director an opportunity to provide any information or statement that he or she deems relevant.</p> <p>For purposes of this Section 3, the term “Qualified Independent Directors” means:</p> <ul style="list-style-type: none"> <li>(a) All directors who (1) are independent directors (as defined in accordance with the NYSE Corporate Governance Rules) and (2) are not required to offer their resignation in accordance with this Section 3.</li> <li>(b) If there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this Section 3, then the Qualified Independent Directors shall mean all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this Section 3 shall recuse himself or herself from the deliberations and voting only with respect to his or her individual offer to resign.</li> </ul> <p>The foregoing procedures will be summarized and disclosed each year in the proxy statement for the Company’s annual meeting of shareholders.</p>
BIOLASE Technology, Inc. <sup>48</sup> (1/8/07)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>Section 2.9 <u>Required Vote.</u></p> <p>(a) Except as otherwise required by the General Corporation Law of the State of Delaware, the Certificate of Incorporation, or these Bylaws, the affirmative vote of a majority of the shares of each class of capital stock present in person or represented by proxy at a meeting of stockholders at which a quorum is present and entitled to vote, on the subject matter shall be the act of the stockholders with respect to the matter voted upon; <i>provided, however</i>, that directors shall be elected in the manner provided in paragraphs (b) through (d) of this Section 2.9.</p> <p>(b) Each director to be elected by the stockholders of the Corporation shall be elected by the affirmative vote of a majority of the votes cast with respect to such director by the shares represented and entitled to vote therefore at a meeting of the stockholders for the election of directors at which a quorum is present (an “Election Meeting”); <i>provided, however</i>, that if as of the record date for such Election Meeting the number of nominees exceeds the number of directors to be elected at such meeting (a “Contested Election”), each of the directors to be elected at the Election Meeting shall be elected by the affirmative vote of a plurality of the votes cast by the shares represented and entitled to vote at such meeting with respect to the election of such director. For purposes of this Section 2.9, a “majority of the votes cast” means that the number of votes cast “for” a candidate for director exceeds the number of votes cast “against” that director. In an election other than a Contested Election, stockholders will be given the choice to cast votes “for” or “against” the election of directors or to “abstain” from such vote and shall not have the ability to cast any other vote with respect to such election of directors. In a Contested Election, stockholders will be given the choice to cast a vote “for” or to “withhold” voting authority in the election of directors and shall not have the ability to cast any other vote with respect to such election of directors. In the event an Election Meeting involves the election of directors by separate votes by class or classes or series, the determination as to whether an election constitutes a Contested Election shall be made on a class by class or series by series basis, as applicable.</p> <p>(c) In the event one or more incumbent directors (each, a “Subject Director”) fails to receive the affirmative vote of a majority of the votes cast at an Election Meeting at which there was no Contested Election, either (i) the Nominating and Governance Committee or (ii) if one or more</p>

<sup>48</sup> The provision in Section 11.2 of the bylaws of Biolase Technology, Inc., requiring a vote of five independent directors to amend the majority vote provision of the bylaws is unique, and appears intended to address concerns that the board could amend this provision at will. In addition, the language in Section 2.9 of the bylaws indicating that a resignation will be accepted “absent a compelling reason” was first utilized by General Electric Company. At the 2007 annual meeting, approximately 33% of the votes cast with respect to incumbent director Robert M. Anderton were “against” votes. See Quarterly Report on Form 10-Q filed on Aug. 9, 2007 at 27.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>of the members of the Nominating and Governance Committee is a Subject Director or the Board determines that any decision to be made with respect to a Subject Director should be made by a committee other than the Nominating and Governance Committee, a committee consisting solely of independent directors (as determined in accordance with applicable Nasdaq rules and listing requirements) who are not Subject Directors (the committee described in clause (i) or (ii) of this sentence, the “Committee”) will make a determination as to whether to accept or reject any previously tendered Resignation (as defined below), or whether other action should be taken (including whether to request that a Subject Director resign from the Board if no Resignation had been tendered prior to the relevant Election Meeting); provided, however, that if all nominees fail to receive the affirmative vote of a majority of the votes cast at an Election Meeting at which there was no Contested Election, the Committee shall consist of the incumbent independent directors (as determined in accordance with applicable Nasdaq rules and listing requirements). The Committee shall accept the Subject Director’s Resignation absent a compelling reason (as determined consistent with the Board’s fiduciary duties) for the Subject Director to remain on the Board. The Committee will act in this regard with respect to any Subject Director within ninety (90) days from the date of the certification of the Election Meeting’s election results and shall notify each Subject Director of its decision. Subject Directors shall be disqualified from participating in the deliberation or decision(s) of the Committee. The Corporation shall publicly disclose the decision(s) of the Committee (including the circumstances surrounding any compelling reason for rejecting a Subject Director’s resignation, if applicable) in a filing with the Securities and Exchange Commission of a Current Report on Form 8-K. Notwithstanding the foregoing, if the result of accepting all Resignations from Subject Directors (whether tendered in advance of or after the relevant Election Meeting) would be that the Corporation would have fewer than three directors who were in office before the most recent Election Meeting, the Committee may determine to extend such 90-day period by an additional ninety (90) days if it determines that such an extension is in the best interests of the Corporation and its stockholders. For purposes of this Section 2.9, a “Resignation” is an irrevocable resignation submitted by an incumbent director nominated for re-election prior to the relevant Election Meeting that will become effective upon the occurrence of both (i) the failure to receive the affirmative vote of a majority of the votes cast at an Election Meeting at which there was no Contested Election and (ii) acceptance of such resignation by the Committee.</p> <p>(d) If a Subject Director’s tendered Resignation is not accepted by the Committee or such Subject Director does not otherwise submit his or her resignation to the Board, such director shall continue to serve until his or her successor is duly elected, or his or her earlier resignation or removal. If a Subject Director’s resignation is accepted by the Committee pursuant to this Section 2.9, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy or decrease the size of the Board pursuant to the provisions of Sections 3.2 and 3.4 of these Bylaws.</p> <p>Section 2.11 <u>Notice of Stockholder Nominations.</u></p> <p>(a) Annual Meetings of Stockholders.</p> <p>(i) Nominations of persons for election to the Board at an annual meeting of stockholders may be made only (A) pursuant to the Corporation’s notice of meeting (or any supplement thereto), (B) by or at the direction of the Board, or (C) by any stockholder of the Corporation who was a stockholder of record of the Corporation at the time the notice provided for in this Section 2.11 is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 2.11.</p> <p>(ii) For nominations to be properly brought before an annual meeting by a stockholder pursuant to this Section 2.11, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. . . Such stockholder’s notice shall set forth: (A) as to each person whom the stockholder proposes to nominate for election or re-election as a director . . . (iii) a statement whether such person, if elected, intends to tender, promptly following such person’s election or re-election, an advance irrevocable resignation that will be effective upon (a) the failure to receive the required vote at the next meeting at which the director is nominated for re-election and (b) acceptance of such resignation by the Committee (as defined in Section 2.9(c) of these Bylaws). . . .</p> <p>ARTICLE XI</p> <p>Section 11.2 <u>By the Board.</u></p> <p>These Bylaws may be amended or repealed in whole or in part and new Bylaws may be adopted by a majority of the board as provided by Section 109(a) of the General Corporation Law of the State of Delaware and the Certificate of Incorporation; provided, however, that Section 2.9 may be amended only by the affirmative vote of at least five independent directors (as determined in accordance with applicable Nasdaq</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>rules and listing requirements); and provided further, that if at the time of such action the Board consists of less than five independent directors, Section 2.9 may be amended only by a unanimous vote of the Board.</p> <p><u>Policy:</u></p> <p>In furtherance of the principles regarding majority election of directors set forth in Section 2.9 of the Second Amended and Restated Bylaws of Biolase Technology, Inc. (the “Company”), the Board shall nominate for election or re-election as a director only candidates who as a condition to being nominated have tendered an advance irrevocable resignation that will be effective upon (i) the failure to receive the required vote at the next meeting at which the director is nominated for re-election and (ii) acceptance of such resignations in accordance with the Company’s Bylaws. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, as a condition to their appointment to the Board, a resignation of the type described in the preceding sentence.” Moreover, the Nominating and Corporate Governance Committee also adopted a new charter that was amended to reflect the Board’s majority vote policy. In particular, under the new charter, the Nominating and Corporate Governance Committee will not recommend for election or re-election candidates that have not tendered the irrevocable resignation described in the Board’s policy on majority voting.</p>
BJ’s Wholesale Club, Inc. <sup>49</sup> (2/7/07)	Policy	<p>1. <i>Policy Regarding Uncontested Elections of Directors.</i> As a condition to being nominated by the Board for election as a director, each nominee must deliver to the Company an irrevocable resignation that will become effective if (1) such nominee receives, in the case of an uncontested election (as defined below), a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) and (2) the Board determines to accept such resignation in accordance with this policy.</p> <p>If any nominee for director in an uncontested election receives a Majority Withheld Vote, the Board shall follow the following procedures in determining whether or not to accept the nominee’s resignation, all of which procedures shall be completed within 90 days following certification of the shareholder vote:</p> <ul style="list-style-type: none"> <li>• The Committee (as defined below) shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such resignation (which can range from accepting the resignation, to maintaining the director but addressing what the Committee believes to be the underlying cause of the withheld votes, to resolving that the director will not be re-nominated in the future for election, to rejecting the resignation). In reaching its recommendation, the Committee shall consider all factors it deems relevant, including, as it deems appropriate, any stated reasons why shareholders withheld votes from such director, any alternatives for curing the underlying cause of the withheld votes, the total number of shares voting and the number of broker non-votes, the director’s tenure, the director’s qualifications, the director’s past and expected future contributions to the Company and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NYSE requirements.</li> <li>• The Board shall act on the Committee’s recommendation. In acting on the Committee’s recommendation, the Board will consider all of the factors considered by the Committee and such additional factors as it deems relevant.</li> <li>• Following the Board’s determination, the Company shall promptly publicly disclose the Board’s decision of whether or not to accept the resignation and an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the resignation.</li> <li>• The nominee who received a Majority Withheld Vote shall not be present during deliberations or voting of the Committee or the Board regarding whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other director in accordance with this policy. Prior to voting, the Committee and the Board will afford the affected nominee an opportunity to provide the Committee or the Board with any information or statement that he or she deems relevant.</li> </ul> <p>For purposes of this policy, the term “uncontested election” means an election where the number of nominees is not greater than the number of directors to be elected and where proxies are not solicited by any person other than the Company and the term “Committee” means (i) the</p>

<sup>49</sup> The UBCJA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 19, 2006 at 24-26. The proposal received support from 53% of votes cast, per ISS. See Growing Support. Thereafter, the company adopted the policy set forth above.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Nominating and Governance Committee, provided such committee then consists of at least three directors, each of whom is an independent director (as defined in accordance with these Principles) and none of whom is a director who received a Majority Withheld Vote at the most recent Annual Meeting or (ii) if clause (i) is not satisfied, a committee of at least three directors designated by the Board, each of the members of which is an independent director and none of the members of which is a director who received a Majority Withheld Vote at the most recent Annual Meeting; provided, however, that if there are fewer than three independent directors then serving on the Board who did not receive a Majority Withheld Vote at the most recent Annual Meeting, then the Committee shall be comprised of all of the independent directors and each independent director who received a Majority Withheld Vote at the most recent Annual Meeting shall recuse himself or herself from the Committee and Board's deliberations and voting with respect to his or her individual resignation. Neither broker non-votes nor abstentions shall be deemed to be votes "withheld" from a nominee.</p> <p>The foregoing procedures will be summarized and disclosed each year in the proxy statement for the Company's annual meeting of stockholders.</p>
Bob Evans Farms, Inc. <sup>50</sup> (11/10/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Section 2.07. <u>Director Nominations and Stockholder Business.</u> At any meeting of the stockholders, only such nominations and business shall be considered as shall have been properly brought before the meeting and which are the proper subject of stockholder action under the Delaware General Corporation Law. . . .</p> <p>Every notice by a stockholder pursuant to this Section 2.07 shall set forth: . . (e) if the stockholder is making a nomination, the written consent of each nominee to serve as director of the corporation if so elected and a statement as to whether the nominee, if elected, intends to tender, promptly following such person's election, an irrevocable resignation effective upon (i) such person's failure to receive the required vote for reelection at the next meeting at which the person to would face reelection and (ii) acceptance of the resignation by the board of directors . . .</p> <p>Section 3.04. <u>Voting in Director Elections; Resignation.</u> (a) Except as provided in Section 3.02 of these by-laws or as provided in paragraph (b) of this Section 3.04, each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present. For purposes of this section, a majority of the votes cast means that the number of shares voted "for" a director must exceed 50% of the votes cast with respect to that director. Votes cast "against" a director will count as votes cast, but "abstentions" will not count as votes cast with respect to that director.</p> <p>(b) If the number of nominees for election as directors nominated by (i) the board of directors, (ii) any stockholder, or (iii) a combination thereof exceeds the number of directors to be elected, the nominees receiving a plurality of the votes cast by holders of shares represented in person or by proxy at any meeting at which a quorum is present and entitled to vote on the election of directors shall be elected.</p> <p>(c) In order for any incumbent director to become a nominee of the board of directors for further service as a director, such person must submit an irrevocable resignation to the board of directors, contingent upon (i) that person not receiving more than 50% of the votes cast, and (ii) acceptance of the resignation by the board in accordance with policies and procedures adopted by the board.</p> <p>The board of directors, acting on the recommendation of the Nominating and Corporate Governance Committee, shall, within 90 days of receiving the certified vote pertaining to such election, determine whether to accept the resignation of an unsuccessful incumbent, and in making this determination the board may consider any factors or other information that it deems appropriate or relevant. The Nominating and Corporate Governance Committee and the board of directors expect an unsuccessful incumbent to voluntarily recuse himself or herself from participation in such deliberations.</p>

<sup>50</sup> Mara Wolf submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Aug. 1, 2006 at 37-39. The proposal received support from approximately 67% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Dec. 6, 2006 at 26. Thereafter, the company adopted the provisions set forth above. According to page 3 of the definitive proxy statement filed on Jul. 31, 2007, the company adopted a majority vote bylaw: "At the request of our stockholders." The 2006 definitive proxy statement also included a non-binding stockholder proposal to declassify the board. See definitive proxy statement at 36-37. That proposal also passed. See Quarterly Report on Form 10-Q filed on Dec. 6, 2006 at 26. Concurrently with announcing the adoption of a majority vote bylaw, the company also indicated that it would present a board declassification proposal to stockholders at the company's 2007 annual meeting. Press Release, Bob Evans Farms, Inc. (Nov. 13, 2006). Management's board declassification proposal is set forth on pages 46-47 of the definitive proxy statement filed on Jul. 31, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Section 3.14 <u>Resignation</u>. Any director may resign at any time upon notice given in writing or by electronic transmission to the chairman or the chief executive officer. A resignation is effective when delivered unless the resignation specifies (i) a later effective date, or (ii) an effective date determined upon the happening of an event or events (including, but not limited to, a failure to receive at least 50% of the votes cast in a director election and the acceptance by the board of the resignation).</p> <p><u>Policy:</u></p> <p>Bob Evans' Bylaws provide that, in uncontested elections (i.e., those where the number of nominees is the same as the number of directors to be elected), directors are elected by a majority of the votes cast. The Bylaws further provide that in order for any incumbent director to be nominated by the Board for re-election, the incumbent director must submit an irrevocable resignation to the Board which will only become effective if (i) the incumbent director does not receive more than 50% of the votes cast and (ii) the Board accepts the resignation.</p> <p>Within 90 days after receipt of the certified vote in any election where an incumbent director does not receive more than 50% of the votes cast, the Nominating and Corporate Governance Committee and the Board will consider whether to accept the incumbent director's resignation in light of the best interests of Bob Evans and its stockholders. When making this decision, the Nominating and Governance Committee and the Board may consider any factors they determine appropriate and relevant, such as any stated reasons why stockholders voted against the incumbent director; any alternatives for addressing the reason for the "against" votes; and whether the loss of the incumbent director would:</p> <ul style="list-style-type: none"> <li>• eliminate a financial expert from the Audit Committee;</li> <li>• cause the Board to have less than a majority of independent directors;</li> <li>• cause Bob Evans' failure to satisfy applicable stock exchange listing requirements;</li> <li>• result in Bob Evans' default or breach under any loan covenants or other material contracts; or</li> <li>• trigger a significant payment by Bob Evans under an executive employment contract or other contract.</li> </ul> <p>The Board expects that any incumbent director who fails to receive a majority vote will voluntarily recuse himself or herself from participation in any meetings of Nominating and Corporate Governance Committee and the Board regarding his or her resignation.</p> <p>Within four business days following acceptance or rejection of the incumbent director's resignation, Bob Evans will file a report with the SEC on Form 8-K in which it will publicly disclose the Board's decision and rationale.</p>
The Boeing Company <sup>51</sup> (2/27/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE I</p> <p>Section 11. <b>Notice of Stockholder Business and Nominations; Required Vote for Directors; Director Qualification.</b></p>

<sup>51</sup> John Chevedden, as proxy for David Watt, submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 24, 2006 at 54-55. The proposal received support from 57% of votes cast, per ISS. See Growing Support. The company's 2006 proxy statement also included a management proposal to amend the charter and bylaws to eliminate certain supermajority voting provisions. See definitive proxy statement filed on Mar. 24, 2006 at 45-46. The proposal passed. See Quarterly Report on Form 10-Q filed on Jul. 26, 2006 at 52.

Like the majority vote bylaws first adopted by Bank of America Corporation and Verizon Communications, Inc., the majority vote bylaw adopted by The Boeing Company contains a "lock-in" which, although not required by state law, provides that the majority vote standard may only be amended with stockholder consent. The lock-in does, however, provide that "any amendment required by law or necessary or desirable to cure an administrative or technical deficiency may be made" by the board. Concurrently with announcing the adoption of the majority vote provisions set forth above, the company also announced that the board had amended the company's bylaws to increase the size of the board from ten to 11 and had elected an eleventh director who would be slated for reelection at the 2007 annual meeting. At such meeting, the new director was thus an incumbent for

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>11.1 <b><u>Notice of Stockholder Business and Nominations.</u></b></p> <p>A. <b><u>Annual Meetings of Stockholders.</u></b> (1) Nominations of persons for election to the Board of Directors and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (a) pursuant to the Corporation's notice of meeting, (b) by or at the direction of the Board of Directors or (c) by any stockholder of the Corporation who (i) was a stockholder of record at the time of giving of notice provided for in this By-Law and at the time of the annual meeting, (ii) is entitled to vote at the meeting and (iii) complies with the notice procedures set forth in this By-Law.</p> <p>(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to Section 11.1.A(1)(c) of this By-Law, the stockholder must have given timely notice thereof in writing to the Secretary and such other business must otherwise be a proper matter for stockholder action. . . . To be in proper form, a stockholder's notice to the Secretary must: . . . (d) with respect to each nominee for election or reelection to the Board of Directors, include the completed and signed questionnaire, representation and agreement required by Section 11.3 of this By-Law. The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such nominee. . . .</p> <p>11.2 <b><u>Required Vote for Directors.</u></b> A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that the directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 11.1 of this By-law and (ii) such nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to stockholders. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee. Votes cast shall exclude abstentions with respect to that director's election.</p> <p>11.3 <b><u>Director Qualification: Submission of Questionnaire, Representation and Agreement.</u></b> To be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 11.1 of this By-Law) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request), which agreement shall (i) provide that such person (A) is not and will not become a party to (1) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (2) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law, (B) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein, and (C) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation.</p>

purposes of the majority vote bylaw. Additionally, the board amended the company's corporate governance principles on Feb. 27, 2007 to include a recoupment policy that the board had adopted on Dec. 11, 2006. The policy provides that the board may require reimbursement of incentive compensation paid to an executive officer in the event it is later determined that the executive officer's intentional misconduct caused or substantially caused a substantial restatement of financial statements that led to the awarding of unearned incentive compensation. See Current Report on Form 8-K filed on Mar. 5, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>ARTICLE II</p> <p>Section 2. <b><u>Nomination and Election.</u></b></p> <p>2.1 <b><u>Nomination.</u></b> Only persons who are nominated in accordance with Article I, Section 11 of these By-Laws shall be eligible for election as directors.</p> <p>2.2 <b><u>Election.</u></b> At each election of directors by stockholders, the persons who are elected in accordance with Article I, Section 11 of these By-Laws shall be the directors.</p> <p>ARTICLE VIII</p> <p>Section 1. <b><u>Amendment of the By-Laws: General.</u></b></p> <p>Except as herein otherwise expressly provided, the By-Laws of the Corporation may be altered or repealed in any particular and new By-Laws, not inconsistent with any provision of the Certificate of Incorporation or any provision of law, may be adopted, either by</p> <p>(A) the affirmative vote of the holders of record of a majority in number of the shares present in person or by proxy and entitled to vote at an annual meeting of stockholders or at a special meeting thereof, the notice of which special meeting shall include the form of the proposed alteration or repeal or of the proposed new By-Laws, or a summary thereof; or</p> <p>(B) either by</p> <p>(i) the affirmative vote of a majority of the whole Board of Directors at any meeting thereof, or</p> <p>(ii) the affirmative vote of all the directors present at any meeting at which a quorum, less than a majority, is present; provided, in either of the latter cases, that the notice of such meeting shall include the form of the proposed alteration or repeal or of the proposed new By-Laws, or a summary thereof; and provided, further, that Article I Section 11.2 of these By-Laws may be amended only as set forth in Section 1.A of this By-Law, except that any amendment required by law or necessary or desirable to cure an administrative or technical deficiency may be made as provided in Section 1.B of this By-Law.</p> <p><u>Policy:</u></p> <p><b>Effect of a Failure to Receive a Majority of the Votes in Director Elections.</b></p> <p>In accordance with the Company's By-Laws, if none of the Company's shareholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if the Company's shareholders have withdrawn all such nominations on or prior to the tenth day preceding the date the Company mails its notice of meeting to shareholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board shall nominate for re-election as directors only incumbent candidates who tender, prior to the mailing of the proxy statement for the annual meeting at which they are to be re-elected as directors, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at any annual meeting at which they are nominated for re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who tender, at or prior to the time of their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Guideline.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Governance, Organization and Nominating Committee (or such other committee as the Board may appoint) shall make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board shall act on the tendered resignation, taking into account the recommendation of such committee, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation within ninety days from the date of the certification of the election results. The committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant, including whether the acceptance of any resignation would cause the Company to fail to comply with any requirement of the New York Stock Exchange or any rule or regulation promulgated under the Securities Exchange Act of 1934. The director whose resignation is under consideration shall not participate in the recommendation of the committee with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board, the director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board.</p>
<p>Borders Group, Inc.<sup>52</sup> (5/25/07 Charter and Bylaw, replacing ? 9/16/05 Policy, as amended 2006?)</p>	<p>Charter (including director resignation policy) and Bylaw</p>	<p><b>Charter:</b> <b>Article V, Section (2)</b></p> <p>(2) The number of directors shall be as from time to time fixed by, or in the manner provided in, the By-laws of the Corporation. Directors shall be elected by the affirmative vote of the majority of the votes cast in person or by proxy at any meeting for the election of directors at which a quorum is present; provided that, if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a nominee exceeds the shares voted "against" or "withheld" with respect to the nominee. Abstentions and broker non-votes shall not be deemed to be votes cast for purposes of tabulating the vote.</p> <p>Any incumbent director who fails to receive, in an election as to which majority voting applies, the affirmative vote of the majority of the votes cast shall tender his or her resignation to the Board of Directors promptly following certification of the shareholder vote. The Nominating and Corporate Governance Committee shall promptly consider the tender of resignation and make a recommendation to the Board as to whether to accept or reject the tendered resignation or whether other action should be taken. Any director who tenders his or her resignation shall not participate in any Committee or Board deliberations, recommendations or decisions relating thereto.</p> <p>The Board shall act on the Committee's recommendation no later than 90 days following the date of the shareholders' meeting at which the election occurred. Following the Board's decision, the Corporation shall promptly publicly disclose the Board's decision as to whether or not to accept the resignation as tendered in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>In the event that the application of this Section (2) results in a vacancy on the Board, the Board shall determine whether to fill such vacancy or to reduce the size of the Board.</p>

<sup>52</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Vote or Pfizer and definitive proxy statement filed on Apr. 14, 2006 at 16-18. The company sought to exclude the proposal on the grounds that it had been substantially implemented, but the SEC denied no-action relief (letter available Jan. 31, 2006). The 2006 proposal received support from 59.2% of votes cast, per ISS. See Growing Support. Management's 2007 charter amendment proposal, which was announced in connection with the setting of a date for the 2007 annual meeting, appeared to respond to the vote on the 2006 proposal. See Press Release, Borders Group, Inc. (Feb. 12, 2007). The charter amendment proposal was set forth in the definitive proxy statement filed on Apr. 17, 2007 at 27-28. Note that the charter amendment was apparently the first majority vote charter amendment to include director resignation provisions. The charter amendment proposal passed. See Item 5.03 of the Current Report on Form 8-K filed on May 30, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Bylaw:</u></p> <p>SECTION 1. <u>Number and Election of Directors.</u> The Board of Directors shall consist of not less than three nor more than eleven members, with the exact number of directors to be determined from time to time by resolution adopted by the affirmative vote of a majority of the directors then in office. Directors shall be elected by the affirmative vote of the majority of the votes cast in person or by proxy at any meeting for the election of directors at which a quorum is present; provided that, if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting. For purposes of this Section, a majority of the votes cast means that the number of shares voted 'for' a nominee exceeds the shares voted "against" or "withheld" with respect to the nominee. Abstentions and broker non-votes shall not be deemed to be votes cast for purposes of tabulating the vote. Each director so elected shall hold office until the next annual meeting and until his successor is duly elected and qualified, or until his earlier resignation or removal. Any director may resign at any time upon notice to the Company. Directors need not be shareholders.</p> <p><u>Amended 2006? Version of Policy:</u></p> <p>In an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee will promptly consider the resignation submitted by a Director receiving a greater number of votes "withheld" from his or her election than votes "for" his or her election, and the Nominating and Corporate Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Nominating and Corporate Governance Committee including, without limitation, (i) the stated reasons why shareholders "withheld" votes for election from such Director, (ii) the length of service and qualifications of the Director whose resignation has been tendered, (iii) the impact that the Director's resignation would have on the Company's compliance with the requirements of the Securities and Exchange Commission, the New York Stock Exchange and the Company's Corporate Governance Guidelines; (iv) whether the resignation of the Director could result in the triggering of change in control or similar provisions under any contract by which the Company is bound or any benefit plan of the Company and, if so, the potential impact thereof; and (v) the Director's contributions to the Company. In considering the application of such factors to each individual Director, the Board also shall consider the potential impact of the resignation of any other Director or Directors who received a greater number of votes "withheld" from his or her election than votes "for" his or her election in the applicable election.</p> <p>In making its recommendation to the Board, the Committee may consider possible remedies in addition to acceptance of the resignation. Such remedies may include the deferral of action on the tendered resignation and the development and implementation a specific plan to cure the issues underlying the voting results. If the Committee recommends such an alternative, the Committee shall agree upon a plan with the Director and shall monitor the Director's progress in implementing the plan. If at any time the Committee is not satisfied with the Director's progress in implementing the plan, it may recommend to the Board that the resignation be accepted.</p> <p>The Board will act on the Nominating and Corporate Governance Committee's recommendation no later than 90 days following the date of the shareholders' meeting where the election occurred. In considering the Nominating and Corporate Governance Committee's recommendation, the Board will consider the factors considered by the Nominating and Corporate Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decisions on the Nominating and Corporate Governance Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that the Board accepts one or more Directors' resignations, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>9/16/05 Version of Policy:</p> <p>Any nominee for Director in an uncontested election who receives a greater number of “withheld” votes than “for” votes shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall recommend to the Board the action to be taken with respect to such tendered resignation. The Board shall promptly act with respect to each such tender of resignation.</p>
BorgWarner Inc. <sup>53</sup> (2/7/07)	Policy	<p>In any uncontested election (an election in which the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes “withheld” than votes “for” the election, will offer his or her resignation to the Corporate Governance Committee for consideration within 30 days of certification of the stockholder vote.</p> <p>The Corporate Governance Committee will promptly consider the offered resignation in light of all factors deemed relevant by members of the Committee, including the best interests of the Corporation and its stockholders, the stated reason why stockholders who cast “withhold” votes did so, the length of service, qualifications and contributions to the Corporation of the director whose resignation has been offered, and compliance with New York Stock Exchange listing standards. The Corporate Governance Committee will also consider a range of possible responses to the stockholder vote, which could include, for example, acceptance or rejection of the resignation, or requesting the director to continue to serve after curing the grievance that caused the “withheld” votes, or some other action and will recommend to the Board the action to be taken.</p> <p>If one or more of the members of the Corporate Governance Committee receives a greater number of “withheld” votes than votes “for”, then the independent directors who did not receive such majority withheld votes will consider the offered resignation(s) and recommend to the Board the action to be taken. Directors who have offered their resignations pursuant to this provision will not participate in consideration of the action to be taken in connection with the offered resignation. However, if only three or fewer independent directors remain after resignations are offered pursuant to this provision, then all directors may participate in determining the action to be taken in respect of the resignations offered.</p> <p>The Board will consider the Corporate Governance Committee’s recommendation and will act within 90 days of the election and certification of the stockholder vote. Thereafter, the Board will promptly disclose its decision and provide an explanation of how the decision was reached to the affected director(s) and to the public in a Form 8-K filed with the Securities and Exchange Commission. Except as provided above, the affected director(s) shall remain active and engaged in Board activities during the Corporate Governance Committee and Board processes. This Corporate Governance Guideline will be summarized in each proxy statement relating to an election of directors of the Corporation.</p>
Boston Scientific Corporation <sup>54</sup> (12/06)	Policy	<p>In an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote. The Nominating and Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Nominating and Governance Committee’s recommendation within 90 days following certification of the shareholder vote. In making their determinations, the Nominating and Governance Committee and the Board may consider any factors or other information that they consider appropriate and relevant, but absent a compelling reason for the director to remain on the Board, the director’s resignation shall be accepted. Thereafter, the Board will promptly disclose its decision whether to accept the director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release or filing with the Securities and Exchange Commission. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee’s recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Nominating and Governance Committee received a Majority</p>

<sup>53</sup> The UBCJA submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 23, 2007 at 30-31. The proposal passed, receiving support from approximately 60.6% of votes cast (including abstentions). See Quarterly Report on Form 10-Q filed on Jul. 26, 2007 at 35.

<sup>54</sup> 2005 non-binding majority proposal from the UBCJA received support from 32.3% of votes cast, per Georgeson Shareholder. See Georgeson Review at 20. The definitive proxy statement filed on Mar. 27, 2007 included a management proposal to declassify the board at 54. The declassification proposal passed. See Quarterly Report on form 10-Q filed on Aug. 8, 2007 at 65. According to a press release issued by the company on Mar. 8, 2007, the board has also adopted stock ownership guidelines for certain executives. Press Release, Boston Scientific Corporation (Mar. 8, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Withheld Vote at the same election, then the remaining independent directors who did not receive a Majority Withheld Vote shall consider the resignation offers determine whether to accept them. A director whose resignation is not accepted by the Board shall continue to serve until the next annual meeting at which he or she is up for election or until his or her earlier resignation or removal. In any case in which a director's resignation is accepted by the Board, the Nominating and Governance Committee shall recommend to the Board whether to fill the vacancy or to reduce the size of the Board.</p>
<p>Bristol-Myers Squibb Company<sup>55</sup> (12/5/06 Bylaw and Policy, replacing 1/06 Policy)</p>	<p>Bylaw (including director resignation policy) and Policy</p>	<p><u>Bylaw:</u></p> <p>15 . . .(b) Election of directors.</p> <p>(i) The election of directors shall be by ballot.</p> <p>(ii) Except as otherwise provided by the Certificate of Incorporation or these bylaws, each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present, provided that if, as of the 10th day preceding the date the Company first mails its notice of meeting for such meeting to the stockholders of the Company, the number of nominees exceeds the number of directors to be elected (a "Contested Election"), the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this bylaw, a majority of votes cast shall mean that the number of shares cast "for" a director's election exceeds the number of votes cast "against" that director's election (with "abstentions" and "broker nonvotes" not counted as a vote cast either "for" or "against" that director's election).</p> <p>(iii) In order for any incumbent director to become a nominee of the Board of Directors for further service on the Board of Directors, such person must submit an irrevocable resignation, contingent on (i) that person not receiving a majority of the votes cast in an election that is not a Contested Election, and (ii) acceptance of that resignation by the Board of Directors in accordance with policies and procedures adopted by the Board of Directors for such purpose. In the event an incumbent director fails to receive a majority of the votes cast in an election that is not a Contested Election, the Committee on Directors and Corporate Governance, or such other committee designated by the Board of Directors pursuant to these bylaws, shall make a recommendation to the Board of Directors as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board of Directors shall act on the resignation, taking into account the committee's recommendation, and publicly disclose (by a press release and filing an appropriate disclosure with the Securities and Exchange Commission) its decision regarding the resignation and, if such resignation is rejected, the rationale behind the decision within 90 days following certification of the election results. The committee in making its recommendation and the Board of Directors in making its decision each may consider any factors and other information that they consider appropriate and relevant.</p> <p>(iv) If the Board of Directors accepts a director's resignation pursuant to this bylaw, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy in accordance with the provisions of these bylaws.</p> <p><u>12/5/06 Amended Version of Policy:</u></p> <p><b>4. Unsuccessful Incumbent Director in Elections.</b> An incumbent director who fails to receive a majority of the votes cast in an election that is not a Contested Elections (as defined in the Company's Bylaws) and who tenders his or her resignation pursuant to the Company's Bylaws shall remain active and engaged in Board activities while the Committee on Directors and Corporate Governance and the Board decide whether to accept or reject such resignation, or whether other action should be taken; provided, however, it is expected that such incumbent director shall not participate in any proceedings by the Committee on Directors and Corporate Governance or the Board regarding whether to accept or reject such director's resignation, or whether to take other action with respect to such director.</p>

<sup>55</sup> Member of Majority Vote Work Group. See Note 18. 2004 majority proposal from the UBCJA received support from 7.2% of votes cast, per Georgeson Shareholder. See Georgeson Shareholder, 2004 Annual Corporate Governance Review at 20 [hereinafter 2004 Georgeson Review]. 2005 non-binding majority proposal from UBCJA received support from 45.3% of votes cast, per Georgeson Shareholder. See Georgeson Review at 20.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>1/06 Version of Policy:</u></p> <p>In the event any nominee for director in an uncontested election receives a greater number of votes “withheld” from his or her election than votes “for” such election (“Withheld Vote Director”), the following actions will take place:</p> <ul style="list-style-type: none"> <li>a) The Withheld Vote Director shall submit within ten (10) business days after the certification of the stockholder vote an offer of resignation to the Board of Directors for consideration by the Committee on Directors and Corporate Governance.</li> <li>b) The Committee on Directors and Corporate Governance, which is composed entirely of independent directors, shall consider the Withheld Vote Director’s offer of resignation and recommend to the Board whether to accept it based on their judgment of the best interests of the Company and its stockholders. The Committee on Directors and Corporate Governance will consider all factors deemed relevant including, the underlying reasons for the majority withheld vote (if ascertainable), the qualifications of Withheld Vote Director as well as his or her contributions to the Company. In making its recommendation, the Committee on Directors and Corporate Governance may consider a range of options including accepting the offer of resignation or rejecting the offer of resignation and addressing the underlying causes of the withheld vote.</li> <li>c) The independent members of the Board of Directors shall act on the recommendation of the Committee on Directors and Corporate Governance at its next regularly scheduled Board meeting which will be held within sixty (60) days after the certification of the stockholder vote.</li> <li>d) The Board of Directors shall promptly disclose its decision whether to accept or reject the Withheld Vote Director’s resignation offer within four (4) business days after the decision is made and the reasons for the decision in a broadly disseminated press release that will also be furnished to the U.S. Securities and Exchange Commission on Form 8-K.</li> </ul> <p>The Withheld Vote Director shall not participate in the deliberations of the Committee on Directors and Corporate Governance or Board of Directors regarding his or her offer of resignation.</p>
Bryn Mawr Bank Corporation <sup>56</sup> (preexisting Charter and 1998 Bylaw)	Charter and Bylaw (company amendment to preexisting majority vote charter at 2007 annual meeting)	<p><u>Proposed Charter Amendment:</u></p> <p><u>Number of Directors and Classes.</u> The business of the Corporation shall be managed by a Board of Directors of not less than eight nor more than twelve persons, as fixed from time to time by the Board of Directors of the Corporation. Each director shall be elected by a majority of the votes cast for such position, in person or by proxy, at a duly organized meeting of the shareholders by the holders of shares entitled to vote. The Directors of the Corporation shall be divided into four classes: Class I, Class II, Class III and Class IV. Each class shall be as nearly equal in number as possible. Except for the initial Board of Directors, the term of office of each class shall be four years; provided, however, that the term of office of the initial Class I Directors shall expire at the annual meeting of shareholders of the Corporation in 1987; the term of office of the initial Class II Directors shall expire at the annual meeting of shareholders of the Corporation in 1988; the term of office of the initial Class III Directors shall expire at the annual meeting of shareholders of the Corporation in 1989; the term of office of the initial Class IV Directors shall expire at the annual meeting of shareholders of the Corporation in 1990, so that, after the expiration of each such initial term, the terms of office of one class of directors shall expire each year when their respective successors have been duly elected by the shareholders and qualified. At each annual meeting of shareholders of the Corporation held during and after 1987, the directors chosen to succeed those whose terms then expire shall be identified as being of the same class as the directors they succeed. A director must be a shareholder of the Corporation. If a vacancy occurs on the Board of Directors of the Corporation after the first annual election of directors for the class in which such director sits, a majority of the remaining directors shall have the exclusive power to fill the vacancy by electing a director to hold office until the next annual meeting of shareholders.</p>

<sup>56</sup> Management’s 2007 charter amendment proposal is set forth on pages 5-6 of the definitive proxy statement filed on Oct. 9, 2007. According to page 6 of the definitive proxy statement:

The proposed amendment would put our director election procedures in a middle ground between a “plurality” procedure and the “majority of votes present” standard in our present articles of incorporation. While it would not ensure that all director positions will always be

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Preexisting Charter:</p> <p><u>Number of Directors and Classes.</u> The business of the Corporation shall be managed by a Board of Directors of not less than eight nor more than twelve persons, as fixed from time to time by the Board of Directors of the Corporation. Directors shall be elected by a majority vote of the shares represented by the holders thereof present either in person or by proxy at the meeting at which the election takes place. The Directors of the Corporation shall be divided into four classes: Class I, Class II, Class III and Class IV. Each class shall be as nearly equal in number as possible. Except for the initial Board of Directors, the term of office of each class shall be four years; provided, however, that the term of office of the initial Class I Directors shall expire at the annual meeting of shareholders of the Corporation in 1987; the term of office of the initial Class II Directors shall expire at the annual meeting of shareholders of the Corporation in 1988; the term of office of the initial Class III Directors shall expire at the annual meeting of shareholders of the Corporation in 1989; the term of office of the initial Class IV Directors shall expire at the annual meeting of shareholders of the Corporation in 1990, so that, after the expiration of each such initial term, the terms of office of one class of directors shall expire each year when their respective successors have been duly elected by the shareholders and qualified. At each annual meeting of shareholders of the Corporation held during and after 1987, the directors chosen to succeed those whose terms then expire shall be identified as being of the same class as the directors they succeed. A director must be a shareholder of the Corporation. If a vacancy occurs on the Board of Directors of the Corporation after the first annual election of directors for the class in which such director sits, a majority of the remaining directors shall have the exclusive power to fill the vacancy by electing a director to hold office until the next annual meeting of shareholders.</p>
		<p><u>Bylaw:</u></p> <p>Section 3.01. Number and Election. The business of the Corporation shall be managed by a Board of Directors of not less than eight nor more than thirteen persons, as fixed from time to time by the Board of Directors of the Corporation. Directors shall be elected by a majority vote of the shares represented by the holders thereof present either in person or by proxy at the meeting at which the election takes place.</p>

filled, as would the procedure under Section 1758(b) of the Pennsylvania business corporation law [which provides for a default plurality standard], it nevertheless would reduce the risk, existing under our current articles of incorporation, that a director election would fail due to abstentions or withheld votes.

The board of directors also believes this amendment would be in the middle ground when viewed in light of recent changes in corporate governance standards. A number of independent investors have advocated a move away from the sort of “plurality” voting represented by Section 1758(b) of the Pennsylvania business corporation law. One reason they advocate this change is that the procedure sets too low a standard of shareholder approval for management slates of directors. In other words, some independent shareholders want management’s nominees to receive a stronger mandate than a mere plurality in order to be able to serve as director. In this regard, the proposed amendment sets a higher standard and ensures that a nominee must receive a majority of those votes cast—in other words, those shareholders who are expressing an opinion—in order to serve the corporation. In the view of the board of directors, the proposed amendment reflects appropriate corporate governance standards because it fairly gives neutral effect to any shares for which positions are not expressed by the cast of a vote.

Neither the current charter nor the proposed amendment contains a carve-out for contested elections. The majority vote charter amendment will be presented to stockholders at a special meeting to be held on Nov. 20, 2007 at which stockholders will also be asked to approve charter amendments (and in the case of clause (d) below, charter and bylaw amendments): (a) increasing the number of authorized shares of common stock, (b) providing for the issuance of uncertificated shares, (c) updating a statutory reference relating to indemnification of officers and directors, (d) permitting the board of directors to amend the bylaws without stockholder approval except in certain cases, and approving bylaw amendments to be made by the board of directors. See Notice of Special Meeting included in the definitive proxy statement filed on Oct. 9, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Burlington Northern Santa Fe Corporation <sup>57</sup> (2/14/07 Bylaw, replacing? 2/14/06 Policy)	Bylaw (including director resignation policy)	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p>SECTION 1. <i>Number, Qualification and Term of Office.</i></p> <p>The business, property and affairs of the corporation shall be managed by a Board consisting of not less than three or more than twenty-one Directors. The Board of Directors shall from time to time by a vote of a majority of the Directors then in office fix within the maximum and minimum limits the number of Directors to constitute the Board. At each annual meeting of stockholders a Board of Directors shall be elected by the stockholders for a term of one year. Except as provided in Section 2 of this Article, each Director shall be elected by the vote of the majority of the votes cast with respect to the Director at any meeting for the election of Directors at which a quorum is present, provided that if the number of nominees exceeds the number of Directors to be elected, the Directors shall be elected by the vote of a plurality of the votes cast in the election of Directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a Director nominee must exceed the number of votes withheld from that Director nominee. If a director does not receive a majority of the votes cast, the director shall offer to tender his or her resignation to the Board. The Directors and Corporate Governance Committee shall consider the resignation offer and recommend to the Board whether to accept or reject the resignation, or whether other action should be taken.</p> <p>The independent Directors of the Board will act on the recommendation of the Directors and Corporate Governance Committee within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose their decision whether to accept or reject the Director's resignation offer and the reasons for such a decision. Within ten days from a Board determination on the tendered resignation, the Company will make a filing with the Securities and Exchange Commission announcing the decision and the reasons for the decision. In making its decision, the Board may consider the following range of actions: accept the resignation; refuse the resignation of the Director but address the underlying causes of the withheld votes; or take such other action as the Board deems to be in the best interests of the Company. Any Director who tenders his or her resignation offer pursuant to this provision shall not participate in the Directors and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. If no members of the Directors and Corporate Governance Committee have received a majority of the votes cast in the election, then the independent directors of the Board will consider this matter and act without first receiving a recommendation from that Committee. Each Director shall serve until his or her successor is elected and shall qualify.</p>
		<p><u>Former ? Policy:</u></p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation following certification of the shareholder vote. The Directors and Corporate Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The independent Directors of the Board will act on the recommendation of the Directors and Corporate Governance Committee within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose their decision whether to accept or reject the Director's resignation offer and the reasons for such a decision. Within ten days from a Board determination on the tendered resignation, the Company shall make a filing with the Securities and Exchange Commission announcing the decision and the reasons for the decision. In making its decision, the Board can consider the following range of actions: acceptance of resignation; refusing the resignation of the director but addressing the underlying causes of the withheld votes; or taking such other action as the Board deems is in the best interests of the Company.</p>

<sup>57</sup> The MLPF submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 16, 2006 at 29-31. The 2006 proposal did not pass, receiving support from 38.2% of votes cast, per ISS. See Thaddeus C. Kopinski, Majority Voting Passes at Sprint, ISS Governance Weekly, Apr. 21, 2006 [hereinafter Majority Voting Passes] and Growing Support. The International Brotherhood of Teamsters' General Fund submitted a non-binding majority proposal for 2007 which was withdrawn in connection with the company's adoption of a majority vote bylaw. The company had sought no-action relief on the grounds that the Teamsters' proposal was materially misleading, but the company withdrew the request after the Teamsters withdrew its proposal (letter available Feb. 23, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		Any director who tenders his or her resignation pursuant to this provision shall not participate in the Directors and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. The Directors and Corporate Governance Committee will monitor changes in the law and regulations and may propose changes to this process as appropriate. The Board believes that given the state of uncertainty with regard to majority voting at this time, it is in the best interests of its shareholders to adopt this voting process.
CA, Inc. <sup>58</sup> (2/23/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 7. <i>Quorum; Adjournment; Required Votes.</i> . . .</p> <p>(b) Except as may be provided in the terms of any series of preferred stock authorized for issuance pursuant to Article FOURTH of the Restated Certificate of Incorporation, each director shall be elected by the vote of the majority of the votes cast (meaning the number of shares voted “for” a nominee must exceed the number of shares voted “against” such nominee) at any meeting for the election of directors at which a quorum is present, provided that the directors shall be elected by a plurality of the votes cast (instead of by votes cast for or against a nominee) at any meeting at which a quorum is present for which (i) the Secretary of the Corporation receives a notice in compliance with applicable requirements for stockholder nominations for director set forth in these By-laws that a stockholder proposes to nominate a person for election to the Board of Directors and (ii) such proposed nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date the Corporation first mails or otherwise transmits its notice of meeting for such meeting to the stockholders.</p> <p>ARTICLE IX.</p> <p>AMENDMENTS</p> <p>Unless otherwise provided by the Certificate of Incorporation or these By-laws, these By-laws may be amended or repealed, or new By-laws may be adopted, (1) at any annual or special meeting of the stockholders, by the affirmative vote of the holders of not less than a majority of the outstanding shares of stock of the Corporation entitled to vote on such action; provided, however, that the notice of such meeting shall have been given as provided in these By-laws, which notice shall mention that the amendment or repeal of these By-laws, or the adoption of new By-laws, is one of the purposes of such meeting; (2) by written consent of the stockholders pursuant to Section 10 of Article II of these By-laws; or (3) by action of the Board of Directors (except any amendment or repeal of Section 7(b) of Article II of these By-laws shall also require the affirmative vote of the holders of not less than a majority of the outstanding shares entitled to vote on such action).</p> <p><u>Policy:</u></p> <p>Each director shall submit his or her Irrevocable Resignation (as defined below) in writing to the Chairman of the Corporate Governance Committee. The Board shall nominate for re-election as a director only an incumbent candidate who has tendered, prior to the mailing of the proxy statement for the annual meeting at which he or she is to be re-elected as a director, an irrevocable resignation authorized by Section 141(b) of the Delaware General Corporation Law that will be effective upon (i) the failure to receive the required vote at any annual meeting at which such candidate is nominated for re-election and (ii) Board acceptance of such resignation (an “Irrevocable Resignation”). In addition, the Board shall fill director vacancies and new directorships only with candidates who tender, at or prior to the time of their appointment to the Board, the same form of Irrevocable Resignation tendered by other directors in accordance herewith.</p> <p>The Corporate Governance Committee (or such other committee comprised of independent directors as the Board may appoint) shall consider the Irrevocable Resignation submitted by any director not receiving the requisite number of votes to be elected pursuant to Section 7 of Article II</p>

<sup>58</sup> In connection with adopting a majority vote bylaw, the board of CA, Inc. also amended its bylaws to provide that the majority vote bylaw may only be amended by the board if also approved by not less than a majority of the outstanding shares. Note that Bank of America Corporation and Verizon Communications Inc. were the first companies to include voluntary lock-ins in majority vote bylaws. According to a press release issued on Feb. 28, 2007, the company adopted a poison pill in October which was scheduled to be put to a stockholder vote at the 2007 annual meeting. Press Release, CA, Inc. (Feb. 28, 2007). Stockholders ratified the poison pill at the company’s Aug. 22, 2007 annual meeting. Press Release, CA, Inc. (Aug. 22, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>of the By-laws and shall recommend to the Board the action to be taken with respect to such tendered resignation. If no independent directors received the required majority vote, the Board shall act on the resignation offers. Any director whose Irrevocable Resignation is under consideration pursuant to this provision shall not participate in the committee recommendation regarding whether to accept the resignation offer. The Board shall take action within 90 days following certification of the vote, unless such action would cause the Company to fail to comply with any requirement of the New York Stock Exchange or any rule or regulation promulgated under the Securities Exchange Act of 1934, in which event the Company shall take action as promptly as is practicable while continuing to meet such requirements. The Board will promptly disclose its decision and the reasons therefore in a Form 8-K furnished to the Securities and Exchange Commission. After accepting a director's resignation, the Board may fill any resulting vacancy or may decrease the size of the Board.</p>
Cabot Corporation <sup>59</sup> (1/12/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Section 2.6. <u>Required Vote for Election of Directors.</u> When a quorum is present at any meeting, a nominee for director shall be elected if the votes properly cast for such nominee's election exceed the votes properly cast against such nominee's election (abstentions shall not be considered to be votes cast); provided, however, that the directors shall be elected by a plurality of the votes properly cast at any meeting of stockholders for which (i) the corporation receives a notice that a stockholder has nominated a person for election as a director in compliance with the provisions for advance notice of nominations in Section 2.12 of these by-laws and (ii) such nomination has not been withdrawn on or prior to the tenth day preceding the date on which the corporation mails notice of the meeting to the stockholders. If nominees for director are to be elected by a plurality of the votes properly cast, stockholders shall not be permitted to vote against a nominee.</p> <p>Section 2.12. <u>Notice of Stockholder Business and Nomination.</u> Unless otherwise determined by the board of directors prior to a meeting of the stockholders, the officer presiding at such meeting, determined in accordance with these by-laws, shall determine the order of business and shall have the authority in his or her discretion to regulate the conduct of such meeting, including, without limitation, to impose restrictions on the persons (other than stockholders of the corporation or their duly appointed proxies) who may attend such meeting, to regulate and restrict the making of statements or asking of questions at such meeting and to cause the removal from such meeting of any person who has disrupted or appears likely to disrupt the proceedings at such meeting.</p> <p>At a meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before any meeting of the stockholders held pursuant to Section 2.1 of these by-laws, business, including the nomination or election of directors, must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the board of directors, (b) otherwise properly brought before the meeting by or at the direction of the board of directors, or (c) properly brought before the meeting by a stockholder who is a stockholder of record at the time of the giving by such stockholder of the notice provided for in this Section 2.12, who shall be entitled to vote for such business at the meeting and who complies with the requirements of this Section 2.12 with respect to any business sought to be brought before the meeting, including the nomination or election of directors.</p> <p>In addition, if the notice involves the nomination of a director, a stockholder's notice to the secretary shall set forth (a) as to each person whom the stockholder proposes to nominate for election or re-election as a director, . . . (v) a statement signed by the person confirming that, if elected, he or she will comply with the corporation's Global Ethics and Compliance Standards, Policy on Transactions in Securities, Corporate Governance Guidelines and any other applicable rule, regulation, policy or standard of conduct applicable to the directors . . .</p> <p><u>Policy:</u></p>

<sup>59</sup> Concurrently with adopting the majority voting provisions set forth above, the board of Cabot Corporation also amended the company's Senior Management Severance Protections Plan to, among other things: (a) decrease the severance benefit payable under the plan to one times base salary plus bonus from two times base salary plus bonus, (b) decrease the health and welfare benefit continuation period to one year from two, (c) require the company to make a gross-up payment to a participant in the event any payment or benefit made under the plan is subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, with such payment to be in an amount sufficient to make the participant whole for all taxes (including withholding) and associated interest and penalties imposed as a result of Section 4999, (d) change the definition of an "eligible employee" to mean employees designated by the compensation committee of the board and (e) reduce the protection period following a change in control to two years from three. See Item 5.02 of the Current Report on Form 8-K filed on Jan. 19, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The board of directors expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election in accordance with the Company's bylaws. The board of directors shall nominate for election or re-election as directors only candidates who agree to tender, prior to the annual meeting at which they are elected or re-elected as directors, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they are nominated for re-election and (ii) board acceptance of such resignation. In addition, the board of directors shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the board, the same form of resignation tendered by other directors in accordance with this guideline.</p> <p>If an incumbent director fails to receive the required vote for re-election, the Governance and Nominating Committee will act promptly to determine whether to recommend acceptance of the director's resignation and will submit such recommendation for prompt consideration by the board of directors. The board of directors expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Governance and Nominating Committee and the board of directors may consider any factors they deem relevant in deciding whether to accept a director's resignation. If the resignation is not accepted, the director will continue to serve until the next annual meeting and until the director's successor is elected and qualified.</p>
Cabot Microelectronics Corporation (1/07)	Policy	<p>In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation following certification of the shareholder vote for such election. The Nominating and Corporate Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board then will act on the Nominating and Corporate Governance Committee's recommendation within ninety (90) days following certification of the shareholder vote for such election. Thereafter, the Board will promptly disclose its decision whether to accept the Director's resignation offer (and the reasons for rejecting the resignation offer, if applicable), in a press release to be disseminated in the manner that the Corporation typically distributes press releases. Any Director who tenders his or her resignation pursuant to this provision shall recuse himself or herself from participation in the Nominating and Corporate Governance Committee's and Board's action regarding whether to accept the resignation offer. If each member of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the Independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. If the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, then all Directors may participate in the action regarding whether to accept the resignation offers.</p>
CACI International Inc. <sup>60</sup> (Bylaw as in effect 3/15/00, amended effective 3/15/07)	Bylaw	<p><b>Section 6. QUORUM.</b> The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting shall constitute a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. When a quorum is present at any meeting, whether the same be an original or an adjourned session, a majority of the votes properly cast upon any question, including the election of directors, shall decide the question, unless the question is one upon which by express provision of law, the Certificate of Incorporation, or these By-laws, a larger or different vote is required, in which case such express provision shall govern and control the decision of such question.</p>
Cadence Design Systems, Inc. <sup>61</sup>	Policy	<p>In an uncontested election, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "majority withheld vote") will promptly tender his or her resignation as a Director.</p>

<sup>60</sup> According to Item 5.03 of the Current Report on Form 8-K filed on Mar. 21, 2007, the amendment of Section 6 set forth above "clarifies that the majority vote rule applies to all matters including elections." The Current Report on Form 8-K also indicates that the amendment was part of an amendment and restatement intended to modernize the bylaws and to include provisions typical for publicly traded corporations. Note that the amended bylaw does not contain a carve-out for contested elections.

<sup>61</sup> The UBCJA submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Apr. 2, 2007 at 23-25. In its statement of opposition, Cadence Design Systems, Inc. indicated that the board adopted a majority vote policy after receiving the 2007 majority vote proposal. The 2007 proposal narrowly failed, receiving support from approximately 49.9% of the votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Jul. 27, 2007 at 56.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(2/07)		<p>The Corporate Governance and Nominating Committee will consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Committee's recommendation within 90 days following certification of the shareholder vote. In determining whether or not to accept or reject any such resignation, the Corporate Governance and Nominating Committee and the Board shall take into consideration such factors as they believe relevant, including any action to address stated reasons for shareholders' "withheld" votes and factors set forth in Cadence's policies that are considered by the Corporate Governance and Nominating Committee in evaluating potential candidates for the Board. Cadence will promptly disclose the Board's decision regarding whether to accept the Director's resignation and, if applicable, the reasons for rejecting the tendered resignation in a Form 8-K furnished to the Securities and Exchange Commission. If the Board accepts a Director's resignation pursuant to this process, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation as provided above will not participate in the consideration by the Corporate Governance and Nominating Committee or the Board of whether or not to accept the tendered resignation. If a majority of the members of the Corporate Governance and Nominating Committee were required to tender their resignations as provided above, the independent Directors on the Board who were not required to tender their resignations will act as a committee to consider the resignation offers and recommend to the Board whether or not to accept them.</p>
The California Public Employees Retirement System ("CalPERS") <sup>62</sup> (6/15/07 policy statement)		In an uncontested director election, a majority of proxies cast should be required to elect a director. In a contested election, a plurality of proxies cast should be required to elect a director.
Callaway Golf Company (1/28/06)?	Policy	In an uncontested election of directors, any nominee who has a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall submit in writing an offer to resign to the Chairman of the Board promptly upon certification of the shareholder vote. The Chairman shall refer the matter to the Nominating and Corporate Governance Committee, which shall consider, among other things, the reasons for the Majority Withheld Vote. The Nominating and Corporate Governance Committee shall recommend to the Board whether or not to accept the resignation. After considering the recommendation of the Committee, the Board will determine whether or not to accept the resignation, and if it does not accept the resignation, whether any further action is needed to address the reasons for the Majority Withheld Vote. The Board shall disclose its determination and the basis therefor in the same Quarterly Report on Form 10-Q in which it reports the results of the election of directors. The director who received the Majority Withheld Vote shall not participate in the Committee's recommendation or the full Board's decision.
Callidus Software Inc. (9/7/06)	Policy	<p>In an uncontested election (i.e., an election where the only nominees are those recommended by the Board), any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation to the Board following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee shall promptly consider the resignation offer and recommend to the Board action with respect to the tendered resignation, which may include accepting the resignation, maintaining the director but addressing the underlying cause of the withheld votes, resolving not to re-nominate the director in the future, rejecting the resignation, or any other action such committee deems to be appropriate and in the best interest of the Company. In considering what action to recommend with respect to the tendered resignation, the</p>

<sup>62</sup> CalPERS position on majority voting is included in Section G, "Shareowner Rights" of CalPERS' Core Principles of Accountable Corporate Governance (Jun. 15, 2007). The Principles are available at <http://www.calpers-governance.org/principles/domestic/us/downloads/us-corpgov-principles.pdf>. CalPERS defines shareowner rights as "those structural devices that define the formal relationship between shareowners and the directors to whom they delegate corporate control", and states that such rights "should be featured in the governance principles adopted by corporate boards."

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Nominating and Corporate Governance Committee will take into account all factors deemed relevant by the members of the Nominating and Corporate Governance Committee including, without limitation, any stated reasons why shareholders “withheld” votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the overall composition of the Board, the Director’s contributions to the Company, and these Corporate Governance Guidelines.</p> <p>The Board will act on the Nominating and Corporate Governance Committee’s recommendation no later than 90 days following certification of the shareholder vote. In considering the Nominating and Corporate Governance Committee’s recommendation, the Board will consider the factors and possible actions considered by the Nominating and Corporate Governance Committee and such additional information, factors and possible actions the Board believes to be relevant or appropriate.</p> <p>Following the Board’s decision on the Nominating and Corporate Governance Committee’s recommendation, the Company will promptly disclose the Board’s action with respect to the tendered resignation (providing a description of the process by which the decision was reached and, if applicable, the reasons for not accepting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission. Except as indicated below, any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board consideration regarding the action to be taken with respect to the tendered resignation. If a majority of the members of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who are on the Board who did not receive a Majority Withheld Vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignation and will recommend to the Board action to be taken with respect to the tendered resignation. This Board committee may, but need not, consist of all of the independent Directors who did not receive a Majority Withheld Vote. If all of the independent Directors receive Majority Withheld Votes, all Directors will participate in the consideration of the action to be taken with respect to the tendered resignations. To the extent that one or more Directors’ resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p>
		<p>This provision on voting for Directors will be summarized or included in the Company’s annual proxy statement relating to the election of Directors.</p>
Cambrex Corporation <sup>63</sup> (4/26/07)	Bylaw (including director resignation policy)	<p>ARTICLE III</p> <p>Section 1. NUMBER, ELECTION AND TERMS. . . .</p> <p>Except as provided in Section 2 of this Article III, at and after the 2008 annual meeting of stockholders, each Director shall be elected by the vote of the majority of the votes cast with respect to the Director at any meeting for the election of Directors at which a quorum is present; provided that if as of a date that is fourteen (14) days in advance of the date the Corporation files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission, the number of nominees exceeds the number of Directors to be elected, the Directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of Directors. For purposes of this Section, a majority of the votes cast means that the number of votes cast “for” a Director exceeds the number of votes cast against that Director. The Governance Committee has established procedures under which any Director who is not elected (because the number of votes cast against such Director’s candidacy exceed the number of votes cast in favor of that candidacy) shall offer to tender his or her resignation to the Board of Directors. The Governance Committee will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Governance Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results.</p>

<sup>63</sup> According to page 1 of the definitive proxy statement filed on Jan. 4, 2007:

in response to the vote at our 2006 Annual Meeting of Stockholders in favor of the non-binding proposal submitted by one of our stockholders to declassify the Board of Directors, our Board of Directors has decided to submit a proposal to declassify our Board of Directors at the 2007 Annual Meeting of Stockholders. This proposal underscores our Board of Directors’ commitment to being responsive to stockholders, in addition to implementing best practices in corporate governance. If stockholders approve declassification, our Board of Directors also expects to implement majority voting for directors in uncontested elections.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Camden National Corporation <sup>64</sup> (5/1/07)	Charter and Bylaw (including director resignation policy)	<p><u>Charter:</u></p> <p>EIGHTH: Other provisions of these articles, if any, including provisions for the regulation of the internal affairs of the corporation, are set out in Exhibit A attached hereto and made a part hereof.</p> <p>Exhibit A: In an uncontested election of directors of the corporation, the directors shall be elected by a majority vote of the stockholders of the corporation in the manner provided for in the By-laws of the corporation.</p>
		<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 2.1 Notice of Stockholder Business and Nominations.</p> <p>(c) <u>Required Vote for Directors.</u></p> <p>(1) <u>Majority Vote.</u> Each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected (a "contested election"), nominees who receive a plurality of the votes cast at any meeting for the election of directors at which a quorum is present shall be elected as directors. For purposes of this By-Law, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds the number of votes "withheld" with respect to that director's election. Votes cast shall include votes cast for and votes to withhold authority for the election of a director and shall exclude abstentions with respect to that director's election.</p>

On pages 34-35 of the definitive proxy statement filed on Apr. 2, 2007, the company discussed the board's approval of a majority vote bylaw to be effective for the 2008 annual meeting. That discussion followed the discussion of a management proposal set forth on pages 32-34 to amend the company's charter to (a) provide for annual elections of directors, (b) allow stockholders to remove a director with or without cause by a vote of a majority of the outstanding shares of common stock and (c) remove certain provisions which required a supermajority stockholder vote to amend certain provisions of the company's charter and bylaws. Those proposals passed. See Item 5.03 of the Current Report on Form 8-K filed on May 2, 2007. The resulting charter amendments were filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q filed on May 9, 2007. Note that the company appears to have first contemplated adopting a majority vote standard if a 2007 management declassification proposal were approved by stockholders.

<sup>64</sup> Management presented a majority vote charter amendment proposal at the 2007 annual meeting. See definitive proxy statement filed on Mar. 21, 2007 at 23. The proposal passed. See Exhibit 3.(I).3 to the Quarterly Report on Form 10-Q filed on May 4, 2007. Page 23 of the definitive proxy statement indicated that if the charter amendment were approved, the company's bylaws: "would be amended to provide for a majority vote requirement in the case of uncontested elections." The definitive proxy statement also stated that upon effectiveness of the charter amendment, "the amendment to the By-laws will become effective with no further action by the stockholders."

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(2) <u>Resignation</u>. If a nominee for director who is an incumbent director is not elected pursuant to Section 2.1(c)(1) above and no successor has been elected at such meeting, the Corporate Governance Committee shall make a recommendation to the Board of Directors as to whether to accept or reject the resignation tendered pursuant to Section 2.2(d) below, or whether other action should be taken. The Corporate Governance Committee shall make such recommendation no later than the 30th day following the date of the certification of the election result, or such later date as may be determined by a majority of the Board of Directors. The Board of Directors shall act on the tendered resignation, taking into account the Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who so tendered his or her resignation shall not participate in the recommendation of the Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this By-Law, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3.8 or may decrease the size of the Board of Directors pursuant to the provisions of Section 3.8.</p> <p>(d) <u>Submission of Questionnaire, Representation, Agreement and Resignation</u>. To be eligible to be a nominee for election or re-election as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 2.1(a)(2) of this By-Law) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon-written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) will abide by the requirements of Section 2.1(c) of this By-Law, . . . and (E) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation. . . If such nominee currently serves on the Board of Directors, such representation and agreement shall be accompanied by an executed letter of resignation in the form provided by the Secretary, providing that for the resignation of such director effective upon the occurrence of both (i) failure of the director to be elected pursuant to the terms of Section 2.2(c)(1) above and (ii) acceptance of such resignation by the Board of Directors of the Company pursuant to Section 2.2(c)(2) above.</p>
		<p>ARTICLE III</p> <p>Section 3.4 <u>Election</u>. The properly nominated Directors shall be voted upon by the shareholders at the annual meeting as set forth in Section 2.1 of these Bylaws or at any special meeting called for the election of Directors. Each shareholder shall be entitled to cast one vote for each share of capital stock owned, and in the event the number of Directors to be elected is less than the number of nominees, those nominees receiving the most votes in descending order shall be deemed elected until all such vacancies are filled.</p>
Campbell Soup Company (2/21/07)	Policy	In any uncontested election of directors, a director nominee who receives more votes "withheld" than votes "for" his or her election shall immediately tender his or her resignation. The Board will accept the resignation unless there is a compelling reason for the director to remain on the Board, and will promptly disclose the action it has taken and the reasons for it.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Capital One Financial Corporation <sup>65</sup> (5/15/07 Bylaw and 12/8/05 Policy, as amended 10/26/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Section 2.8. Procedure for Election of Directors. Election of directors at all meetings of stockholders at which directors are to be elected shall be by written ballot, and, except as otherwise set forth in the Certificate of Incorporation with respect to the right of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, a majority of the votes cast in elections of directors in which the number of nominees is equal to the number of positions available, and by a plurality of votes cast in elections of directors in which the number of directors is greater than the number of positions available, at such meetings shall elect. The Board of Directors shall establish such procedures as it deems appropriate and advisable for the submission and consideration of resignations from the Board by incumbent directors who do not receive a majority of the votes cast for such director at any meeting of stockholders at which directors are to be elected and the number of nominees is equal to the number of positions available. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, all matters other than the election of directors submitted to the stockholders at any meeting shall be decided by a majority of the votes cast with respect thereto.</p> <p><u>10/26/06 Amended Version of Policy:</u></p> <p>The last paragraph of the Policy was amended to read as follows:</p>
		<p>Any Director who tenders his or her resignation as set forth above shall be expected to recuse himself or herself from the Committee action or Board recommendation regarding whether to accept such resignation. If a majority of the Committee recuses themselves, then the remaining Independent Directors will consider such resignations and recommend action to the members of the Board other than those so recused.</p>

<sup>65</sup> 2005 non-binding majority proposal from the UBCJA received support from 42.6% of votes cast, per Georgeson Shareholder. See Georgeson Review at 20. The UBCJA also submitted a non-binding majority proposal for 2006. See Majority Election Proposals, which reports that the language of the UBCJA's 2006 proposals was identical to that of the UBCJA's 2005 majority vote proposals, and definitive proxy statement filed on Mar. 23, 2006 at 46-47. Capital One Financial Corp. sought to exclude the UBCJA's 2006 proposal on the grounds that it had been substantially implemented, but the SEC denied relief (letter available Jan. 12, 2006). The 2006 proposal received support from 44.1% of votes cast, per ISS. See Growing Support. On Jan. 25, 2007, Capital One Financial Corporation announced that its board had approved an amendment to the company's charter (to be presented for stockholder approval at the 2007 annual meeting) that "combined with an amendment to the company's Bylaws, will establish a majority voting standard for the election of directors." Press Release, Capital One Financial Corporation (Jan. 25, 2007). According to the press release:

The proposed majority vote standard requires that each nominee for the Board in future uncontested elections receive an affirmative majority of votes cast in order to be elected. Capital One's Corporate Governance Policy already requires any incumbent director who does not receive an affirmative majority of the votes cast in an uncontested election to tender his or her resignation to the Board, which will decide within 90 days whether or not to accept the resignation.

According to page 78 of the definitive proxy statement filed on Mar. 20, 2007, management proposed to amend the company's charter to eliminate language providing that directors be elected by a plurality of votes cast. The disclosure in the definitive proxy statement also provided that:

Upon effectiveness of this amendment to the Certificate of Incorporation, the Board will amend the Bylaws to change the standard for the election of Directors in uncontested elections from a plurality voting standard to a majority voting standard. In the event of a contested election, however, a plurality voting standard would continue to apply. Maintaining a plurality standard in such situations would guard against the possibility of a failed election contest, in which no candidate receives a majority of votes "for" his or her election.

The proposed charter amendment and contemplated bylaw amendment were described as strengthening the majority vote principles included in the policy adopted by the company in 2005. Note that the board opted not to include the majority vote standard in its charter, thereby reserving to itself the ability to amend the contemplated bylaw. Management's charter amendment proposal passed. See Quarterly Report on Form 10-Q filed on May 9, 2007 at 42. The company's charter and bylaws were amended accordingly on May 15, 2007. See Item 9.01 of the Current Report on Form 8-K filed on Aug. 28, 2007. The company appears to have retained its existing majority vote policy without specifically indicating that it will only apply to incumbent directors. However, by virtue of the adoption of the majority vote bylaw set forth above, the policy can only apply to incumbent directors.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>12/8/05 Version of Policy:</p> <p>Any nominee for Director in an uncontested election (i.e. an election where the only nominees are those recommended by the Board) who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall tender his or her resignation to the Chairman of the Board within 5 business days following certification of the stockholder vote.</p> <p>The Governance and Nominating Committee shall consider the resignation offer and recommend to the Board whether to accept it. In considering whether to accept or reject the tendered resignation, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the reasons why stockholders “withheld” votes for election from the Director, the length of service and qualifications of the Director whose resignation has been tendered and the Director’s contributions to the Company.</p> <p>The members of the Board will take action on the Committee’s recommendation within 90 days following the submission of the Director’s resignation. In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be appropriate. The Company will disclose the Board’s decision and provide a full explanation of its process and the factors it considered within four business days of its decision by way of a filing with the Securities and Exchange Commission. If the Board is unable to reach on decision on a timely basis, it will promptly disclose the reasons therefor. The Board may also elect to delay acceptance of a resignation for a specified period to provide it with an opportunity to address the underlying stockholder concerns, to recruit a new Director or for any other reason it believes appropriate.</p> <p>To the extent that one or more Directors’ resignations are accepted by the Board, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. If the Board does not accept one or more such resignations, it may elect to address the specific stated reasons why stockholders “withheld” votes for election from the Directors at issue or take such other actions that the Board deems appropriate and in the best interests of the Company and its stockholders.</p> <p>Any Director who tenders his or her resignation as set forth above shall not participate in the Committee recommendation or Board action regarding whether to accept such resignation. If a majority of Committee members tender their resignations, then the remaining independent Directors will consider such resignations and recommend action to the disinterested members of the Board.</p>
Cardinal Health, Inc. <sup>66</sup> (5/10/06)	Policy	<p><b>Resignation for Majority Withhold Vote.</b> As long as cumulative voting is not in effect, in an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p>

<sup>66</sup> Concurrently with announcing the adoption of a majority voting policy, Cardinal Health, Inc. announced that it had modified its corporate governance guidelines to limit the number of additional boards on which non-management directors may serve, and to require that when a director’s principal occupation or business association changes substantially, such director shall tender his or her resignation for consideration by the board. In announcing these governance changes, the company also indicated that it had declassified its board in 2005. Press Release, Cardinal Health, Inc. (May 10, 2006). In April, 2006, the California Public Employees’ Retirement System (“CalPERS”) placed Cardinal Health, Inc. on its 2006 annual focus list of corporations with poor financial and governance performance. Barbara Ortutay, CalPERS list slaps poor performance, Associated Press Financial Wire, Apr. 19, 2006. The definitive proxy statement filed on Sep. 28, 2007 contains a management proposal to reduce the shareholder supermajority vote requirements for removing directors and for amending certain provisions of the company’s code of regulations (bylaws), which requirements are contained in the company’s code of regulations (bylaws), to a majority at 68-69.

Note that Cardinal Health, Inc.’s policy specifies that it will only apply as long as cumulative voting is not in effect. There has been continuing debate as to the relationship between majority voting and cumulative voting and whether these methods of voting should be mutually exclusive. One argument is that since cumulative voting only seems to make practical sense in the context of a contested election and there is a general consensus that majority voting should not apply in the context of a contested election, such provisions can be reconciled. However, other arguments have been made that the combination of majority voting and cumulative voting could allow stockholders to cumulate “withhold” or “against” votes, thus permitting dissidents to override the will of the majority. Nonetheless, it appears that Section 214 of the Delaware General Corporation law does not permit cumulating “withhold” or “against” votes. A number of companies where cumulative voting is or was permitted have attempted to address the potential interplay in the provisions they

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Nominating and Governance Committee will promptly consider the tendered resignation and will recommend to the Board whether to accept or reject the tendered resignation no later than 60 days following the date of the shareholders' meeting at which the election occurred (the "Shareholders' Meeting Date"). In considering whether to accept or reject the tendered resignation, the Nominating and Governance Committee will consider factors deemed relevant by the Committee members including, without limitation, the Director's length of service, the Director's particular qualifications and contributions to the Company, the reasons underlying the Majority Withheld Vote (if known) and whether these reasons can be cured, and compliance with stock exchange listing standards and the Company's Corporate Governance Guidelines.</p> <p>The Board will act on the Nominating and Governance Committee's recommendation no later than 90 days following the Shareholders' Meeting Date. In considering the Nominating and Governance Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Nominating and Governance Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Current Report on Form 8-K filed with the Securities and Exchange Commission.</p> <p>If one or more Directors' resignations are accepted by the Board, the Nominating and Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p>
		<ul style="list-style-type: none"> <li>• Any Director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Governance Committee recommendation or Board consideration regarding whether to accept or reject the tendered resignation. If a majority of the members of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who are on the Board who did not receive a Majority Withheld Vote (or who were not standing for election) will automatically be appointed a special Board committee solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them.</li> <li>• This Corporate Governance Guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</li> </ul>

have adopted or by taking action to eliminate cumulative voting prior to adopting a form of majority voting. These companies include: Avon Products, Inc., Clear Channel Communications, Inc., HNI Corporation, Kroger Co., Mattel, Inc., Merck & Co., Inc., Nordstrom, Inc., Northern Trust Corporation, Nucor Corporation, PPG Industries, Inc., Qualcomm Incorporated, Sun Microsystems, Inc., United Technologies Corporation and Wendy's International, Inc., and exclude DPL, Inc., Eaton Corporation, Hewlett-Packard Company, LSI Corporation and Nelnet, Inc. Moreover, Section 708.5 of the California General Corporation Law, which is intended to facilitate the adoption of majority voting, Section 10-35-09 of the North Dakota Publicly Traded Corporations Act, Section 16-10a-1023 of the Utah Revised Business Corporation Act, Section 23B.10.205 of the Washington Business Corporations Act and the changes to the Model Business Corporation Act approved by the ABA Committee on Corporate Laws contain carve-outs for companies with cumulative voting. See Note 278. In soliciting comments on potential changes in its policy on cumulative voting for the 2008 proxy season, ISS indicated such proposed changes would reflect:

the recent evolution in director elections reforms – majority voting and proxy access.

In this policy revision, we would generally recommend voting against proposals to eliminate cumulative voting, and for proposals to restore or provide for cumulative voting, unless the company has proxy access and majority voting, or a similar structure to allow for accountability in director elections.

See [ISS Governance Services 2008 Draft Policy Updates Request for Comments](http://www.issproxy.com/pdf/ISS_Governance_Services_Policy_Comment_2008.pdf) (2007), available at [http://www.issproxy.com/pdf/ISS\\_Governance\\_Services\\_Policy\\_Comment\\_2008.pdf](http://www.issproxy.com/pdf/ISS_Governance_Services_Policy_Comment_2008.pdf).

For a general discussion of legislation in Ohio (the jurisdiction in which Cardinal Health, Inc. is incorporated) which modified what had been the state's mandatory plurality election standard, see Note 116.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Care Investment Trust, Inc. <sup>67</sup> (6/19/07)	Policy	<p>2) <b><i>Majority Voting for Directors.</i></b> In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will promptly tender his or her resignation to the chairman of the Board (the “Chairman”) following certification of the shareholder vote.</p> <p>The Governance Committee will promptly consider the resignation submitted by a director receiving a greater number of votes “withheld” from his or her election than votes “for” his or her election, and the Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Governance Committee will consider all factors deemed relevant by the members of the Governance Committee including, without limitation, the stated reasons why shareholders “withheld” votes for election from such director, the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to Care, and Care’s Guidelines.</p> <p>The Board will act on the Governance Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting where the election occurred. In considering the Governance Committee’s recommendation, the Board will consider the factors considered by the Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision on the Governance Committee’s recommendation, Care will promptly publicly disclose the Board’s decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission (the “SEC”).</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Governance Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election (or who were not standing for election) will appoint a Board Committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board Committee may, but need not, consist of all of the independent directors who did not receive a greater number of votes “withheld” from their election than votes “for” their election or who were not standing for election.</p>
		<p>This portion of the Guidelines relating to the election of directors will be summarized or included in each proxy statement relating to an election of directors of Care.</p>

<sup>67</sup> The majority vote policy was adopted in connection with the initial public offering of Care Real Estate Investment Trust, Inc. which closed on Jun. 28, 2007. Press Release, CARE Investment Trust (Jun. 28, 2007).



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Career Education Corporation <sup>68</sup> (2/2/06)	Bylaw (including director resignation policy)	The ballot for the election of directors shall provide stockholders with the ability to vote “for” or “against” nominees unless the number of nominees exceeds the number of directors to be elected. Except as provided in this Section or Section 3.4 of this Article, a nominee for director shall be elected to the Board of Directors if the votes cast “for” such nominee exceed the votes cast “against” such nominee, provided, however, that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. Each director elected shall hold office during the term for which he or she is elected and until his or her successor is elected and qualified, subject, however, to his or her prior death, resignation, retirement or removal from office. If a director is not reelected but would otherwise remain in office until his or her successor is elected and qualified, the director shall offer to tender his or her resignation to the Board of Directors, which may be conditioned upon acceptance of such resignation by the Board of Directors. If a resignation is so conditioned, the Nominating and Governance Committee will make a recommendation to the Board of Directors on whether to accept or reject the resignation. The Board of Directors will decide whether to accept or reject the resignation and will publicly disclose its decision within ninety (90) days from the date of the certification of the election results. A director who tenders his or her resignation will not participate in the Board’s vote with respect to such decision on that director.
Caterpillar Inc. <sup>69</sup> (4/11/07)	Policy	In an uncontested director election, any nominee for director who receives a greater number of votes “withheld” for his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation after such election. The independent directors of the Board, giving due consideration to the best interests of the Company and its stockholders, shall evaluate the relevant facts and circumstances, including whether the underlying cause(s) of the Majority Withheld Vote can be cured, and shall make a decision, within 90 days after the election, on whether to accept the tendered resignation. Any director who tenders a resignation pursuant to this provision shall not participate in the Board’s decision. The Board will promptly disclose publicly its decision and, if applicable, the reasons for rejecting the tendered resignation.

<sup>68</sup> The board amended the company’s bylaws concurrently with announcing a proposal for a phased-in declassification of the board and a proposal which would enable stockholders to a call a special meeting with a two-thirds majority vote. 2005 non-binding majority proposal from the UBCJA received support from 54% of votes cast, per ISS. See Thaddeus C. Kopinski, More Firms Adopt Majority Standard, ISS Governance Weekly, Feb. 24, 2006 [hereinafter More Firms Adopt Majority Standard]. At the 2005 annual meeting, three director nominees received withhold votes from almost 70% of the votes cast. See Quarterly Report on Form 10-Q of Career Education Corporation filed Aug. 1, 2005 at 48 and Majority Vote or Pfizer.

<sup>69</sup> 2005 non-binding majority proposal from the UBCJA received support from 43% of votes cast, per Georgeson Shareholder. See Georgeson Review at 20. The UBCJA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 17, 2006 at 42-43. The 2006 proposal received support from 45.69% of the votes present at the meeting and thus did not pass, although more votes were cast for than against the proposal. See Quarterly Report on Form 10-Q filed on Aug. 2, 2006 at 70. An unnamed stockholder submitted a binding majority vote proposal for 2007. See definitive proxy statement filed on April 17, 2007 at 18-20. The 2007 proposal received support from 31.18% of the shares present at the meeting. See Quarterly Report on Form 10-Q filed on Aug. 2, 2007 at 61.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Centex Corporation <sup>70</sup> (5/10/06)	Policy	<p>Each director must agree to tender a resignation from the Board if the following should occur: . . .</p> <p>In an uncontested election of Directors (<i>i.e.</i>, an election where the only nominees are those recommended by the Board of Directors), any nominee who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will tender his or her resignation to the Chairman of the Board not later than ten (10) days following certification of the stockholder vote.</p> <p>The Corporate Governance and Nominating Committee (the “Committee”) will promptly consider the resignation submitted by a Director receiving a greater number of votes “withheld” from his or her election than votes “for” his or her election, and the Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reasons why shareholders “withheld” votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director’s contributions to the Corporation, and the Corporation’s Corporate Governance Guidelines.</p> <p>The Board will act on the Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting where the election occurred. In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision on the Committee’s recommendation, the Corporation will promptly publicly disclose the Board’s decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more Directors’ resignations are accepted by the Board, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of members of the Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the independent Directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a greater number of votes “withheld” from their election than votes “for” their election or who were not standing for election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Corporation.</p>

<sup>70</sup> The IBEW submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Jun. 12, 2006 at 42-44. The proposal received support from approximately 47.5% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Nov. 1, 2006 at 51.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Ceridian Corporation <sup>71</sup> (3/8/06)	Policy	Any nominee for director in an uncontested election (i.e., an election where the only nominees are those recommended by the Board) who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") will promptly tender his or her resignation for consideration to a special committee to be formed and comprised of all of the independent directors on the Board other than those directors who received a Majority Withheld Vote (the "Committee"). If all independent directors received a Majority Withheld Vote, then all the independent directors shall be members of the Committee. The Committee is expressly authorized on behalf of the Board to consider the best interests of Ceridian and its stockholders and to determine whether to accept the tendered resignation or to take some other action with respect to such director. The Committee will take action within 90 days following the uncontested election. Thereafter, the Committee will promptly disclose their decision and an explanation of how the decision was reached to the impacted director and to the public in a Current Report on Form 8-K filed with the Securities and Exchange Commission. Any director who receives a Majority Withheld Vote shall remain active and engaged in Board activities during this process, and, except in the event that such director is an independent director and all independent directors receive a Majority Withheld vote, shall not participate in the Committee action regarding whether to accept the tendered resignation offer or to take some other action. This corporate governance guideline will be summarized in each proxy statement relating to an election of directors of Ceridian.
Cerner Corporation (9/11/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Subject to subparagraph 5.3 above, stockholders shall elect directors of the Corporation at an annual or special meeting of stockholders by the affirmative vote of a majority of the votes cast, in person or by proxy, by the holders of outstanding shares of stock entitled to vote for the election of directors; provided that if the number of nominees exceeds the number of directors to be elected, the stockholders shall instead elect the directors by a plurality vote.</p> <p><u>Policy:</u></p> <p>Cerner's Bylaws provide that, in the case of an uncontested director election (i.e., where the number of nominees is the same as the number of directors to be elected), directors are elected by the affirmative vote of a majority of the votes cast, in person or by proxy, by the holders of outstanding shares of stock entitled to vote for the election of directors. Any incumbent nominee for director who fails to receive the requisite majority vote at an annual or special meeting held for the purpose of electing directors, where the election is uncontested, must promptly – following certification of the shareholder vote - tender his or her resignation to the Board. The independent directors (excluding the director who tendered the resignation) will evaluate any such resignation in light of the best interests of Cerner and its shareholders in determining whether to recommend accepting or rejecting the resignation, or whether other action should be taken. In reaching its decision, the Board may consider any factors it deems relevant, including the director's qualifications, the director's past and expected future contributions to Cerner, the overall composition of the Board and whether accepting the tendered resignation would cause Cerner to fail to meet any applicable rule or regulation (including NASDAQ listing requirements and federal securities laws). The director who has tendered his/her resignation shall not participate in the independent directors' discussion/recommendation or the Board's decision. The Board will act on the tendered resignation, and publicly disclose the Board's decision and rationale, within 90 days following certification of the shareholder vote.</p>
		The foregoing procedures will be disclosed in the proxy statement related to each annual meeting of shareholders.

<sup>71</sup> Ceridian Corporation announced that, as of Oct. 4, 2007, it had received all necessary regulatory approvals for its pending acquisition by affiliates of Thomas H. Lee Partners, L.P. and Fidelity National Financial, Inc., and that the company was working "diligently towards the goal of completing the acquisition in the fourth quarter of 2007." Press Release, Ceridian Corporation (Oct. 10, 2007). Stockholder approval was obtained on Sep. 12, 2007. Press Release, Ceridian Corporation (Sep. 12, 2007). On Sep. 8, 2007, the company reached an agreement with certain funds managed by Pershing Square Capital Management, L.P. concerning the election of directors at the 2007 annual meeting. Pursuant to that agreement, Pershing Square agreed to discontinue its proxy contest with respect to the election of directors, and the company agreed that immediately following the annual meeting, the size of the board would be increased to 11, and three of Pershing Square's then-current nominees, as well as Paul C. Hilal of Pershing Square, would be appointed to the board. Press Release, Ceridian Corporation (Sep. 8, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Chevron Corporation <sup>72</sup> (1/31/07 Bylaw and Policy, replacing 10/26/05 Policy)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p><u>ARTICLE IV</u></p> <p><b>SECTION 3. Quorum for Action by Stockholders; Elections.</b> At all elections or votes had for any purpose, there must be a majority of the outstanding shares of Common Stock represented. All elections for Directors shall be held by written ballot. A nominee for Director shall be elected to the Board of Directors if the votes cast “for” such nominee’s election exceed the votes cast “against” such nominee’s election, excluding abstentions; provided, however, that Directors shall be elected by a plurality of the votes cast at any meeting of the stockholders for which the number of nominees exceeds the number of Directors to be elected. Any Director nominated for reelection who receives a greater number of votes “against” his or her election than votes “for” such election shall submit his or her offer of resignation to the Board. The Board Nominating and Governance Committee shall consider all of the relevant facts and circumstances, including the Director’s qualifications, the Director’s past and expected future contributions to the Corporation, the overall composition of the Board and whether accepting the tendered resignation would cause the Corporation to fail to meet any applicable rule or regulation (including NYSE listing requirements and federal securities laws) and recommend to the Board the action to be taken with respect to such offer of resignation. Except as may otherwise be required by law, the Restated Certificate of Incorporation or these By-Laws, all other matters shall be decided by a majority of the votes cast affirmatively or negatively.</p> <p><u>Amended Version of Policy:</u></p> <p>As provided in Chevron’s By-Laws, candidates for Directors are generally elected by a majority vote in an uncontested election and by a plurality vote in a contested election. Any Director nominated for re-election who does not receive more votes cast “for” such nominee’s election than votes cast “against” such nominee’s election, excluding abstentions, shall submit his or her offer of resignation for consideration by the Board Nominating and Governance Committee. The Board Nominating and Governance Committee shall consider all of the relevant facts and circumstances, including the Director’s qualifications, the Director’s past and expected future contributions to the Corporation, the overall composition of the Board and whether accepting the tendered resignation would cause the Corporation to fail to meet any applicable rule or regulation (including NYSE listing requirements and federal securities laws) and recommend to the Board the action to be taken with respect to such offer of resignation.</p> <p><u>Former Policy:</u></p> <p>Any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall submit his or her offer of resignation for consideration by the Board Nominating and Governance Committee. The Board Nominating and Governance Committee shall consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation.</p>

<sup>72</sup> Member of Majority Vote Work Group. See Note 18. 2004 majority vote proposal from the UBCJA received support from 9.4% of votes cast, per Georgeson Shareholder. See 2004 Georgeson Review at 20. Concurrently with adopting the majority vote bylaw set forth above, the board also amended the bylaws to: (a) “make it clear that, pursuant to Article VII of the By-Laws, approval of a majority of votes outstanding is required for the stockholders to amend the By-Laws” and (b) to provide that the position of chairman of the board be elected by the board annually immediately after the annual meeting. See Item 5.03 of the Current Report on Form 8-K filed on Feb. 5, 2007. Previously, the bylaws provided that the chairman would be the chief executive officer. The company’s 2007 proxy statement included a management proposal to amend the charter to repeal supermajority vote requirements (which provisions required the approval of 2/3 of the outstanding shares in connection with specified matters). See definitive proxy statement filed on Mar. 19, 2007 at 45-46. The management proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 3, 2007 at 37.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Chiquita Brands International, Inc. (4/6/06)	Policy	<ul style="list-style-type: none"> <li>• In an uncontested election for the election of directors by shareholders, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) is required to tender his or her resignation following certification of the shareholder vote.</li> <li>• The Nominating &amp; Governance Committee will promptly consider the resignation offer and a range of possible responses based on the circumstances that led to the Majority Withheld Vote, if known, and make a recommendation to the Board. The Board will act on the Nominating &amp; Governance Committee’s recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the director’s resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.</li> <li>• Any director who tenders his or her resignation pursuant to this provision will not participate in the Nominating &amp; Governance Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Nominating &amp; Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote will appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.</li> </ul>
ChoicePoint Inc. <sup>73</sup> (not yet effective)	(management’s majority vote charter and bylaw amendment proposal approved at 2007 annual meeting)	<p><u>Proposed Charter Amendment:</u></p> <p>ARTICLE III</p> <p>Except as otherwise provided in these Articles of Incorporation or pursuant to the terms of any authorized series of Preferred Stock or by action of the Board of Directors pursuant to the Georgia Business Corporation Code, the vote required for shareholder action on all matters shall be the minimum vote required by the Georgia Business Corporation Code.</p> <p>Each director nominee shall be elected to the Board of Directors by a vote of the majority of the votes cast with respect to that director nominee’s election at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the director nominees shall be elected by a plurality of the votes cast. For purposes of this Article III, “a majority of the votes cast” means that the number of shares voted “for” a director nominee must exceed the number of votes cast “against” that director nominee.</p> <p>If an incumbent director is not elected by a majority of votes cast (unless, pursuant to the immediately preceding paragraph, the director election standard is a plurality), the incumbent director shall promptly offer to tender his or her resignation to the Board of Directors. The Corporate Governance and Nominating Committee will make a recommendation to the Board of Directors on whether to accept or reject the director’s offer to tender his or her resignation, or whether other action should be taken. The Board of Directors will act on the Corporate Governance and Nominating Committee’s recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results. An incumbent director who offers to tender his or her resignation will not participate in the Corporate Governance and Nominating Committee’s or the Board of Directors’ recommendation or decision, or any deliberations related thereto. An incumbent director who has offered to tender his or her resignation pursuant to this Article III shall promptly tender such resignation upon the Board of Directors’ acceptance of such offer. References to the Corporate Governance and Nominating Committee shall include any successor committee.</p>

<sup>73</sup> Management presented majority vote charter and bylaw amendments, which are virtually identical, at the 2007 annual meeting. The management majority vote proposal is set forth in the definitive proxy statement filed on Mar. 21, 2007 at 11-13. The majority vote proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 8, 2007 at 36. In connection with its explanation of the proposal, the company pointed out that in 2006 the board resolved to terminate ChoicePoint, Inc.’s poison pill, and also presented a phased-in board declassification proposal to stockholders. The declassification proposal was approved by the stockholders. See definitive proxy statement filed on Mar. 21, 2007 at 9.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>If a director's resignation is accepted by the Board of Directors pursuant to this Article III, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Section (a)(3) of Article IV of these Articles of Incorporation or may decrease the size of the Board of Directors pursuant to Section (a)(1) of Article IV of these Articles of Incorporation.</p> <p><u>Proposed Bylaw Amendment:</u></p> <p>2.3 Each director nominee shall be elected to the Board of Directors by a vote of the majority of the votes cast with respect to that director nominee's election at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the director nominees shall be elected by a plurality of the votes cast. For purposes of this Section 2.3, "a majority of the votes cast" means that the number of shares voted "for" a director nominee must exceed the number of votes cast "against" that director nominee. If an incumbent director is not elected by a majority of votes cast (unless, pursuant to the immediately preceding paragraph, the director election standard is a plurality), the incumbent director shall promptly offer to tender his or her resignation to the Board of Directors. The Corporate Governance and Nominating Committee will make a recommendation to the Board of Directors on whether to accept or reject the director's offer to tender his or her resignation, or whether other action should be taken. The Board of Directors will act on the Corporate Governance and Nominating Committee's recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results. An incumbent director who offers to tender his or her resignation will not participate in the Corporate Governance and Nominating Committee's or the Board of Directors' recommendation or decision, or any deliberations related thereto. An incumbent director who has offered to tender his or her resignation pursuant to this Section 2.3 shall promptly tender such resignation upon the Board of Directors' acceptance of such offer. References to the Corporate Governance and Nominating Committee shall include any successor committee.</p> <p>If a director's resignation is accepted by the Board of Directors pursuant to this Section 2.3, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Section 2.4 or may decrease the size of the Board of Directors pursuant to Section 2.2.</p>
The Chubb Corporation <sup>74</sup> (4/26/07 Charter and Policy, replacing 2/8/06 Policy)	Charter and Policy	<p><u>Charter:</u></p> <p>ARTICLE SEVENTH</p> <p>(b) Except as otherwise required by law, directors shall be elected by the affirmative vote of a majority of the votes cast in person or by proxy (counting as cast for such purpose those shares in respect of which votes are "withheld" pursuant to Rule 14a-4(b)(2) of the proxy solicitation rules and regulations promulgated under the Securities Exchange Act of 1934, as amended), at a meeting at which a quorum is present, unless the number of nominees exceeds the number of directors to be elected, in which case, directors shall be elected by a plurality of the votes cast in person or by proxy at the meeting at which a quorum is present. In the event that a director nominee fails to receive a majority of the votes cast in an election where the number of nominees equals the number of directors to be elected, the Board of Directors may decrease the number of directors, fill the vacancy, or take other appropriate action.</p>

<sup>74</sup> The UBCJA submitted a non-binding majority proposal for 2006. See [Majority Election Proposals](#) and definitive proxy statement filed on Mar. 22, 2006 at 49-50. The 2006 proposal passed, receiving support from 51.8% of votes cast, per ISS. See [Chubb Holders Vote in Favor of Majority Voting](#), Dow Jones Corp. Filings Alert, Apr. 29, 2006 and [Growing Support](#). Following stockholder approval of the 2006 proposal, the board of directors announced that it would initiate the process of amending The Chubb Corporation's certificate of incorporation to provide for majority voting in the election of directors. Under the corporate law of New Jersey, where The Chubb Corporation is incorporated, the amendment requires stockholder approval. Accordingly, the company announced that the amendment would be presented for a vote at the 2007 annual meeting and, assuming it was approved, would be implemented promptly thereafter. Press Release, The Chubb Corporation (Jun. 9, 2006). Management's 2007 charter amendment proposal and contemplated accompanying policy amendment were described in the definitive proxy statement filed on Mar. 23, 2007 at 67 and B-1. The charter amendment proposal was approved by approximately 93.5% of the votes cast (excluding abstentions) at the Apr. 24, 2007 annual meeting. See Items 5.02 and 8.01 of the Current Report on Form 8-K filed on Apr. 30, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>4/26/07 Amended Version of Policy:</u></p> <p><b>Voting for Directors.</b> If, in an election of directors where the number of nominees equals the number of directors to be elected (an Uncontested Election), an incumbent nominee for director receives a greater number of votes “withheld” from his or her election than votes “for” such election (a Majority Withheld Vote) and such individual otherwise would remain in office pursuant Section 14A:6-3 of the New Jersey Business Corporation Act (or any successor provision), such individual shall promptly tender his or her resignation following certification of the shareholder vote for such Uncontested Election.</p> <p>The Corporate Governance &amp; Nominating Committee will promptly consider any resignation so tendered as provided above and recommend to the Board whether it should accept such resignation, such recommendation to be made no later than 45 days following the date of the shareholders’ meeting. The Board will consider such recommendation and make its determination whether to accept such resignation as promptly as practicable after receiving the recommendation of the Corporate Governance &amp; Nominating Committee and in any event no later than 90 days following the date of the shareholders’ meeting.</p> <p>In formulating its recommendation, the Corporate Governance &amp; Nominating Committee, and in making its determination the Board, shall consider all factors deemed relevant by the respective members, including:</p> <ul style="list-style-type: none"> <li>• the stated reasons, if any, why shareholders “withheld” votes for election of the relevant director;</li> <li>• whether such stated reasons relate to some attribute or other condition that can be reasonably cured by such director or the Corporation;</li> <li>• the qualifications of such director;</li> <li>• whether by accepting such resignation the Corporation will no longer be in compliance with any applicable law, rule, regulation or governing document (including any rule of any stock exchange on which any securities of the Corporation are at the time traded) (Applicable Requirements);</li> <li>• any actions that the Corporation reasonably could take to enable the Corporation to accept such resignation but continue to comply with all Applicable Requirements, including identifying other alternative qualified director candidates;</li> <li>• reducing the size of the Board or any committee thereof; or</li> <li>• changing the composition of any Board committee and whether not accepting the resignation is in the best interests of the Corporation and its shareholders.</li> </ul> <p>Any director who tenders his or her resignation as provided above will not participate in any meetings of the Corporate Governance &amp; Nominating Committee or the Board (or portions thereof) at which such resignation is considered. If a majority of the members of the Corporate Governance &amp; Nominating Committee receives in the same Uncontested Election a Majority of Withheld Votes, then the independent directors of the Corporation who did not receive a Majority of Withheld Votes in such Uncontested Election will appoint a committee amongst themselves to consider any such resignation and make a recommendation to the Board whether to accept it. If there are no such independent directors, then all of the independent directors, excluding the director whose particular resignation is being considered, shall constitute a committee to consider such recommendation and make a recommendation to the Board whether to accept it.</p> <p><u>2/8/06 Version of Policy:</u></p> <p>If, in an uncontested election, a nominee for director receives a greater number of votes “withheld” from his or her election than votes “for” such election (a Majority Withheld Vote), such individual shall promptly tender his or her resignation following certification of the shareholder vote.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Corporate Governance &amp; Nominating Committee shall promptly consider any resignation so tendered as provided above and recommended to the Board whether it should accept such resignation, such recommendation to be made no later than 45 days following the date of the shareholders' meeting. The Board will consider such recommendation and make its determination whether to accept such resignation as promptly as practicable after receiving the recommendation of the Corporate Governance &amp; Nominating Committee and in any event no later than 90 days following the date of the shareholders' meeting.</p> <p>In formulating its recommendation, the Corporate Governance &amp; Nominating Committee, and in making its determination the Board, shall consider all factors deemed relevant by the respective members, including the stated reasons, if any, why shareholders "withheld" votes for election of the relevant director, whether such stated reasons relate to some attribute or other condition that can be reasonably cured by such director or the Corporation, the qualifications of such director, whether by accepting such resignation the Corporation will no longer be in compliance with any applicable law, rule, regulation or governing document (including any rule of any stock exchange on which any securities of the Corporation are at the time traded) (Applicable Requirements), any actions that the Corporation reasonably could take to enable the Corporation to accept such resignation but continue to comply with all Applicable Requirements, including identifying other alternative qualified director candidates, reducing the size of the Board or any committee thereof, or changing the composition of any Board committee and whether not accepting the resignation is in the best interests of the Corporation and its shareholders.</p> <p>Any director who tenders his or her resignation as provided above will not participate in any meetings of the Corporate Governance &amp; Nominating Committee of the Board (or portions thereof) at which such resignation is considered. If a majority of the members of the Corporate Governance &amp; Nominating Committee receives at the same election a Majority of Withheld Votes, then the independent directors of the Corporation who did not receive a Majority of Withheld Votes at such election will appoint a committee amongst themselves to consider any such resignation and make a recommendation to the Board whether to accept it. If there are no such independent directors, then all of the independent directors, excluding the director whose particular resignation is being considered, shall constitute a committee to consider such recommendation and make a recommendation to the Board whether to accept it.</p>
Ciena Corporation <sup>75</sup> (8/29/07 Bylaw and Policy, replacing 12/05 Policy)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE I</p> <p style="text-align: center;"><b>Section 8. Voting. . . .</b></p> <p>(B) Except as otherwise provided in this Section 8 of Article I, each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present. Notwithstanding the foregoing, if, as of the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders of the Corporation, the number of nominees exceeds the number of directors to be elected (a "Contested Election"), the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section 8, a majority of votes cast shall mean that the number of votes cast "for" a director's election exceeds the number of votes cast "against" that director's election (with "abstentions" and "broker nonvotes" not counted as a vote cast either "for" or "against" that director's election).</p>

<sup>75</sup> The UBCJA submitted a non-binding majority proposal for 2006. See [Majority Election Proposals](#) and definitive proxy statement filed on Feb. 1, 2006 at 19-22. The proposal received support from 31% of votes cast, per ISS. See [Growing Support](#).



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(C) In order for any incumbent director to become a nominee of the Board of Directors for further service on the Board of Directors, he or she must submit an irrevocable resignation, which shall become effective only if (i) that person shall not receive a majority of the votes cast in an election that is not a Contested Election, and (ii) the Board of Directors determines to accept the resignation in accordance with the policies and procedures adopted by the Board of Directors for such purpose. In the event an incumbent director fails to receive a majority of the votes cast in an election that is not a Contested Election, the Governance and Nominations Committee, or such other committee designated by the Board of Directors pursuant to Section 7 of Article II of these By-Laws, shall make a recommendation to the Board of Directors as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board of Directors shall act on the resignation, taking into account the committee's recommendation, and within ninety days following certification of the election results publicly disclose, by a press release and an appropriate filing with the Securities and Exchange Commission, its decision regarding the resignation, and, if the resignation is rejected, the rationale behind the decision.</p> <p>(D) If the Board of Directors accepts a director's resignation pursuant to this Section 8 of this Article I, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy or may decrease the size of the Board of Directors pursuant to the provisions of these By-Laws.</p> <p>(E) Shares of the capital stock of the Corporation belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes.</p> <p><u>Amended Policy:</u></p> <p><i>16. Voting for Directors.</i></p> <p>Directors are elected in accordance with the Corporation's Certificate of Incorporation and Bylaws. Generally, director elections require the approval of a majority of shareholder votes cast. In Contested Elections (as defined in the Bylaws), however, the Corporation applies a plurality vote standard.</p> <p>As a condition of their nomination, incumbent directors and director nominees are required to submit to the Board an irrevocable resignation that becomes effective only if (i) that person fails to receive a majority vote in an election; and (ii) the Board of Directors accepts that person's resignation.</p> <p>Should any director fail to receive a majority of the votes cast in an election (that is not a Contested Election), the Governance and Nominations Committee will promptly consider the resignation and recommend to the Board whether to accept or reject it, or whether other action should be taken. In making its recommendation, the Governance and Nominations Committee will consider all factors it considers relevant, including the stated reasons shareholders voted "Against" such nominee, the length of service and qualifications of the nominee, such person's contributions to the Company, and the Company's Principles of Corporate Governance.</p> <p>In accordance with the Bylaws, the Board will promptly act on the Governance and Nominations Committee's recommendation. No later than 90 days following the date of the certification of the election results, the Board will disclose, by press release and a Form 8-K filed with the Securities and Exchange Commission, its decision, providing a full explanation of the process by which the decision was reached and, if applicable, the rationale for rejecting the resignation. To the extent that one or more directors' resignations are accepted by the Board, the Governance and Nominations Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director whose resignation is being considered will not participate in the Governance and Nominations Committee's recommendation or the Board's decision on the resignation. If the resignations of a majority of the members of the Governance and Nominations Committee have become effective due to application of the majority vote standard under Bylaws, then the remaining independent directors will appoint a special committee from among themselves for the purpose of considering the resignations and recommending whether to accept or reject them.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>12/05 Version of Policy:</u></p> <p>In an uncontested election of directors (i.e., an election in which the only nominees are those recommended by the Board of Directors), any nominee for director for whom a greater number of votes are “withheld” than are cast for his or her election will tender his or her resignation promptly after certification of the shareholder vote. The Governance and Nominations Committee will promptly consider the resignation and recommend to the Board whether to accept or reject it. In making its recommendation, the Governance and Nominations Committee will consider all factors it considers relevant, including the stated reasons shareholders “withheld” their votes, the length of service and qualifications of the director, the director’s contributions to the Company, and the Company’s Principles of Corporate Governance.</p> <p>The Board will act on the Governance and Nominations Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting. Promptly following the Board’s decision, the Company will disclose the nature of the decision, providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the resignation, in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Governance and Nominations Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Governance and Nominations Committee’s recommendation or the Board’s decision on the resignation. If a majority of the members of the Governance and Nominations Committee have been required to tender their resignations because of this provision, then the remaining independent directors will appoint a special committee from among themselves for the purpose of considering the resignations and recommending whether to accept or reject them.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
CIGNA Corporation (10/25/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>SECTION 2. <u>Annual Meeting.</u> . . . A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of shareholders for which (i) the Corporate Secretary of the Corporation receives a notice that a shareholder has nominated a person for election to the Board of Directors in compliance with Article II, Section 11(b) of these By-Laws and (ii) such nomination has not been withdrawn by such shareholder on or prior to the day next preceding the date the Corporation first mails its notice of meeting for such meeting to the shareholders. If directors are to be elected by a plurality of the votes cast, shareholders shall not be permitted to vote against a nominee.</p> <p>SECTION 11. <u>Nomination of Directors.</u> Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of shareholders (a) by or at the direction of the Board of Directors or (b) by any shareholder of the Corporation who is a shareholder of record at the time of giving of notice provided for in this Section, who shall be entitled to vote for the election of directors at the meeting and who complies with the notice procedures set forth in this Section. . . Such shareholder's notice shall set forth (1) as to each person whom the shareholder proposes to nominate for election or reelection as a director (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected) and (ii) a statement whether such person, if elected, intends to tender, promptly following such person's election, an irrevocable resignation effective upon such person's failure to receive the required vote for reelection at any future meeting at which such person would face reelection and upon acceptance of such resignation by the Board of Directors, in accordance with the Corporation's Board Practice on Director Selection and Membership . . . .</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p>In accordance with CIGNA's By-Laws, if none of our stockholders provides CIGNA notice of an intention to nominate one or more candidates to compete with the Board's nominees in a Director election, or if our stockholders have withdrawn all such nominations by the day before CIGNA mails its notice of meeting to our stockholders, a nominee must receive more votes cast for than against his or her election or reelection in order to be elected or reelected to the Board. The Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for election or reelection. The Board shall nominate for election or reelection as Director only candidates who agree to tender, promptly following the annual meeting at which they are elected as Director, resignations that will be effective upon (i) the failure to receive the required vote at any future meeting at which they face reelection and (ii) Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with this Board Practice. A resignation tendered in accordance with this paragraph must provide that it may not be withdrawn unless the Board eliminates this Practice on majority voting in director elections.</p> <p>If an incumbent Director fails to receive the required vote for reelection, the Corporate Governance Committee will act on an expedited basis to determine whether to accept the Director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the Director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director's resignation.</p>
Cimarex Energy Co. <sup>76</sup> (9/18/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p><u>Section 6. Voting.</u> At all meetings of the stockholders at which a quorum is present, except as otherwise required by law, the Certificate of Incorporation or these By-Laws, any question brought before any meeting of stockholders, other than in an election of directors as provided for below, shall be decided by the affirmative vote of the holders of a majority of the total number of votes of the capital stock present in person or represented by proxy and entitled to vote on such question, voting as a single class. . . .</p> <p><u>Section 7. Election of Directors.</u></p> <p>A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that the directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Corporate Secretary receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Article III, Section 2 of these By-Laws, and (ii) such nomination has not been withdrawn by such stockholder on or before the tenth (10 th) day before the Corporation first mails its notice of meeting for such meeting to the stockholders. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee.</p> <p>As used in this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" the election of that director. "Votes cast" shall not include abstentions. Ballots will not include an option to "withhold" votes from the election of directors but will include the choices to vote "for" or "against" each director or to "abstain," unless directors are to be elected by plurality as provided in the previous paragraph</p>

<sup>76</sup> Concurrently with adopting the majority vote provisions set forth above, the board created a separate nominating committee with its own charter. See Item 8.01 of the Current Report on Form 8-K filed on Sep. 20, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Policy:</p> <p>ARTICLE IV</p> <p>5. Board Policy on Director Elections</p> <p>The Board shall nominate for election or re-election only candidates who agree to promptly tender, following the annual meeting at which they are elected or re-elected as directors, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Corporate Governance Guideline. If an incumbent director fails to receive the required vote for re-election, the Compensation and Governance Committee will act on an expedited basis following the meeting at which an election of directors was held, to determine whether to recommend that the Board accept the director's resignation. The Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The director whose resignation is under consideration shall abstain from participating in any decision regarding his resignation. The Board shall publicly disclose its decision regarding acceptance of the resignation within ninety (90) days after the results of the election are certified. If the resignation is not accepted, the director will continue to serve as a director for his remaining term and until his successor is elected and qualified.</p> <p>If the Board determines to accept the resignation, then the Board may fill the resulting vacancy pursuant to the Bylaws or may decrease the size of the Board in compliance with the Company's Certificate of Incorporation.</p>
Cincinnati Financial Corporation (2/07)	Policy	<p>In an uncontested election, any nominee for director who receives a greater number of votes "withheld" than votes "for" such election (a majority withheld vote) promptly tenders a resignation following certification of the shareholder vote.</p> <p>The nominating committee promptly considers the resignation offer, the circumstances that led to the majority withheld vote, if known; the needs of the board; the individual director's performance; and relevant listing standards. Based on all the facts and circumstances, the nominating committee evaluates the resignation offer and recommends to the board whether or not to accept the resignation. Any director who tenders a resignation pursuant to this provision does not participate in the nominating committee recommendation or board action regarding whether to accept the resignation offer. The board acts on the nominating committee's recommendation within 90 days following certification of the shareholder vote. Thereafter, the board promptly discloses its decision-making process and decision regarding whether to accept the director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.</p> <p>If a majority of the nominating committee received a majority withheld vote at the same election, then the independent directors who did not receive a majority withheld vote appoint a committee among themselves to consider the resignation offers and recommend to the board whether to accept them. However, if the only directors who did not receive a majority withheld vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.</p>
Cintas Corporation <sup>77</sup> (3/8/07)	Bylaw (including director resignation policy)	<p>ARTICLE III</p> <p>Section 2. Election, Number and Qualification of Directors.</p> <p>(a) Election. The Directors shall be elected at the annual meeting of the Shareholders, or if not so elected, at a special meeting of Shareholders called for that purpose. Only persons nominated by an officer, director or in writing by a shareholder at least ninety days prior to the meeting at which directors are to be elected shall be eligible for election. Nominations by shareholders shall include the consent of the nominee to serve as a director and the information concerning the nominee then required for other nominees by order of the Securities and Exchange Commission or any exchange on which the Corporation's shares are listed for trading. . . .</p>

<sup>77</sup> 2005 non-binding majority proposal from the UBCJA received support from approximately 35% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Jan. 6, 2006 at 34. The UBCJA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Sep.1, 2006 at 18-19. The proposal received support from approximately 42% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Jan. 4, 2007 at 37. The UBCJA also submitted a non-

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(c) Voting for Directors. Each Director shall be elected by the majority of the votes cast with respect to that Director as nominee at any meeting held for the election of Directors at which a quorum is present. If a Director is not elected, the Director shall offer to tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee will take the matter under advisement and make a recommendation to the full Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the offer of resignation, taking into account any recommendation of the Committee, and disclose its decision within ninety days from the date of certification of the election results. A Director who tenders his resignation will not participate in the decision of the Board of Directors. If no Director receives a majority of shares cast in an uncontested election, the incumbent Directors will nominate a slate of Directors and hold a special meeting for the purpose of election directors within one hundred eighty days after certification of the shareholder vote. For purposes of this section, a majority of the votes cast means that the number of shares voted "for" a Director must exceed the number of votes cast "against" or withheld from the authority to vote for that Director. Provided, however, that if the number of nominees for Director exceeds the number of Directors to be elected, the Directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at such meeting and entitled to vote on the election of Directors.</p>
<p>Circuit City Stores, Inc.<sup>78</sup> (4/17/07 Bylaw and Policy, effective 7/1/07, replacing 8/18/05 Policy)</p>	<p>Bylaw and Policy (original policy based on shares outstanding)</p>	<p><u>Bylaw:</u></p> <p>2.4 <u>Election.</u></p> <p>(a) Except as provided in Section 2.5, the directors shall be elected by the holders of the common shares at each annual meeting of shareholders or at a special meeting called for such purpose.</p> <p>(b) Except as provided in subsection (c) of this Section 2.4, each director shall be elected by a vote of the majority of the votes cast with respect to the director at a meeting for election of directors at which a quorum is present. For purposes of this Section 2.4, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director.</p> <p>(c) Subsection (b) shall not apply to any election of directors if at the expiration of the time fixed with respect to such election under Section 2.3 of the Corporation's Bylaws (or any other provision of the Corporation's Articles of Incorporation or these Bylaws requiring advance notification of director candidates) there are more candidates for election than the number of directors to be elected, one or more of whom are properly proposed by shareholders. A nominee for director in an election to which this subsection (c) applies shall be elected by a plurality of the votes cast in such election.</p> <p>(d) No individual shall be named or elected as a director without such individual's prior consent.</p> <p><u>4/17/07 Amended Version of Policy:</u></p> <p><b>Voting For Directors</b></p> <p>Any incumbent director nominated for reelection as director who is not elected in accordance with Section 2.4(b) of the Corporation's By-Laws will tender his or her resignation to the Nominating and Corporate Governance Committee for its consideration. The Nominating and Corporate Governance Committee will consider the resignation and make a recommendation to the full Board as to whether to accept or reject the resignation. The full Board will make a determination and publicly disclose its decision and rationale within 90 days after receipt of the tendered resignation. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board of Directors' action regarding whether to accept the resignation offer; provided, however, that</p>

binding majority proposal for 2007. See definitive proxy statement filed on Sep. 10, 2007 at 28-30. According to the company's investor relations department, the proposal did not pass.

<sup>78</sup> The policy originally adopted by Circuit City Stores, Inc. was based upon shares outstanding, which is a standard currently used by very few companies. While the company's majority vote bylaw and amended policy were adopted on Apr. 17, 2007, they were not effective until Jul. 1, 2007, which is the effective date of amended Section 13.1-669 of the Virginia Stock Corporation Act. The amendment to Section 13.1-669 allows the director election standard to be changed through a bylaw amendment, in addition to a charter amendment.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>if each member of the Nominating and Corporate Governance Committee fails to receive a sufficient vote for re-election, then the independent Directors who did receive a sufficient vote shall appoint a committee to consider the resignation tenders and recommend to the Board of Directors whether to accept them. If the only Directors who receive a sufficient vote for re-election constitute three or fewer Directors, then all Directors may participate in the action regarding whether to accept the resignation.</p> <p>8/18/05 Version of Policy:</p> <p>Any Director nominee in an uncontested election for whom greater than 50% of the outstanding shares are 'withheld' from his or her election shall tender his or her resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee shall recommend to the Board the action to be taken with respect to such resignation.</p>
Cisco Systems, Inc. <sup>79</sup> (effective 3/22/07)	Bylaw and Policy (including 90-day term limit for holdover directors)	<p><u>Bylaw:</u></p> <p>ARTICLE 2</p> <p>Section 2.13 Election of Directors. In any uncontested election, candidates receiving the affirmative vote of a majority of the shares represented and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the required quorum) shall be elected. In any election that is not an uncontested election, the candidates receiving the highest number of affirmative votes of the shares entitled to be voted for them up to the number of directors to be elected by those shares shall be elected; votes against a director and votes withheld shall have no legal effect.</p> <p>For purposes of these Bylaws, "uncontested election" means an election of directors of the Corporation in which, at the expiration of the time fixed under Section 2.12 of this Article 2 requiring advance notification of director candidates, the number of candidates for election does not exceed the number of directors to be elected by the shareholders at that election.</p> <p>ARTICLE 3</p> <p>Section 3.02 Number and Qualification of Directors. The number of authorized directors of this Corporation shall be not less than eight (8) nor more than fifteen (15), the exact number of directors to be fixed from time to time within such range by a duly adopted resolution of the Board of Directors or shareholders.</p> <p>Directors shall hold office until the next annual meeting of shareholders and until their respective successors are elected. If any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of shareholders held for that purpose. Directors need not be shareholders. Notwithstanding the foregoing, if an incumbent director fails, in an uncontested election, to receive the vote required to be elected in accordance with Section 2.13 of Article 2, then, unless the incumbent director has earlier resigned, the term of such incumbent director shall end on the date that is the earlier of ninety (90) days after the date on which the voting results are determined pursuant to Section 707 of the California Corporations Code or the date on which the Board of Directors selects a person to fill the office held by that director in accordance with the procedures set forth in these Bylaws and, except to the extent otherwise provided in these Bylaws, Section 305 of the California Corporations Code.</p>

<sup>79</sup> Cisco Systems, Inc. appears to have been the first public company incorporated in California to opt into a new California statute which facilitates the adoption of a limited form of majority voting. California state Senator Richard Alarcon introduced a bill (SB 1207) on Jan. 26, 2006 which would have required listed companies incorporated in California to elect directors "by a majority of votes cast." The bill was subsequently amended to: (a) authorize (but not require) a listed California corporation that has eliminated cumulative voting to amend its articles of incorporation or bylaws to provide that in an uncontested election, approval of a majority of the shares represented and voting would be required to elect a director and (b) provide that the term of an incumbent director who fails to receive the required vote shall end on the date that is the earlier of 90 days after voting results are determined or the date on which the board selects a person to fill the office held by that director. The bill was approved by Gov. Schwarzenegger on Sep. 30, 2006 and became effective Jan. 1, 2007. See Section 708.5 of the California General Corporation Law. See also Note 278 for a discussion of the amendments to the Model Business Corporation which permit adoption of a limited form of majority voting, based upon a plurality election standard and a 90-day term limit for directors who fail to garner a majority vote, as well as a discussion of other state law amendments which facilitate forms of majority voting.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Section 3.13 Vacancies. Except for a vacancy created by the removal of a director, all vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual, regular or special meeting of the shareholders. Notwithstanding the foregoing, if a director so elected is an incumbent director in an uncontested election who has failed to receive the vote required to be elected in accordance with Section 2.13 of Article 2, the term of his or her office as a director shall expire in accordance with Section 3.02 of these Bylaws. Vacancies created by the removal of a director may be filled only by approval of the shareholders.</p> <p><u>Policy:</u></p> <p><b>G. Majority Voting in Board Elections.</b> If, in an uncontested election, an incumbent director fails to receive at least the affirmative vote of a majority of the shares represented and voting at a duly held meeting (which shares voting affirmatively also constitute at least a majority of the required quorum), the Company's Bylaws provide that such incumbent director shall not be elected, and his/her term shall end on the date that is the earlier of 90 days after the results of the Board election are determined or the date on which the office held by such incumbent director has been filled by the Board, unless that director has earlier resigned. Any incumbent director who fails to receive the required vote for election in an uncontested election shall promptly offer to tender his/her resignation to the Nomination and Governance Committee. Within ninety (90) days after the voting results are determined, the Board shall publicly disclose its decisions with respect to the implementation of the provisions of California law in such instance.</p>
CIT Group, Inc. (12/12/05)	Policy	<p>In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Governance Committee will promptly consider the resignation submitted by a director receiving a greater number of votes "withheld" from his or her election than votes "for" his or her election, and the Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Governance Committee will consider all factors deemed relevant by the members of the Governance Committee including, without limitation, the stated reasons why shareholders "withheld" votes for election from such director, the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to CIT, and CIT's Corporate Governance Guidelines.</p> <p>The Board will act on the Governance Committee's recommendation no later than 90 days following the date of the shareholders' meeting where the election occurred. In considering the Governance Committee's recommendation, the Board will consider the factors considered by the Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Governance Committee's recommendation, CIT will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors' resignations are accepted by the Board, the Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Governance Committee received a greater number of votes "withheld" from their election than votes "for" their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes "withheld" from their election than votes "for" their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a greater number of votes "withheld" from their election than votes "for" their election or who were not standing for election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of CIT.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Citigroup Inc. <sup>80</sup> (1/17/07 Bylaw, replacing? 1/18/06 Policy)	Bylaw (including director resignation policy)	<p><u>Bylaw:</u></p> <p>ARTICLE IV</p> <p>SECTION 1. The affairs, property and business of the Company shall be managed by or under the direction of a Board of Directors, with the exact number of Directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the entire Board of Directors. The terms of Directors shall be as provided in the Certificate of Incorporation as amended from time to time. A nominee in an uncontested election shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election. For purposes of these By-laws, an "uncontested election" means any meeting of stockholders at which directors are elected and with respect to which either (i) no stockholder has submitted notice of an intent to nominate a candidate for election pursuant to Section 11 of Article III of these By-laws or (ii) if such notice has been submitted, all such nominees have been withdrawn by stockholders on or before the tenth day before the Company first mails its notice of meeting for such meeting to the stockholders. In all director elections other than uncontested elections, directors shall be elected by a plurality of the votes cast, and stockholders shall not be permitted to vote against any nominee for director. If the holders of preferred stock of the Company are entitled to elect one or more directors in accordance with a certificate adopted pursuant to Paragraph B of Article FOURTH of the Certificate of Incorporation, such directors shall be elected in accordance with this Section unless a different vote for election is specified in such certificate. If a nominee in an uncontested election is not elected by a majority vote, then the Director shall offer to resign from his or her position as a Director. Unless the Board decides to reject the offer or to postpone the effective date of the offer, the resignation shall become effective 60 days after the date of the election. In making a determination whether to reject the offer or postpone the effective date, the Board of Directors shall consider all factors it deems relevant to the best interests of the Company. If the Board rejects the resignation or postpones its effective date, it shall issue a public statement that discloses the reason for its decision. The Board of Directors may appoint a Lead Director who shall preside at all meetings of the Board of Directors at which the Chairman is not present, including executive sessions. In addition to the powers and authorities expressly conferred upon the Board of Directors by these By-laws, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Company, but subject, nevertheless, to the provisions of the laws of the State of Delaware, of the Certificate of Incorporation and of these By-laws. For purposes of these By-laws the term "entire Board of Directors" shall mean the total number of Directors as determined by the Board of Directors from time to time whether or not there exist any vacancies in previously authorized directorships.</p> <p><u>Former Policy:</u></p> <p>If a nominee who has been nominated by the Board of Directors receives, in an uncontested election, a number of votes "withheld" from his or her election that is greater than the number of votes cast "for" the election of the Director, such Director shall offer to resign from his or her position as a Director. Unless the Board decides to reject the offer or to postpone the effective date of the offer, the resignation shall become effective 60 days after the date of the election. In making a determination whether to reject the offer or postpone the effective date, the Board of Directors shall consider all factors it considers relevant to the best interests of the Company. If the Board rejects the resignation or postpones its effective date, it shall issue a public statement that discloses the reason for its decision.</p>

<sup>80</sup> Member of Majority Vote Work Group. See Note 18. 2005 non-binding majority proposal from the UBCJA received support from 41.7% of votes cast, per Georgeson Shareholder. See Georgeson Review at 20. John Chevedden, acting on behalf of Harold Mathis, submitted a non-binding majority proposal for 2007. Pursuant to a letter, dated Jan. 25, 2007, the company sought to exclude the proposal on the grounds that it had been "substantially implemented". The SEC granted no-action relief on the basis of "substantial implementation" (letter available Mar. 8, 2007). The bylaw adopted in Jan. 2007 establishes a majority vote election standard, but does not specify that the resignation policy is only applicable to incumbent candidates who fail to receive the requisite vote. Non-incumbents who do not receive a majority vote would simply not be elected under a majority voting standard. The resignation provision in the bylaw is largely drawn from the company's original majority vote policy, and is notable for providing that a resignation becomes effective 60 days after the election without further action (including acceptance), unless the board affirmatively chooses to reject the tender or to extend the effective date of the resignation.

In response to a favorable stockholder vote on a 2005 proposal seeking to reduce stockholder supermajority voting requirements, the definitive proxy statement filed on Mar. 14, 2006 included management proposals to remove three supermajority approval requirements. See definitive proxy statement filed on Mar. 14, 2006 at 54-58. The proposals passed. See Quarterly Report on Form 10-Q filed on May 5, 2006 at 113.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Citizens Communications Company <sup>81</sup> Preexisting Charter and Bylaw, and 7/26/06 Policy	Charter, Bylaw and Policy	<p><u>Charter:</u> FOURTH . . . (c) Each holder of Common Stock shall at every meeting of the stockholders be entitled to one vote in person or by written proxy signed by him for each full share of Common Stock owned by him and shall be entitled to vote upon all such matters as may come before the stockholders including without limitation the election of directors, which shall be decided by majority vote of the Common Stock present or represented by proxy and entitled to vote at the meeting.</p> <p><u>Bylaw:</u> DIRECTORS Section 5 . . . Directors shall otherwise be elected by the stockholders at the annual meeting and shall hold office until the next annual election and until their successors are elected and qualified. At all elections of Directors of this Corporation each stockholder shall be entitled to one vote in person or by written proxy signed by him, for each share of stock owned by him, and election shall be by majority vote of the stock present or represented by proxy and entitled to vote at the meeting.</p> <p><u>Policy:</u> Any director who fails to win a majority of the affirmative votes for his or her election at a meeting of stockholders shall immediately tender his or her resignation to the Board. The Board will decide at its next regularly scheduled meeting, through a process managed by the Nominating and Corporate Governance Committee and excluding the director in question, whether the resignation from the Board is accepted.</p>
Citrix Systems, Inc. <sup>82</sup> (2/7/07)	Policy	<p>11. <u>Voting for Directors.</u> In an uncontested election, any nominee for Director who receives (i) a greater number of votes “withheld” from his or her election than votes “for” such election and (ii) votes “withheld” from his or her election that constitute thirty-five percent (35%) or more of the outstanding shares of the Company’s Common Stock (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the stockholder vote.</p> <p>The Nominating and Corporate Governance Committee shall promptly consider the resignation offer, a range of possible responses based on the circumstances that led to the Majority Withheld Vote (if known), including, without limitation, actions intended to address the underlying causes of such circumstances, and make a recommendation to the Board. The Board will act on the Nominating and Corporate Governance Committee’s recommendation within 90 days following certification of the stockholder vote. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director’s offer of resignation.</p> <p>Thereafter, the Board will promptly disclose its decision and an explanation of the factors it considered in making its decision regarding whether to accept the Director’s resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Current Report on Form 8-K furnished to the Securities and Exchange Commission.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. It is the intent of the Board that resignation offers delivered pursuant to this provision shall provide that any such resignation shall be effective upon, and only in the event that, (i) the Board accepts such resignation and (ii) the earlier to occur of the date that such director’s successor is elected and qualified or the date that the Board decreases the number of directors constituting the whole Board.</p> <p>If each member of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the</p>

<sup>81</sup> The majority vote provisions set forth above do not include a carve-out for contested elections.

<sup>82</sup> The UBCJA submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Sep. 17, 2007 at 49-51. According to the company’s investor relations department, the proposal passed. The existing majority vote policy of Citrix Systems, Inc. is the only majority vote policy which requires that a stockholder who has received a majority withhold vote also have received a withhold vote which represents 35% or more of the outstanding shares. This two-step approach appears intended to address the issue of the magnified power of activist investors under a majority system, particularly if a relatively low number of shares are voted in the election of directors.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.
CKE Restaurants, Inc. (12/7/06)	Bylaw (including director resignation policy)	<p>Section 3.3 Election of Directors.</p> <p>(A) In an uncontested election of directors, each director of the Corporation shall be elected by a majority of the votes cast by the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors (a “majority vote”); provided, however, that, in a contested election, the directors shall be elected by a plurality of the votes cast by the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. For purposes of this Section 3.3, (i) an “uncontested election” is an election in which the number of nominees for director is not greater than the number of directors to be elected, (ii) a “contested election” is an election in which the number of nominees for director nominated by (a) the Board or (b) any stockholder or (c) a combination of the Board and any stockholder, exceeds the number of directors to be elected, and (iii) a “majority of the votes cast” means that the number of votes “for” a nominee for director must exceed fifty percent (50%) of the votes cast. Votes “against” a nominee for director will count as votes cast, but “abstentions” will not count as votes cast. Prior to the meeting, the Board shall determine whether an election constitutes a contested election, and such determination shall remain effective from the date of such determination regardless of any change in the number of nominees for director or the number of directors to be elected.</p> <p>(B) In order for any incumbent director to become a nominee for further service on the Board, such person must submit an irrevocable letter of resignation to the Board, which offer of resignation shall become effective (i) upon that incumbent director not receiving a majority vote in an uncontested election, and (ii) upon acceptance of the offer of resignation by the Board as set forth in this Section 3.3. Within sixty (60) days following certification of the stockholder vote, the Corporation’s Nominating and Corporate Governance Committee (the “Committee”) shall recommend to the Board the action to be taken with respect to such offer of resignation. In determining whether or not to recommend that the Board accept any resignation offer, the Committee shall be entitled to consider all factors believed relevant by the Committee’s members, including, without limitation: (i) any stated reasons for the incumbent director not receiving the required majority vote and whether the underlying cause or causes are curable; (ii) the factors, if any, set forth in the guidelines or other policies that are to be considered by the Committee in evaluating potential candidates for the Board as such factors relate to each incumbent director who has so offered his or her resignation; (iii) the length of service of such incumbent director; (iv) the effect of such resignation on the Corporation’s compliance with any law, rule, regulation, stock exchange listing standards or contractual obligations; (v) such incumbent director’s contributions to the Corporation; and (vi) any other factors that the Committee believes are in the best interests of the Corporation. The Board shall act on the Committee’s recommendation within ninety (90) days following certification of the stockholder vote and shall notify the incumbent director concerned of its decision. In determining whether or not to accept any resignation offer, the Board shall take into account the factors considered by the Committee and any additional information and factors that the Board believes to be relevant. If any director’s resignation offer is not accepted by the Board, the Board shall, within four (4) business days after reaching its decision, publicly disclose the decision, including the reasons for not accepting an offer of resignation, by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication. Any director who tenders his or her offer to resign shall not participate in either the Committee’s or the Board’s consideration or other actions regarding whether to accept the offer of resignation. If each member of the Committee did not receive the required majority vote, a majority of the Board shall appoint a special committee of independent directors for such purpose of making a recommendation to the Board. If no independent directors received the required majority vote, the Board shall act on the resignation offers.</p>
		<p>(C) If any incumbent director’s resignation offer is not accepted by the Board, such incumbent director shall continue to serve on the Board for the term for which he or she would have been elected and until his or her successor is duly elected and qualified, or until the incumbent director’s earlier death, resignation, or removal. If an incumbent director’s offer of resignation is accepted by the Board pursuant to this Section 3.3, or if a nominee for director is not elected by a majority vote and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3.5 hereof.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Clear Channel Communications, Inc. <sup>83</sup> (7/25/06)	Bylaw (including director resignation policy)	<p>(a) <u>Majority Vote</u>. Each director to be elected by shareholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present; provided, however, that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the votes cast. Cumulative voting shall not be permitted. For purposes of this section, a majority of the votes cast means that the number of votes cast “for” a director must exceed the number of votes cast “against” that director. Votes cast shall exclude abstentions with respect to a director’s election.</p> <p>(b) <u>Resignation</u>. If a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the Board of Directors. The Nominating and Governance Committee shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Nominating and Governance Committee’s recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within ninety (90) days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director’s resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director’s resignation is accepted by the Board of Directors pursuant to this section, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 5 of this Article or may decrease the size of the Board of Directors pursuant to the provisions of Section 3 of this Article.</p>
The Clorox Company <sup>84</sup> (9/19/06 as amended 9/18/07)	Bylaw (including director resignation policy)	<p><u>9/19/07 Amended Version of Bylaw:</u></p> <p>ARTICLE I</p> <p>Section 7. Proxies and Voting. . .</p> <p>(b) Each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if (i) the Secretary of the corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Article I, Section 10 of these Bylaws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the day next preceding the date the corporation first mails its notice of meeting for such meeting to the stockholders, the directors shall be elected by the vote of a plurality of the votes represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board. The Nominating and Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board’s decision.</p> <p>Section 10. Meetings.</p>

<sup>83</sup> As to cumulative voting generally, see Note 66. In Apr. 2006, CalPERS placed the company on its annual focus list of corporations with poor financial and governance performance. Press Release, CalPERS (Apr. 19, 2006).

<sup>84</sup> The UBCJA indicated that it submitted a non-binding majority proposal for 2006. The amended majority vote bylaw set forth above was adopted as part of a group of amendments described in Item 5.03 of the Current Report on Form 8-K filed on Sep. 24, 2007, including amendments to: (a) clarify the business that may be brought before a special meeting of stockholders, (b) modify the information and timing requirements in connection with the notice of any business or nominations proposed to be brought before an annual meeting of stockholders, (c) provide that a special board meeting may be called by the chairman, CEO or a majority of directors (rather than two directors) and (d) make express the company’s ability to issue uncertificated shares.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(a) Nominations of persons for election to the Board of Directors and the proposal of business to be transacted by the stockholders may be made at an annual meeting of stockholders (i) pursuant to the corporation’s notice with respect to such meeting, (ii) by or at the direction of the Board of Directors or (iii) by any stockholder of record of the corporation who was a stockholder of record at the time of the giving of the notice provided for in the following paragraph, who is entitled to vote at the meeting and who has complied with the notice procedures set forth in this section.</p> <p>(b) . . . Such stockholder’s notice shall set forth (i) as to each person whom the stockholder proposes to nominate for election or reelection as a director all information relating to such person as would be required to be disclosed in solicitations of proxies for the election of such nominees as directors pursuant to Regulation 14A under the Exchange Act, such person’s written consent to serve as a director if elected and a statement whether such person, if elected, intends to tender a resignation effective upon such person’s failure to receive the required vote for re-election at the next meeting at which such person would face re-election and upon acceptance of such resignation by the Board of Directors, in accordance with the corporation’s Bylaws . . .</p> <p><u>9/19/06 Version of Bylaw:</u></p> <p>(c) Except as provided in Sections 1 and 2 of Article II, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that, if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this subsection (c), a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board. The Nominating and Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Nominating and Governance Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board’s decision. Except as otherwise required by law, all other matters shall be determined by a majority of the votes cast.</p>
<p>CMS Energy Corporation (3/31/06, as amended 10/27/06)</p>	<p>Policy</p>	<p><u>10/27/06 Amended Version of Policy:</u></p> <ul style="list-style-type: none"> <li>• <u>Failure to Receive a Majority Vote:</u> In an uncontested election, any Director nominee who receives less than a majority of the shareholder vote is required to promptly tender his or her resignation following certification of the election. <ul style="list-style-type: none"> <li>○ A majority means that the number of shares voted “for” a Director is more than fifty percent of the votes cast with respect to that Director, not including abstentions (a “Majority Cast Vote”).</li> <li>○ The Governance and Public Responsibility Committee will promptly consider the Director’s resignation offer and recommend that the Board accept or decline it. The Board must act on the Committee’s recommendation and provide its reasoning within 90 days following the vote certification. A resigning Director cannot participate in the Committee or Board action regarding his or her resignation offer.</li> <li>○ If each member of the Committee failed to receive a Majority Cast Vote in the same election, then the independent Directors who did receive Majority Cast Vote may appoint a committee from amongst themselves to consider the resignation offers and make recommendations to the Board. However, if in the same election, only three or fewer independent Directors received a Majority Cast Vote, then all such Directors may participate in the actions regarding the resignation offers.</li> </ul> </li> </ul> <p><u>3/31/06 Version of Policy:</u></p> <p>The Governance and Public Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of CMS Energy Corporation (the “Corporation”) at its meeting on March 30, 2006 recommended, and the Board at its meeting on March 31, 2006 approved, the addition of a new policy statement within the Corporate Governance Principles with respect to the election of Directors in order to offer shareholders a meaningful alternative to the current “plurality vote” requirement of state law. It is the opinion of legal counsel that the Michigan Business Corporation Act would only allow the adoption of a mandatory “majority voting” provision in the context of a shareholder-approved amendment to the</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Corporation's Restated Articles of Incorporation, and legal counsel advised against such an amendment to the Restated Articles for various reasons that were discussed at the Committee's meeting. Therefore, the Committee recommended and the Board adopted a policy pursuant to which a Director who receives less than a majority of votes cast by shareholders in an election of Directors should offer his or her resignation for appropriate corporate governance review. More specifically, the following language will be included in the Corporate Governance Principles at the time of their pending amendment and restatement and in the interim will be deemed immediately effective and should be disclosed to the Corporation's shareholders:</p> <p>"In an uncontested election, any nominee for the Corporation's Board of Directors (a "Director") who receives less than a majority of the votes cast by the Corporation's shareholders in an election of such Director shall promptly tender his or her resignation following certification of the shareholder vote. For such purposes, a majority of the votes cast means that the number of shares voted "for" a Director must exceed 50% of the votes cast with respect to that Director, without regard to the effect of abstentions (a "Majority Cast Vote").</p> <p>The Governance and Public Responsibility Committee shall consider such Director's resignation offer and promptly recommend to the Board of Directors whether to accept or decline it. The Board will act on the Committee's recommendation within 90 days following certification of the shareholder vote, and contemporaneously with that action will cause the Corporation to publicly disclose the Board's decision whether to accept or decline such Director's resignation offer (and the reasons for declining the resignation offer, if appropriate).</p> <p>A Director who tenders his or her resignation pursuant to this provision shall not participate in the Committee recommendation or Board action regarding whether to accept or decline his or her resignation offer. If each member of the Committee failed to receive a Majority Cast Vote at the same election, then the independent Directors who did receive a Majority Cast Vote may appoint a committee from amongst themselves to consider the resignation offers and recommend to the Board whether to accept or decline them. However, if only three or fewer of such independent Directors received a Majority Cast Vote at the same election, then all Directors may participate in the actions regarding whether to accept or decline the resignation offers (excepted as provided in the first sentence of this paragraph)."</p>
The Coca-Cola Company (10/19/06)	Bylaw (including director resignation policy)	<p>A nominee for director election shall be elected by the affirmative vote of a majority of the votes cast with respect to such nominee at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by a plurality of the votes of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. In an election of directors, a majority of the votes cast means that the number of votes cast "for" a nominee must exceed 50% of the votes cast with respect to such nominee (excluding abstentions). If a director is not elected, the director shall promptly tender his or her resignation to the Board of Directors. The Committee on Directors and Corporate Governance will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the resignation taking into account the recommendation of the Committee on Directors and Corporate Governance and publicly disclose its decision and the rationale behind it within 100 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the decisions of the Committee on Directors and Corporate Governance or the Board of Directors that concern such resignation. If a director's resignation is accepted by the Board of Directors pursuant to this By-Law, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article VI, Section 2 or may decrease the size of the Board of Directors pursuant to the provisions of Article II, Section 1.</p>
Colgate-Palmolive Company <sup>85</sup> (3/8/07 Bylaw, and 10/6/05 Policy, as amended 1/06 and 2007)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>7. . . (B). . . Nominations of persons for election to the board of directors of the corporation may be made at a meeting of stockholders by or at the direction of the board of directors or by any stockholder of the corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this bylaw 7(B)... Such stockholder's notice shall set forth (l) as to each person whom the stockholder proposes to nominate for election or re-election as a director. . . (e) the signed agreement by such nominee required by by-law 12(C)(3)....</p>

<sup>85</sup> William Steiner, a stockholder activist, submitted a majority vote proposal for 2006. See Rosanna Landis Weaver, Shareholder Activists Emphasize Accountability, ISS Governance Weekly, Dec. 22, 2005 [hereinafter Activists Emphasize Accountability]. Steiner's proposal did not, however, appear in the definitive proxy statement filed on Mar. 31, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>12... (C) (1) Each director to be elected by stockholders shall be elected by the vote of a majority of the votes cast at any meeting for the election of directors at which a quorum is present, subject to the rights of the holders of any series of preferred stock to elect directors in accordance with the terms thereof. For purposes of this by-law 12(C)(1), a majority of votes cast shall mean that the number of shares voted “for” a director’s election exceeds 50% of the number of votes cast with respect to that director’s election. Votes cast shall include votes against and exclude abstentions with respect to that director’s election. Notwithstanding the foregoing, in the event of a contested election of directors, directors shall be elected by the vote of a plurality of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this by-law (12)(C)(1), a contested election shall mean any election of directors in which the number of candidates for election as director exceeds the number of directors to be elected, with the determination thereof being made by the secretary of the corporation as of the close of the applicable notice of nomination period set forth in by-law 7(B) based on whether one or more notice(s) of nomination were timely filed in accordance with said by-law 7(B) (provided that the determination that an election is a “contested election” shall be determinative only as to the timeliness of a notice of nomination and not otherwise as to its validity).</p>
		<p>(2) If a nominee for director who is an incumbent director is not elected, and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the board of directors in accordance with the agreement contemplated by by-law 12(C)(3). The corporate governance committee shall make a recommendation to the board of directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The board of directors shall act on the tendered resignation, taking into account the corporate governance committee’s recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The corporate governance committee in making its recommendation and the board of directors in making its decision may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the corporate governance committee or the decision of the board of directors with respect to his or her resignation. If such incumbent director’s resignation is not accepted by the board of directors, such director shall continue to serve until the end of his or her term and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director’s resignation is accepted by the board of directors pursuant to this by-law 12(C)(2), or if a nominee for director is not elected and the nominee is not an incumbent director, then the board of directors, in its sole discretion, may fill any resulting vacancy pursuant to by-law 48 or may decrease the size of the board of directors pursuant to by-law 12(A).</p> <p>(3) To be eligible to be a nominee for election or reelection as a director of the corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under by-law 7(B)) to the secretary at the principal executive offices of the corporation a written agreement (in the form provided by the secretary upon written request) that such person will abide by the requirements of by-law 12(C)(2).</p> <p><u>2007 Amended Version of Policy:</u></p> <p><b>Majority Voting in Director Elections</b></p> <p>Under Colgate’s by-laws, in an uncontested election for directors (i.e., an election where there are the same number of nominees as seats on the Board), directors must be elected by a majority of the votes cast at the meeting. A majority of votes cast is defined to mean that the number of shares voted “for” a director’s election exceeds 50% of the votes cast with respect to that director’s election. “Votes cast” include votes for or against each nominee and exclude abstentions.</p> <p>If a nominee for director who is an incumbent is not re-elected by a majority of the votes cast as set forth above, and no successor has been</p>

According to Item 5.03 of the Current Report on Form 8-K filed on Jun. 7, 2007, the board amended the bylaws to add a provision giving stockholders the ability to call a special meeting upon receipt of written requests from holders of shares representing at least 25% of the votes of the outstanding shares of capital stock entitled to vote on the business proposed to be conducted at such meeting, subject to certain notice and information requirements. At the same time, the Board adopted conforming amendments to the advance notice procedure for stockholders to bring items of business or director nominees before the annual meeting and the procedure for stockholders to act by written consent contained in Article 7 of the bylaws to conform these with the new special meeting provision and/or to update them in accordance with developments in Delaware law. It also amended Article 52, on fixing a record date, to track the Delaware General Corporation Law on this topic. See Item 5.03 of the Current Report on Form 8-K filed on Jun. 7, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>elected at the meeting, the by-laws require the director to promptly tender his or her resignation to the Board of Directors in accordance with an agreement that each nominee is required to sign in order to be eligible for election or reelection as a director.</p> <p>The Nominating and Corporate Governance Committee shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation or to take other action. The Board of Directors shall act on the tendered resignation, taking into account the committee's recommendation, and shall publicly disclose its decision and rationale within 90 days from the date of certification of the election results. The committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate or relevant. The director who tenders his or her resignation shall not participate in the recommendation of the committee or the decision of the Board of Directors with respect to his or her resignation.</p> <p>To the extent that one or more directors' resignations are accepted by the Board, or if a nominee who is not an incumbent director is not elected, then the Board in its discretion may determine either to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>In contested elections, where there are more nominees than seats on the Board, directors are to be elected by a plurality vote. This means that the nominees who receive the most votes of all the votes cast for directors will be elected.</p>
		<p><u>1/06 Amended Version of Policy:</u></p> <p>Any nominee for Director in an uncontested election (i.e., an election where the only nominees are those recommended by the Board of Directors) who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote for consideration by the Nominating and Corporate Governance Committee (the "Committee").</p> <p>The Committee will promptly consider the tendered resignation and will recommend to the Board whether to accept or reject it. In making this recommendation, the Committee will consider all factors deemed relevant by its members, including, without limitation, the stated reasons why shareholders "withheld" votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director's contributions to the Company and the Company's Corporate Governance Guidelines.</p> <p>The Board will act on the Committee's recommendation no later than 90 days following the date of the shareholders' meeting where the election occurred. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more Directors' resignations are accepted by the Board, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Committee received a greater number of votes "withheld" from their election than votes "for" their election at the same election, then the independent Directors who are on the Board who did not receive a greater number of votes "withheld" from their election votes "for" their election will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a greater number of votes "withheld" from their election than votes "for" their election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of Directors of the Company.</p> <p><u>10/6/05 Version of Policy:</u></p> <p>Any nominee for Director in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board the</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		action to be taken with respect to such tendered resignation.
Colonial Properties Trust (10/27/05)	Policy	In an uncontested election, any nominee for Trustee who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote to the Governance Committee. The Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Governance Committee’s recommendation within 90 days following certification of the shareholder vote.
Comerica Incorporated (1/23/07 Bylaw, replacing 11/14/06 Policy)	Bylaw (including director resignation policy)	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p><b>SECTION 12. NOMINATIONS OF DIRECTOR CANDIDATES.</b> Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation, except as may be otherwise provided in the Corporation’s certificate of incorporation with respect to the right of directors to fill any vacancies on the Board of Directors, and the right of holders of preferred stock of the Corporation to nominate and elect a specified number of directors in certain circumstances. . . .</p>
		<p>In addition, to be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Article II, Section 9 and Article III, Section 12 of these bylaws, in the case of director nominations by stockholders) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and, if applicable, the background of any other person or entity (other than the Board of Directors) on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) will abide by the requirements of Article III, Section 13 of these bylaws, (B) is not and will not become a party to (1) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a “Voting Commitment”) that has not been disclosed to the Corporation or (2) any Voting Commitment that could limit or interfere with such person’s ability to comply, if elected as a director of the Corporation, with such person’s fiduciary duties under applicable law, (C) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein, and (D) in such person’s individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation.</p> <p><b>SECTION 13. ELECTION OF DIRECTORS.</b> At any meeting for the election of directors at which a quorum is present, each nominee shall be elected by the vote of the majority of the votes cast with respect to the director, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section 13, a majority of the votes cast means that the number of shares voted “for” a director must exceed 50% of the votes cast with respect to that director. Votes cast shall include only votes cast with respect to stock present in person or represented by proxy at the meeting and entitled to vote and shall exclude abstentions with respect to the election of a director.</p> <p>If a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director will promptly tender his or her resignation to the Board of Directors. The Corporate Governance and Nominating Committee of the Board of Directors shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other actions should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Corporate Governance and Nominating Committee’s recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Corporate Governance and Nominating Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Corporate Governance and Nominating Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director’s resignation is not accepted by the</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to these bylaws, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the Corporation's certificate of incorporation or may decrease the size of the Board of Directors pursuant to the Corporation's certificate of incorporation.</p> <p><u>Former Policy:</u></p> <p>In an uncontested election of Directors (i.e., an election where the only nominees are those individuals recommended by the Board of Directors), any nominee for Director who receives a greater number of votes "withheld" from his or her election than the number of votes "for" his or her election will promptly tender his or her resignation to the Corporate Governance and Nominating Committee of the Board.</p>
		<p>The Corporate Governance and Nominating Committee will promptly consider the resignation and recommend to the Board whether to accept it. In determining whether to accept or reject the tendered resignation, the Corporate Governance and Nominating Committee will consider the best interests of Comerica and its shareholders. In addition, if applicable, the Corporate Governance and Nominating Committee also will recommend to the Board whether to fill such vacancy or to reduce the size of the Board.</p> <p>Any nominee who tenders his or her resignation pursuant to this policy will not participate in the Corporate Governance and Nominating Committee or Board consideration regarding whether to accept the tendered resignation.</p> <p>If a majority of the Corporate Governance and Nominating Committee members receive a greater number of "withheld" votes in their election than votes "for" their election at the same election, then the independent Directors who are on the Board and did not receive a greater number of votes "withheld" from their election than votes "for" their election (or who were not standing for re-election) will add members to the Corporate Governance and Nominating Committee or appoint a special Board committee amongst themselves for the sole purpose of considering the tendered resignations and making a recommendation to the Board.</p> <p>The Board will take action on the Corporate Governance and Nominating Committee's recommendation no later than 90 days following the date of the annual shareholders meeting when the election occurred, unless such action would cause Comerica to violate any requirement of the New York Stock Exchange and/or the Securities and Exchange Commission or other regulatory agency or agencies having jurisdiction over the affairs of Comerica, in which event the Board will take action as promptly as is practicable while continuing to meet such requirements. Upon deciding whether to accept the resignation, the Board will promptly disclose its decision and the factors and procedures used to make such decision in a press release to be disseminated in the manner that Comerica's press releases are typically distributed and file a Form 8-K with the Securities and Exchange Commission disclosing the same information.</p>
Comverse Technology, Inc. <sup>86</sup>	Policy (company)	<u>Proposed Charter Amendment:</u>

<sup>86</sup> Comverse Technology, Inc.'s majority vote policy and proposed charter amendment were approved by the board as part of a package of governance reforms including: (a) adoption of a proxy access bylaw amendment, (b) formation of a shareholder advisory group to serve "as a forum for gathering input from significant shareholders about board composition and director nominations", (c) adoption of revised corporate governance guidelines which, among other things, provide for the separation of the positions of CEO and chairman, term limits for directors and principles for director compensation and stock ownership guidelines. See Items 5.03 and 8.01 of the Current Report on Form 8-K filed on Apr. 23, 2007. The Current Report on Form 8-K also indicated that if the majority vote charter amendment is approved, the company's bylaws will be amended by deleting the reference to plurality voting and replacing it with a reference to a majority voting standard. Revised preliminary proxy soliciting materials filed by Oliver Press Partners, LLC and other parties on Apr. 24, 2007, indicate that such parties intended to solicit stockholders for purposes of demanding the calling of a special stockholders meeting at which directors would be elected. According to the preliminary soliciting materials, the company had not had an annual meeting since June 2005. The preliminary soliciting materials also highlighted that: (i) the company had option backdating issues, (ii) the company had not filed financial statements since the Fall of 2005, (iii) the former CEO and two other former officers have been the subjects of criminal investigations and (iv) the company's former CEO is a fugitive living in Africa. Oliver Press Partners and related parties dropped their request for a special meeting after the company agreed to appoint Augustus K. Oliver (founder of Oliver Press Partners) and A. Alex Porter (a founder of Porter Orlin LLC, a New York-based investment management firm) to the company's board. See Ted Allen, In Brief: Comverse Technology Settles with Dissidents, ISS Governance Weekly, Jun. 1, 2007, available at [http://www.issproxy.com/governance\\_weekly/2007/050.html](http://www.issproxy.com/governance_weekly/2007/050.html).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(4/20/07)	to present majority vote charter amendment for approval at next annual stockholders meeting)	<p>At each annual meeting of shareholders, directors shall be elected by a “majority of votes cast” (as defined herein) to hold office until the next annual meeting, unless the election is contested, in which case directors shall be elected by a plurality of votes cast. An election shall be contested if, as determined by the Board of Directors, the number of nominees exceeds the number of directors to be elected. A “majority of votes cast” means that the number of shares voted “for” a director exceeds the number of votes “withheld” or cast “against” that director.</p> <p><u>Policy:</u></p> <p>V.</p> <p>B. Majority Voting and Director Resignation</p> <p>The Board believes that a majority vote standard is appropriate for uncontested elections of directors. Under New York law, to change from a plurality vote for the election of directors to a majority vote standard requires an amendment to the Company’s Certificate of Incorporation, which, in turn, requires shareholder approval. The Board intends to seek approval for such an amendment at the next annual meeting of shareholders.</p> <p>The Board has adopted a policy that, as a condition for nomination or re-nomination, a director nominee shall agree to submit a letter of resignation from the Board in the event the director fails to receive a majority of votes cast in an uncontested election. A “majority of votes cast” means that the number of shares voted “for” a director exceeds the number of votes cast as “withheld” or “against” that director. A nominee who does not receive a majority of the votes cast shall immediately tender his or her resignation, and the Board of Directors shall decide, through a process managed by the Corporate Governance &amp; Nominating Committee and excluding the nominee in question, whether to accept the resignation at its next regularly scheduled Board meeting and in any event within 90 days after the certification of the election results. Absent a compelling reason for the director to remain on the Board, it is expected that the Board will accept the resignation. The Board’s explanation of its decision shall be promptly disclosed in a Current Report on Form 8-K filed with the Securities and Exchange Commission.</p>
ConAgra Foods, Inc. <sup>87</sup> (7/14/06)	Bylaw (including director resignation policy)	<p>Each director shall be elected by the vote of the majority of the votes cast with respect to that director’s election at any meeting for the election of directors at which a quorum is present; provided, if the number of persons properly nominated to serve as directors exceeds the number of directors to be elected, then each director of the corporation shall be elected by the vote of a plurality of the shares present in person or by proxy at the meeting and entitled to vote on the election of directors. For purposes of this By-Law, a majority of votes cast shall mean that the number of shares voted “for” a director’s election exceeds 50% of the number of votes cast with respect to the director’s election; votes cast shall include votes to withhold authority and exclude abstentions with respect to the director’s election.</p> <p>If a nominee for director is not elected and the nominee is an incumbent director, the director shall promptly tender his or her resignation to the Board of Directors, subject to acceptance by the Board of Directors. The Corporate Governance Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Corporate Governance Committee’s recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of certification of the election results. The Corporate Governance Committee in making its recommendation and the Board of Directors in making its decision may each consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation.</p> <p>If a director’s resignation is accepted by the Board of Directors pursuant to this By-Law, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Section 8 of Article III of these By-Laws or may decrease the size of the Board of Directors pursuant to the provisions of Section 2 of Article III of these By-Laws.</p>

<sup>87</sup> The UBCJA indicated that it had presented a non-binding majority proposal for 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Concho Resources Inc. <sup>88</sup> (7/27/07)	Policy	<p><b>F. Director Resignation</b></p> <p>The Board expects a director to tender his or her resignation if he or she receives more votes withheld from such director's election or re-election than votes for such director's election or re-election at a meeting of stockholders at which such director is nominated for election or re-election to the Board. In such event, the Nominating &amp; Governance Committee will determine whether to accept the director's resignation and will submit such recommendation for consideration by the Board, and the Board will take action with respect to the resignation within 90 days following the date of the stockholders' meeting at which such director was nominated for election or re-election. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating &amp; Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.</p>
		<p>Following the Board's decision, the Company, within four business days after such decision is made, will publicly disclose in a Form 8-K filed with the Securities and Exchange Commission the Board's decision whether to accept the resignation, together with a full explanation of the process by which the decision was reached and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.</p> <p>If a majority of the members of the Board fail to receive more votes for than withheld for election or re-election, then an ad hoc committee comprised of the independent directors then serving on the Board who were elected in accordance with the Company's Bylaws (the "Ad Hoc Committee") shall serve in place of the Nominating &amp; Governance Committee and the Board and perform the Nominating &amp; Governance Committee's and the Board's duties for purposes of this guideline. Notwithstanding the foregoing, if there are fewer than three directors eligible to serve on an Ad Hoc Committee, then all of the independent members of the Board (other than the individual director whose resignation is being considered) will make the determination to accept or reject an individual tendered resignation.</p> <p>The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (1) the failure to receive the required vote at the next annual meeting at which they face re-election and (2) Board acceptance of the resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with the above practice.</p>
ConocoPhillips <sup>89</sup> (2/9/07 Bylaw, replacing 2/20/06 Policy)	Bylaw (including director resignation policy)	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 13. Required Vote for Directors.</p> <p>(A) Majority Vote. Except in cases where, as of the meeting date, the number of nominees exceeds the number of directors to be elected, each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this By-Law, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold</p>

<sup>88</sup> The majority vote policy set forth above was adopted in connection with the company's initial public offering. See Press Release, Concho Resources, Inc. (Aug. 2, 2007), which indicates that the offering was priced on Aug. 2, 2007.

<sup>89</sup> 2005 non-binding majority proposal from the UBCJA received support from 48.5% of votes cast, per Georgeson Shareholder. See Georgeson Review at 21. The UBCJA also submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Apr. 3, 2006 at 43-44. The 2006 proposal received support from approximately 43% of votes cast, per ISS. See Growing Support and Press Release, ConocoPhillips (May 10, 2006). Concurrently with adopting a majority vote bylaw, the board also adopted a series of amendments to the bylaws, including amendments which: (a) provide that the chairman of any stockholders meeting has the power to adjourn the meeting until a quorum is present, (b) set forth the nomination process for directors at a special meeting of stockholders, (c) provide that the size of the board will be between 6 and 20, with the exact number to be determined from time to time by the board, and (d) require mandatory reimbursement of directors' expenses in connection with their attendance at board and committee meetings. Additionally, the company amended its Code of Business Ethics and Conduct to include a related party transaction provision. See Item 5.03 of the Current Report on Form 8-K filed on Feb. 12, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		authority in each case and exclude abstentions with respect to that director's election.
		<p>(B) Resignation. If a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the Board of Directors pursuant to the agreement required by Section 14 of these By-Laws. The Committee on Directors' Affairs shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation taking into account the recommendation of the Committee on Directors' Affairs and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Committee on Directors' Affairs, in making its recommendation, and the Board of Directors, in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Committee on Directors' Affairs or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this By-Law, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy or unfilled, newly created directorship pursuant to the provisions of Article III, Section 2 of these By-Laws or may decrease the size of the Board of Directors pursuant to the provisions of Article III, Section 1 of these By-Laws.</p> <p>Section 14. Additional Required Information. To be nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 10 or Section 12, as applicable, of this Article II) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which form of questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) will abide by the requirements of Section 13 of this Article II. . . .</p> <p><u>Former Policy:</u></p> <p>In an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Committee on Directors' Affairs will promptly consider the resignation submitted by a Director receiving a greater number of votes "withheld" from his or her election than votes "for" his or her election, and the Committee on Directors' Affairs will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Committee on Directors' Affairs will consider all factors deemed relevant by the members of the Committee on Directors' Affairs including, without limitation, the stated reasons why shareholders "withheld" votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director's contributions to the Company, and the Company's Corporate Governance Guidelines.</p> <p>The Board will act on the Committee on Directors' Affairs' recommendation no later than 90 days following the date of the shareholders' meeting where the election occurred. In considering the Committee on Directors' Affairs' recommendation, the Board will consider the factors considered by the Committee on Directors' Affairs and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Committee on Directors' Affairs' recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more Directors' resignations are accepted by the Board, the Committee on Directors' Affairs will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Committee on Directors' Affairs recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Committee on Directors' Affairs received a greater number of votes "withheld" from their election than votes "for" their election at the same</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>election, then the independent Directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a greater number of votes “withheld” from their election than votes “for” their election or who were not standing for election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company</p>
Constellation Energy Group, Inc. <sup>90</sup> (effective 4/10/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p>Section 2. - <i>Number and Election of Directors.</i></p> <p>The Corporation shall have at least seven Directors (subject to the first sentence of Section 3 of this Article III); provided that the Board of Directors may alter the number of Directors from time to time so long as such number does not exceed 20. Any alteration in the number of Directors will not affect the tenure of office of any Director.</p> <p>Each Director will stand for election at each Annual Meeting of the stockholders. Directors shall hold office until the next Annual Meeting and until their successors are elected and qualified, or until their earlier resignation or removal.</p> <p>A Director shall be elected by a majority of the votes cast with respect to the Director at any meeting for the election of Directors at which a quorum is present; provided that, if the number of nominees exceeds the number of Directors to be elected, the Directors shall be elected by the vote of a plurality of all votes cast for the election of Directors at the meeting. For purposes of this Article III, a majority of the votes cast with respect to a Director means that the number of votes cast “for” a Director must exceed the number of votes cast “against” that Director.</p> <p><u>Policy:</u></p> <p>The Company’s bylaws provide that, in the case of uncontested elections, each director is elected by a majority of the votes cast with respect to the director. If an incumbent director is not elected by the requisite majority vote at an annual or special meeting held for the purpose of electing directors (where the election is uncontested), he or she shall promptly offer to resign from the Board. The Nominating and Corporate Governance Committee will evaluate any such offer to resign in light of the best interests of the Company. The committee will make a recommendation to the Board to accept or reject such an offer to resign and may make a recommendation to take other action. The Board will consider the Nominating and Corporate Governance Committee’s recommendation and publicly disclose its decision whether to take any action, and the rationale behind its decision, within 90 days from the date of final calculation of the election results. A director who has offered to resign will not participate in the deliberations of the Nominating and Corporate Governance Committee or in the Board’s consideration of the committee’s recommendation with respect to that director.</p> <p>If a majority of the members of the Nominating and Corporate Governance Committee have offered to resign, then the independent directors (determined according to Section 2 hereof) who have not offered to resign will form a committee from among themselves for the purpose of considering the offers to resign, making recommendations to the Board to accept or reject those offers and, if appropriate, making recommendations to take other actions. If there are no such independent directors, then all of the independent directors, excluding the director whose offer to resign is being considered, shall constitute a committee to consider each offer to resign, make a recommendation to the Board to accept or reject that offer and, if appropriate, make a recommendation to take other actions.</p>

<sup>90</sup> Member of Majority Vote Work Group. See Note 18. Concurrently with adopting the majority vote bylaw and policy set forth above, the board approved amendments to the company’s charter and bylaws declassifying the board. Each director whose term would not otherwise have expired at the 2007 annual meeting agreed in writing that such director’s term would expire effective at the 2007 annual meeting, and when his or her successor had been elected and qualified. Accordingly, each director agreed to stand for election at the 2007 annual meeting. No stockholder action was required under the laws of Maryland, the jurisdiction in which Constellation Energy Group, Inc. is incorporated, to effect the declassification. The 2006 proxy statement of the company included a non-binding declassification proposal from the IBEW. See definitive proxy statement filed on Nov. 6, 2006 at 36-37. Management did not oppose the IBEW proposal. The proposal passed. See Annual Report on Form 10-K filed on Feb. 27, 2007 at 24.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Continental Airlines, Inc. (11/29/06)	Bylaw (consisting of director resignation policy tied to a plurality standard) and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE I</p> <p><u>Section 1.6 Voting.</u> Except as otherwise provided by the Restated Certificate of Incorporation or these Bylaws, whenever Directors are to be elected at a meeting, they shall be elected by a plurality of the votes cast at the meeting by the holders of stock entitled to vote. . . .</p> <p>ARTICLE II</p> <p><u>Section 2.3 Resignation.</u></p> <p>(A) Any Director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. Any such resignation shall take effect at the time received by the Corporation, unless the resignation specifies a later effective date or an effective date determined upon the happening of one or more events, such as failing to receive a specified vote for re-election as a Director.</p> <p>(B) A Director's resignation which is conditioned upon the Director failing to receive a specified vote for re-election as a Director may provide that it is irrevocable.</p> <p>(C) If an incumbent Director does not receive the vote for re-election specified in his or her conditional resignation in an uncontested election of Directors, the Board of Directors (or a committee designated by the Board of Directors) shall, no later than 60 days following the date of the certification of the election results, consider the attendant circumstances and any other factors it deems relevant and determine whether to accept the Director's resignation. If the Board of Directors (or the committee designated by the Board of Directors to make such determination) determines not to accept the Director's resignation, then such resignation shall not be effective with respect to the applicable election.</p> <p>(D) For purposes of this Section 2.3, an "uncontested election" shall mean an election of Directors where the only nominees are those nominated by the Board of Directors.</p> <p><u>Policy:</u></p> <p>The Corporate Governance Committee will not recommend for renomination, and the Board will not nominate for re-election, any incumbent director unless and until such director has submitted in writing his or her irrevocable resignation as a director substantially in the form approved from time to time by the Board, which resignation would be effective upon (a) such person receiving a greater number of "withhold" votes than votes "for" such person's re-election in an uncontested election of directors and (b) the acceptance of such resignation by the Board (or a committee designated by the Board) following consideration thereof in accordance with the Company's bylaws. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation, unless all director nominees who previously tendered conditional resignations received more "withhold" votes than "for" votes, in which case all directors shall participate in the review of such resignations. The term "uncontested election" as used in these guidelines refers to an election of directors where the only nominees are those nominated by the Board.</p>
Cooper Tire & Rubber Company <sup>91</sup> (2/28/07)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p>Section 12. <u>Nominations of Directors; Election.</u> (a) Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional directors under circumstances specified in a Preferred Stock Designation, only persons who are nominated in accordance with this Article III, Section 12 of these Bylaws will be eligible for election at a meeting of stockholders as directors of the Corporation. . . .</p> <p>(c) . . . To be in proper written form, such stockholder's notice must set forth or include: . . . (vii) a representation and agreement signed by the nominee that the nominee, if elected as a director of the Corporation, will abide by the requirements of Article III, Section 13 and the</p>

<sup>91</sup> The New York City Comptroller indicated that he submitted a non-binding majority proposal to Cooper Tire & Rubber Company which he withdrew following the company's adoption of the majority vote bylaw set forth above. Press Release, New York City Comptroller (Mar. 15, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Corporation's governance guidelines . . . .</p> <p>Section 13. <u>Required Vote for Directors.</u> (a) Each director to be elected by stockholders shall be elected as such by the vote of the majority of the votes cast by stockholders at a meeting for the election of directors at which a quorum is present, except that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting. For purposes of this Article III, Section 13, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. "Votes cast" includes votes "for" that director's election plus votes to withhold authority with respect to that director's election and excludes abstentions and broker non-votes with respect to that director's election.</p> <p>(b) If a nominee for director who is an incumbent director is not reelected and no successor has been elected at such meeting, the director must promptly tender his or her resignation to the Chairman of the Board or the Secretary following the certification of the stockholder vote. The Nominating and Governance Committee shall consider the tendered resignation and recommend to the Board of Directors whether to accept or reject it. The Board of Directors shall act on the tendered resignation, taking into account the Nominating and Governance Committee's recommendation, within 90 days following certification of the stockholder vote. The Nominating and Governance Committee in making its recommendation, and the Board of Directors in making its decision, may consider any factors or other information that it considers appropriate and relevant. The director who failed to be elected as such by the vote of the majority of the votes cast by stockholders at a meeting for the election of directors at which a quorum is present shall not vote with respect to the recommendation of the Nominating and Governance Committee or the decision of the Board of Directors with respect to whether or not to accept his or her resignation.</p> <p>(c) The Board of Directors will publicly disclose (1) its decision whether or not to accept the tendered resignation and (2) if applicable, the reasons for rejecting the tendered resignation in a press release to be disseminated in the manner Corporation press releases are typically distributed.</p> <p>(d) If such incumbent director's tendered resignation is not accepted by the Board of Directors pursuant to this Article III, Section 13, such director shall continue to serve until his or her successor is duly elected, or his or her earlier effective resignation or removal. If a director's tendered resignation is accepted by the Board of Directors pursuant to this Article III, Section 13, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article III, Section 3 or may decrease the size of the Board of Directors pursuant to the provisions of Article III, Section 1.</p> <p>Section 15. <u>Resignation.</u> Any director may resign at any time by giving notice in writing or by electronic transmission of the director's resignation to the Chairman of the Board or the Secretary. A resignation is effective when the resignation is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. A resignation submitted by a director pursuant to Article III, Section 13 may provide that it is irrevocable.</p> <p><u>Policy:</u></p> <p>According to a discussion of the majority vote bylaw set forth in Item 5.03 of the Current Report on Form 8-K filed on 2/28/07: "The Company intends to make corresponding changes to its governance guidelines."</p>
Corinthian Colleges, Inc. <sup>92</sup> (8/21/07)	Policy	<p>XXI. Majority Voting Policy</p> <p>In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election will promptly tender his or her resignation following certification of the stockholder vote. The Nominating and Corporate Governance Committee will promptly consider the resignation offer and make a recommendation to the Board. The Board will act on the Nominating and Corporate Governance Committee's recommendation within 90 days following certification of the stockholder vote. Thereafter, the Board will promptly and publicly disclose its decision regarding whether to accept the director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable). However, if no member of the Nominating and Corporate Governance Committee receives a vote sufficient for</p>

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The company is included in CalPERS 2007 annual focus list of underperforming companies. Press Release, CalPERS, (Mar. 15, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>re-election, then the independent directors who did receive a sufficient vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. If only three or fewer directors receive a vote sufficient for re-election, all directors may participate in the action regarding whether to accept the resignation offers.</p> <p>If the number of nominees for any election of directors nominated (i) by the Board, or (ii) any stockholder, or (iii) a combination of nominees by the Board and any stockholder, exceeds the number of directors to be elected, the nominees receiving a plurality of the votes cast by holders of shares entitled to vote in the election at a meeting at which a quorum is present shall be elected.</p>
Cornell Companies, Inc. <sup>93</sup> (5/30/07)	Policy	<p>Any nominee for director in an Uncontested Election (i.e., an election where the only nominees are those recommended by the Board) who receives a greater number of votes “withheld” or “against” votes than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote. Existing directors shall submit an irrevocable letter of resignation which would be effective upon and only in the event of a Majority Withheld Vote and following acceptance of such resignation by the Board. Further, the Board shall nominate only those candidates for director who have submitted such a resignation letter. This policy shall not apply to any contested election.</p> <p>The Nominating / Governance Committee of the Board shall promptly (but in no event later than 30 days following certification of the shareholder vote) consider the tendered resignation and will recommend to the Board whether to accept the tendered resignation or to take some other action, such as rejecting the tendered resignation and addressing the apparent underlying causes of the “withheld” votes. In making this recommendation, the Nominating / Governance Committee will consider all factors deemed relevant by its members including, without limitation, (i) the stated reasons why shareholders voted against such nominee (if ascertainable), (ii) the length of service and qualifications of the director whose resignation has been tendered, (iii) the director’s contributions to the Company, (iv) whether by accepting such resignation the Company will no longer be in compliance with any applicable law, rule, regulation or governing document, including without limitation whether a financial expert would remain on the audit committee and whether the Board would have less than a majority of independent directors, (v) whether the acceptance of the nominee’s resignation would result in a default or breach under any loan covenants or other agreement, (vi) whether the acceptance of the nominee’s resignation would trigger a significant payment under an executive employment contract(s) or other contract(s), (vii) whether the quorum present and voting in the Uncontested Election was significantly less than the quorum for prior elections, and (viii) whether or not accepting the resignation is in the best interests of the Company and its shareholders.</p> <p>The Board will act on the Nominating / Governance Committee’s recommendation within 90 days following certification of the shareholder vote. In considering the Committee’s recommendation, the Board will consider the factors considered by the Nominating / Governance Committee and such additional information and factors the Board believes to be relevant to its decision.</p> <p>Thereafter, the Board will promptly disclose its decision regarding whether or not to accept the nominee’s resignation letter in a Form 8-K furnished to the Securities and Exchange Commission or other broadly disseminated means of communication.</p> <p>The Board will recommend that any nominee whose resignation is under consideration abstain from participation in the Nominating / Governance Committee recommendation or Board action regarding whether to accept the nominee’s resignation.</p> <p>If a majority of the members of the Nominating / Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who are on the Board who did not receive a Majority Withheld Vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a Majority Withheld Vote.</p> <p>If the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, then all directors may participate in the Board’s consideration regarding whether or not to accept the tendered resignations.</p>

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The company’s adoption of the majority vote policy set forth above was disclosed in Item 7.01 of the Current Report on Form 8-K filed on Jun. 5, 2007.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Council of Institutional Investors <sup>94</sup> (4/11/05 policy statement, as updated 12/18/06)		<p><u>12/18/06 Updated Policy Statement:</u></p> <p>When permissible under state law, companies' charters and by-laws should provide that directors in uncontested elections are to be elected by a majority of the votes cast. In contested elections, plurality voting should apply. An election is contested when there are more director candidates than there are available board seats.</p> <p>Boards should adopt policies asking that directors tender their resignations if they fail to win majority support in uncontested elections, and providing that such directors will not be renominated after expiration of their current term in the event they fail to tender such resignation.</p> <p><u>4/11/05 Policy Statement:</u></p> <p>When permissible under state law, companies' charters and by-laws should provide that directors are to be elected by a majority of the votes cast.</p> <p>If state law requires plurality voting (or prohibits majority voting) for directors, boards should adopt policies asking that directors tender their resignations if the number of votes withheld from the candidate exceeds the votes for the candidate, and providing that such directors will not be re-nominated after expiration of their current term in the event they fail to tender such resignation.</p>

<sup>94</sup> The Council of Institutional Investors ("CII"), an organization of more than 140 public, corporate and union pension funds, sent letters to the 1500 largest U.S. corporations (by market capitalization) in Jun. 2005 asking that they adopt the provisions described above. A form of the letter is *available at* [http://www.cii.org/library/correspondence/061705\\_mvfordirectors.htm](http://www.cii.org/library/correspondence/061705_mvfordirectors.htm).

On Mar. 28, 2006, CII sent letters to large investment managers requesting that they adopt a universal proxy voting guideline supporting shareowner and management resolutions seeking a majority vote requirement for director elections. A form of the letter is *available at* <http://www.cii.org/majority/index.htm>. In addition, on Jul. 18, 2006, CII posted on its web site, at the address listed above, proposed model language for a binding stockholder proposal seeking to amend a company's bylaws to provide for a majority voting standard. The form resolution provides as follows:

RESOLVED that the stockholders of (COMPANY NAME) amend the By-Laws, which currently provides for a plurality vote standard for director elections (unless otherwise provided in the Certificate of Incorporation), to read as follows:

"Directors shall be elected by the vote of the majority of the shares represented in person or by proxy at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting."

In Jan. 2007, a task force formed by CII and the National Association of Corporate Directors issued a report, Looking Back, Looking Forward: Recommendations on Majority Voting, Section 404, and Executive Compensation, *available at* <http://www.cii.org/CII-NACD%20Task%20Force%20Report%20Jan%2030.pdf> [hereinafter Looking Back, Looking Forward]. As to majority voting, the task force made the following recommendations:

- Where state law permits, corporate bylaws should require directors to be elected by a majority of votes cast in uncontested elections.
- In contested elections, directors should be elected by a plurality of votes cast.
- A director-candidate who fails to win a majority of votes cast in an uncontested election should be required to tender his or her resignation.
- When a director fails to win a majority of votes cast in an uncontested election, the corporate governance and/or nominating committee should recommend to the board whether to accept or reject the resignation, or take other action. The board should act on the recommendation, disclose its decision, and explain the rationale for it within 90 days of the certification of the election results. The director who tenders his or her resignation should not participate in the board's decision. If the failure of a nominee to be elected results in a vacancy on the board, the board may fill the vacancy.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Cousins Properties Incorporated (3/29/07)	Policy	<p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote. The Governance Committee shall promptly consider the resignation offer and make a recommendation to the Board. The Board will act on the Governance Committee’s recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose its decision regarding whether to accept the Director’s resignation offer in a Form 8-K furnished to the Securities and Exchange Commission. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Governance Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee among themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p>
Covanta Holding Corporation (2/07)	Policy	<p>In an uncontested election (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation to the Board of Directors for consideration in accordance with the procedures described below, following certification of the shareholder vote.</p> <p>The Nominating and Governance Committee shall promptly consider the resignation offer and recommend to the Board of Directors action with respect to the tendered resignation, which may include accepting the resignation, maintaining the Director but addressing the underlying cause of the “withheld” votes, determining not to renominate the Director in the future, rejecting the resignation, or any other action such Committee deems to be appropriate and in the best interests of the Corporation. In considering what action to recommend with respect to the tendered resignation, the Nominating and Governance Committee will take into account all factors deemed relevant by the members of the Nominating and Governance Committee including, without limitation, any stated reasons why stockholders “withheld” votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the overall composition of the Board of Directors, the Director’s contributions to the Corporation, the mix of skills and backgrounds on the Board of Directors, whether accepting the tendered resignation would cause the Corporation to fail to meet any applicable requirements of the Securities and Exchange Commission or the New York Stock Exchange, and these Corporate Governance Guidelines.</p> <p>The Board of Directors will act on the Nominating and Governance Committee’s recommendation no later than 90 days following certification of the stockholder vote. In considering the Nominating and Governance Committee’s recommendation, the Board of Directors will consider the factors and possible actions considered by the Nominating and Governance Committee and such additional information, factors and possible actions as the Board of Directors believes to be relevant or appropriate.</p> <p>Following the Board of Director’s decision on the Nominating and Governance Committee’s recommendation, the Corporation will promptly disclose the Board’s decision with respect to the tendered resignation (providing a description of the process by which the decision was reached) in a Form 8-K filed with the Securities and Exchange Commission. Except as indicated below, any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee recommendation or Board of Directors consideration regarding the action to be taken with respect to the tendered resignation. If any Director receiving a Majority Withheld Vote is a</p>

- Directors should ensure that the board is accessible and responsive, and carefully considers critical proxy issues that tend to attract large “against” votes from shareowners. Directors should share their thoughts on these issues with shareowners through the proxy statement, 10-K, annual report, and in meetings, when requested.
- Shareowners should continue to press for changes in relevant state corporation law to make majority voting for directors the default standard in board elections.

See [Looking Back, Looking Forward](#) at 7.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>member of the Nominating and Governance Committee, at the same election, then if there are at least three independent Directors who are on the Board of Directors and who did not receive a Majority Withheld Vote, such independent Directors, will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignation and will recommend to the Board of Directors action to be taken with respect to the tendered resignation. This Board committee may, but need not, consist of all of the independent Directors who did not receive a Majority Withheld Vote. If there are less than three independent Directors who did not receive a Majority Withheld Vote, then all Directors, whether or not independent, who did not receive a Majority Withheld Vote, will consider the tendered resignations and determine the action to be taken with respect to the tendered resignations.</p> <p>To the extent that one or more Directors' resignations are accepted by the Board of Directors, the Nominating and Governance Committee will recommend to the Board of Directors whether to fill such vacancy or vacancies or to reduce the size of the Board of Directors.</p> <p>This policy will be summarized or included in the Corporation's annual proxy statement relating to the election of Directors.</p>
Covidien Ltd. <sup>95</sup> (6/28/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>25. <u>Voting.</u> Subject to Bye-Law 68 and 69, (i) at all general meetings of the shareholders at which a quorum is present any question or proposal shall be decided by the affirmative vote of the holders of a majority of the total number of votes of the issued shares present in person or represented by proxy and entitled to vote on such question on the relevant record date, voting as a single class, except as otherwise required by law, the Memorandum of Association or these Bye-laws; and (ii) the affirmative vote of the holders of a majority of the issued shares outstanding on the relevant record date shall be required to approve an amalgamation pursuant to the Companies Act. Votes may be communicated in the form of electronic records pursuant to the Companies Act.</p> <p><u>Policy:</u></p> <p><b>6. Majority Voting.</b> Directors are elected by the affirmative vote of a majority of the votes cast by shareholders at the annual meeting and serve for one-year terms. Any nominee for director who does not receive a majority of the votes cast is not elected to the Board.</p>
CSX Corporation <sup>96</sup> (7/11/07 Bylaw and Policy, replacing 2/8/06 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 2. Number and Election. . .</p> <p>(b) <u>Election of Directors.</u></p> <p>(i) The Board of Directors shall be elected at the annual meeting of the shareholders or at any special meeting held in lieu thereof.</p>

<sup>95</sup> Covidien Ltd., a Bermuda company, was spun-off from Tyco International, Ltd. on Jun. 29, 2007. Note that Tyco International, Ltd. had a preexisting majority vote standard. Section 77(2) of the Bermuda Companies Act 1981 requires majority voting at annual general meetings. The majority vote provisions set forth above do not contain a carve-out for contested elections.

<sup>96</sup> The International Brotherhood of Teamsters presented a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 30, 2007 at 50-52. That proposal received support from approximately 57% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Jul. 25, 2007 at 46. The majority vote provisions set forth above were adopted after the 2007 annual meeting and are described in Item 5.03 of the Current Report on Form 8-K filed on Jul. 12, 2007 and the Jul. 12, 2007 company press release attached thereto as Exhibit 99.1. Management presented a proposal to eliminate supermajority voting default rules from the company's charter at the 2006 annual meeting. See definitive proxy statement filed on Mar. 30, 2006 at 35. The proposal passed. See Quarterly Report on Form 10-Q filed on Jul. 21, 2006 at 48. According to Item 5.03 of the Current Report on Form 8-K filed on Sep. 14, 2007, the board amended Section 2(b) of Article II of the company's bylaws on Sep 12, 2007 to require each director and nominee for director to deliver a written questionnaire, representation and agreement (the "Agreement") which provides among other things that such individual:

(C) would be in compliance, if elected as a Director of the Corporation, and will, if such person is at the time a Director or is subsequently elected as a Director of the Corporation, comply with all applicable corporate governance, conflict of interest, confidentiality and securities ownership and trading policies and guidelines of the Corporation (copies of which shall be provided by the Corporate Secretary of the Corporation upon written request) and (ii) if such person is at the time a Director or is subsequently elected as a Director of the Corporation, shall include such person's

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(ii) Except as provided in the following clause (b)(iii), each Director shall be elected by a vote of the majority of the votes cast with respect to that Director–nominee’s election at a meeting for the election of Directors at which a quorum is present. For purposes of this clause (b)(ii), a majority of the votes cast means that the number of shares voted “for” a Director must exceed the number of shares voted “against” that Director.</p> <p>(iii) In lieu of clause (b)(ii) of this Section 2, this clause shall apply to any election of Directors if, either (A) at the time of such election, or (B) as of the close of business on the last day by which a shareholder must provide notice of a nomination for the Board of Directors pursuant to Article I, Section 11 of the Bylaws, there are more nominees for election than the number of Directors to be elected, one or more of whom are properly proposed by shareholders. A nominee for Director in an election to which this clause applies shall be elected by a plurality of the votes cast in such election.</p> <p><u>7/11/07 Amended Version of Policy:</u></p> <p>11. Any incumbent Director nominated for reelection as a Director who is not reelected in accordance with Article II, Section 2, clause (b)(ii) of the Corporation’s By-Laws shall promptly tender his or her resignation following certification of the shareholder vote. The Governance Committee shall consider the resignation offer and recommend to the Board of Directors whether to accept it. The Board will act on the Governance Committee’s recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose its decision whether to accept the Director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Corporation press releases typically are distributed. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Governance Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Governance Committee fails to receive a sufficient vote for reelection, then the independent Directors who did receive a sufficient vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only Directors who did receive a sufficient vote for reelection in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept or reject the resignation offers.</p> <p><u>2/8/06 Version of Policy:</u></p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote. The Governance Committee shall consider the resignation offer and recommend to the Board of Directors whether to accept it. The Board will act on the Governance Committee’s recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose its decision whether to accept the Director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Corporation press releases typically are distributed. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Governance Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p>

irrevocable resignation as a Director if such person is found by a court of competent jurisdiction to have breached the Agreement in any material respect.

While not specifically stated, such a bylaw could seemingly be used to prevent a situation in which an incumbent fails or refuses to tender a resignation required by the majority vote provisions set forth above.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Cummins Inc. (12/12/06)	Bylaw (including director resignation policy)	<p>SECTION 1.7. VOTE REQUIRED TO TAKE ACTION.</p> <p>(a) If a quorum exists as to a matter to be considered at a meeting of shareholders, action on such matter (other than the election of Directors) is approved if the votes properly cast favoring the action exceed the votes properly cast opposing the action, except as the Corporation's Restated Articles of Incorporation or the Indiana Business Corporation Law require a greater number of affirmative votes.</p> <p>(b) Each Director to be elected by shareholders shall be elected by the vote of the majority of the votes cast with respect to that Director's election at any meeting for the election of Directors at which a quorum is present, provided, however, that Directors shall be elected by the vote of a plurality of the votes cast at any meeting of shareholders for which the Secretary of the Corporation receives a notice that a shareholder has nominated a person for election as Director in compliance with Section 2.11 of these By-Laws (an election occurring at any such meeting, a "Contested Election"). For purposes of this By-Law, a majority of votes cast shall mean that the number of shares cast "for" a Director's election exceeds the number of votes cast "against" the Director's election (with "abstentions" and "broker nonvotes" not counted as a vote cast either "for" or "against" that Director's election). If Directors are to be elected by a plurality of votes cast, shareholders shall not be permitted to vote against a nominee for Director.</p> <p>(c) In the event an incumbent Director fails to receive a majority of the votes cast in an election that is not a Contested Election, the Director shall promptly tender his or her resignation to the Board of Directors. The Governance and Nominating Committee, or such other committee designated by the Board of Directors pursuant to these By-Laws, shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation of such incumbent Director, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and, if such tendered resignation is rejected, the rationale behind the decision within 90 days following certification of the election results. The committee in making its recommendation and the Board of Directors in making its decision each may consider any factors and other information that it considers appropriate and relevant.</p> <p>(d) If the Board of Directors accepts a Director's tendered resignation pursuant to this By-Law, or if a nominee for Director is not elected and the nominee is not an incumbent Director, then the Board of Directors, in its sole discretion, may fill the resulting vacancy or may decrease the size of the Board of Directors, in each case, in accordance with the provisions of these By-Laws.</p>
CVR Energy, Inc. <sup>97</sup> (10/22/07)	Policy	<p>J. <u>Voting for Directors</u>. Any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall recommend to the Board the action to be taken with respect to such resignation and the Board may accept that resignation or may reject that resignation (if the Director is willing to continue his or her service on the Board).</p>
CVS Caremark Corporation <sup>98</sup> (2/2/07)	Bylaw (including director resignation policy)	<p>ARTICLE II</p> <p>Section 3. MAJORITY VOTING. Except as otherwise provided in Section 4 of this Article II, each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present. For purposes of this Section 3, a majority of votes cast means that the number of votes "for" a director's election must exceed 50% of the votes cast with respect to that director's election. Votes "against" a director's election will count as a vote cast, but "abstentions" and "broker non-votes" will not count as a vote cast with respect to that director's election.</p>

<sup>97</sup> The majority vote policy set forth above was adopted in connection with the initial public offering of CVR Energy, Inc. which was priced on Oct. 22, 2007. Press Release, CVR Energy, Inc. (Oct. 22, 2007).

<sup>98</sup> 2005 non-binding majority proposal from the UBCJA received support from 36.3% of votes cast, per Georgeson Shareholder. See Georgeson Review at 21. The UBCJA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 24, 2006 at 25-26. The proposal received support from 49.9% of votes cast, per ISS. See Growing Support. The language indicating that a resignation will be accepted absent a "compelling reason" was first utilized by General Electric Company. CtW Investment Group, which stated that it represents six million union members, and is affiliated with Change to Win, announced in April 2007 that it would oppose the reelection of two

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Section 4: CONTESTED ELECTIONS. If, as of the last date by which stockholders may submit notice to nominate a person for election as a director pursuant to Article I, Section 10 of these by-laws, the number of nominees for any election of directors, exceeds the number of directors to be elected (a "Contested Election"), the nominees receiving a plurality of the votes cast by holders of shares entitled to vote in the election at a meeting at which a quorum is present shall be elected.</p> <p>Section 5. RESIGNATION AND REPLACEMENT OF UNSUCCESSFUL INCUMBENT DIRECTOR.</p> <p>(i) In order for any incumbent director to become a nominee of the Board of Directors for further service on the Board of Directors, such person must submit an irrevocable resignation, which resignation shall become effective upon (i) that person not receiving a majority of the votes cast in an election that is not a Contested Election, and (ii) acceptance by the Board of Directors of that resignation in accordance with the policies and procedures adopted by the Board of Directors for such purpose.</p> <p>(ii) The Board of Directors, acting on the recommendation of the Nominating and Corporate Governance Committee, shall no later than at its first regularly scheduled meeting following certification of the shareholder vote, determine whether to accept the resignation of the unsuccessful incumbent. Absent a determination by the Board of Directors that a compelling reason exists for concluding that it is in the best interests of the corporation for an unsuccessful incumbent to remain as a director, no such person shall be elected by the Board of Directors to serve as a director, and the Board of Directors shall accept that person's resignation.</p> <p>(iii) The Board of Directors shall promptly consider and act upon the Nominating and Corporate Governance Committee's recommendation. The Nominating and Corporate Governance Committee, in making this recommendation and the Board of Directors, in acting on such recommendation, may consider any factors or other information that they determine appropriate and relevant.</p> <p>(iv) If the Board of Directors determines to accept the resignation of an unsuccessful incumbent, the Nominating and Corporate Governance Committee shall promptly recommend a candidate to the Board of Directors to fill the office formerly held by the unsuccessful incumbent.</p> <p>(v) The Nominating and Corporate Governance Committee and the Board of Directors shall take the actions required under this Section 5 without the participation of any unsuccessful incumbent except that:</p> <p>(a) If every member of the Nominating and Corporate Governance Committee is an unsuccessful incumbent, then a majority of the Board of Directors shall appoint a Board committee (the "Special Nominating Committee") of independent directors (as defined below) for the purpose of considering the tendered resignations and making a recommendation to the Board of Directors whether to accept or reject them; and</p> <p>(b) If the number of independent directors who are not unsuccessful incumbents is three or fewer, all directors may participate in the decisions under this Section 5. As used above, the term "independent director" shall mean a director who complies with the "independent director" requirements under the rules of the New York Stock Exchange, Inc., under law or under any rule or regulation of any other regulatory body or self regulatory body applicable to the corporation.</p> <p>(vi) If the Board of Directors accepts the resignation of a director who is an unsuccessful incumbent pursuant to this by-law, or if a nominee for director who is not an incumbent director does not receive more than 50% of the votes cast with respect to that director's election, then the Board of Directors may fill the resulting vacancy pursuant to Section 2, or may decrease the size of the Board of Directors pursuant to</p>

board members. CtW Investment Group objected to the manner in which the Caremark board conducted the sale of the company and alleged that the two directors may have been involved in option backdating. See Jennifer Levitz, Funds to Oppose CVS Board Choices, The Wall Street Journal, Apr. 23, 2007 at A8. Those directors were reelected; however, CtW Investment Group subsequently called for the board to remove director Roger L. Headrick on the theory that, excluding broker votes cast pursuant to NYSE Rule 452, and according to its calculations, 57% of the votes in respect of Mr. Headrick were cast against his election. According to the company, the "no" votes in respect of Mr. Headrick constituted 42.7% of votes cast, thus falling short of a majority. See Kaja Whitehouse, CVS Holder Disputes Director Vote Tally, Calls for Removal, Dow Jones Newswires, May 17, 2007. On Jul. 2, 2007, the company announced that Mr. Headrick had resigned from the board, effective immediately. See Item 5.02 of the Current Report on Form 8-K filed on Jul. 2, 2007. At the 2007 annual meeting, approximately 32% of the votes in respect of incumbent director C.A. Lance Piccolo were cast against his election. See Item 8.01 of the Current Report on Form 8-K filed on May 16, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>the provisions of Section 1.</p> <p>Section 6. RESIGNATION. Any director may resign at any time upon notice given in writing or by electronic transmission to the Chairman of the Board of Directors or to the Secretary of the corporation. A resignation is effective when the resignation is delivered unless the resignation specifies (a) a later effective date or (b) an effective date determined upon the happening of an event or events (including but not limited to a failure to receive more than 50% of the votes cast in an election and the Board of Director's acceptance of the resignation).</p>
Darden Restaurants, Inc. <sup>99</sup> (6/14/07)	Bylaw (consisting of director resignation policy tied to a plurality standard)	<p>ARTICLE II</p> <p><b>SECTION 8. RESIGNATION AND REMOVAL OF DIRECTORS:</b></p> <p>(a) Any director of the corporation may resign at any time by giving written notice to the chairman of the board or to the secretary of the corporation. 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.</p> <p>(b) In an uncontested election, if a nominee for director does not receive the vote of at least the majority of the votes cast at any meeting for the election of directors at which a quorum is present, the director will promptly tender his or her resignation to the Board of Directors in accordance with the agreement contemplated by Section 8(c). For purposes of this bylaw, a majority of votes cast means that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast include votes to withhold authority in each case and exclude abstentions with respect to that director's election.</p> <p>The Nominating and Governance Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Nominating and Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If a director's resignation is not accepted by the Board of Directors, such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 7 above or may decrease the size of the Board of Directors pursuant to the provisions of Section 5 above.</p> <p>(c) To be eligible to be a nominee for election or reelection as a director of the corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Article I, Section 7) to the secretary at the principal executive offices of the corporation a written agreement (in the form provided by the secretary upon written request) that such person will abide by the requirements of Section 8(b).</p>
DaVita Inc. (12/14/06)	Bylaw (including director resignation policy)	<p>ARTICLE III</p> <p>Section 13. <u>Advance Notice of Stockholder Business and Nominations.</u></p> <p>(a) Annual Meetings of Stockholders.</p> <p>(1) Nominations of persons for election to the Board and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders only (a) pursuant to the Corporation's notice of meeting (or any supplement thereto), (b) by or at the direction of the Board or (c) by any stockholder of the Corporation who was a stockholder of record of the Corporation at the time the notice provided for in this Section 13 is delivered to the Secretary, who is entitled to vote at the meeting and who complies with the notice procedures</p>

<sup>99</sup> The UBCJA submitted a non-binding majority vote proposal for 2006. See definitive proxy statement filed on Aug. 7, 2006 at 47-48. The proposal received support from 62.3% of votes cast, excluding abstentions. See Quarterly Report on Form 10-Q filed on Jan. 4, 2007 at 30.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>set forth in this Section 13.</p> <p>(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (a)(1) of this Section 13, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation . . . Such stockholder's notice shall set forth: . . . (d) with respect to each nominee for election or reelection to the Board, include a signed acknowledgment and agreement as required by Article IV, Section 2 below.</p> <p>ARTICLE IV</p> <p>Section 2. <u>Number and Qualification.</u> The Board shall consist of one or more members, the number thereof to be determined from time to time by resolution of the Board. To be eligible to be a nominee for election or reelection as a director of the Corporation or to be considered by the Board to fill any vacancies pursuant to Section 7 below, a person must deliver to the Secretary of the Corporation at the principal executive offices of the Corporation a signed acknowledgment and agreement (in the form provided by the Secretary upon written request) that such person will abide by the requirements of Section 3 below.</p> <p>Section 3. <u>Election.</u> At each annual meeting of stockholders, the stockholders shall elect directors each of whom shall hold office for a term of one year or until his or her successor is duly elected and qualified, subject to such director's earlier death, resignation, disqualification or removal.</p> <p>Each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present by the holders of shares present in person or represented by proxy and entitled to vote on the election of directors; provided that if the number of nominees for director exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority and exclude abstentions with respect to that director's election. If directors are to be elected by a plurality, stockholders shall be permitted to withhold votes from a nominee but shall not be permitted to vote against a nominee.</p> <p>Any director may resign at any time upon notice to the Board. If at any meeting for the election of directors a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her offer of resignation to the Board. The Nominating and Governance Committee shall make a recommendation to the Board as to whether to accept or reject the tendered offer of resignation, or whether other action should be taken. In determining whether to accept or reject the tendered offer of resignation, the Nominating and Governance Committee shall be entitled to consider all factors believed relevant by the members of such Committee, including without limitation: (1) any stated reason for the director not receiving the required vote and whether the underlying cause or causes are curable, (2) the factors, if any, set forth in the guidelines or other policies that are to be considered by the Nominating and Governance Committee in evaluating potential candidates for the Board as such factors relate to each director who has offered his or her resignation, (3) the length of service of such director, (4) the effect of such resignation on the Corporation's compliance with any law, rule, regulation, stock exchange listing standards or contractual obligations, (5) such director's contributions to the Corporation, and (6) any other factors that the Nominating and Governance Committee deems to be in the best interests of the Corporation. No director who has tendered his or her offer of resignation may participate in the Committee's recommendation. If all of the members of the Nominating and Governance Committee have tendered their offers of resignations, then the Board shall act on the offers of resignation.</p> <p>The Board shall act on the tendered offers of resignation, taking into account the recommendation of the Nominating and Governance Committee, and shall publicly disclose (by press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered offers of resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. In determining whether to accept or reject any offer of resignation, the Board shall be entitled to consider all of the factors considered by the Nominating and Governance Committee and any additional information and factors that the Board believes to be relevant. No director who has tendered his or her offer of resignation may participate in the Board's decision. Notwithstanding the foregoing, if the acceptance by the Board of all of the then pending offers of resignation would result in the Corporation having fewer than three (3) directors who were in office prior to the applicable election, the Board may elect to extend such 90-day period by an additional 90 days if the</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Board shall determine that such an extension is in the best interests of the Corporation.</p> <p>If any incumbent director's offer of resignation is not accepted by the Board, such director shall continue to serve until the next annual meeting or until his or her successor is duly elected and qualified, subject to such director's earlier death, resignation, disqualification or removal. If a director's offer of resignation is accepted by the Board pursuant to this Section 3, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 7 below or may decrease the size of the Board pursuant to the provisions of Section 2 above.</p>
Deere & Company <sup>100</sup> (11/29/06)	Bylaw (including director resignation policy)	<p>ARTICLE III</p> <p><b>Section 2. ELECTION.</b> Directors shall be elected by class for three year terms as specified in the Certificate of Incorporation at the annual meeting of stockholders, except as provided in Section 3 of this Article and except as required under the terms of any preferred shares, and each director elected shall hold office during the term for which he is elected and until his successor is elected and qualified. A director may be removed only for cause. Except as provided in Section 3 of this Article, each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees at any such meeting exceeds the number of directors to be elected at the meeting, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director. If a nominee for director is not elected and that nominee is an incumbent director, the director shall promptly tender his or her written resignation to the Board, subject to the Board's acceptance. The Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the tendered resignation, taking into account the Corporate Governance Committee's recommendation, and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the decision of the Board or the Corporate Governance Committee.</p>
Dell Inc. <sup>101</sup> (1/31/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p><b>Section 3. Annual Meetings. . . .</b></p> <p>At each annual meeting, the stockholders shall elect the directors of the Corporation by the affirmative vote of the holders of a majority of the voting power of the shares of capital stock of the Corporation present in person or represented by proxy at the meeting and entitled to vote for the election of directors; provided that if the number of nominees exceeds the number of directors to be elected, the stockholders shall instead elect the directors by plurality vote.</p> <p><u>Policy:</u></p> <p><b>Implementation of Majority Voting for Directors</b> – Dell's Bylaws provide that, in the case of uncontested elections (i.e., those where the number of nominees is the same as the number of directors to be elected), directors are elected by the vote of a majority of the shares represented and entitled to vote. Any nominee for director who fails to receive the requisite majority vote at an annual or special meeting held for the purpose of electing directors where the election is uncontested must, promptly following certification of the stockholder vote, tender his or her resignation to the Board. The independent directors (excluding the director who tendered the resignation) will evaluate any such resignation in</p>

<sup>100</sup> The UBCJA submitted a majority proposal for 2007 which was withdrawn after the company agreed to adopt a majority vote bylaw and director resignation policy, per ISS. See [2007 Preview](#).

<sup>101</sup> The UBCJA submitted a non-binding majority vote proposal in 2005 which received support from 42% of votes cast, per ISS. See [More Firms Adopt Majority Standard](#). The UBCJA also submitted a 2006 proposal which it withdrew in connection with Dell Inc.'s adoption of a majority vote bylaw and an accompanying director resignation policy. See [Majority Vote or Pfizer](#).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>light of the best interests of Dell and its stockholders in determining whether to accept or reject the resignation, or whether other action should be taken. In reaching its decision, the Board may consider any factors it deems relevant, including the director's qualifications, the director's past and expected future contributions to Dell, the overall composition of the Board and whether accepting the tendered resignation would cause Dell to fail to meet any applicable rule or regulation (including Nasdaq listing requirements and federal securities laws). The Board will act on the tendered resignation, and publicly disclose its decision and rationale, within 90 days following certification of the stockholder vote.</p> <p>If no directors receive the requisite majority vote at an annual or special meeting held for the purpose of electing directors where the election is uncontested, the incumbent Board will nominate a new slate of directors and hold a special meeting for the purpose of electing those nominees within 180 days after the certification of the stockholder vote. In this circumstance, the incumbent Board will continue to serve until new directors are elected and qualified.</p> <p>The foregoing procedures will be summarized and disclosed in the proxy statement related to each annual meeting of stockholders.</p>
Del Monte Foods Company <sup>102</sup> (6/4/07)	Bylaw (including director resignation policy)	<p>ARTICLE II</p> <p>SECTION 6. <u>Voting</u>. Each stockholder entitled to vote in accordance with the terms of the Amended and Restated Certificate of Incorporation of the Company and these Bylaws may vote in person or by proxy executed in writing by the stockholder or by his or her duly authorized attorney-in-fact. Any such proxy shall be filed with the Secretary of the Company before or at the time of the meeting. If a quorum is present, subject to the provisions in these Bylaws relating to director elections, the affirmative vote of a majority in voting power of the shares of stock of the Company which are present in person or by proxy and entitled to vote thereon at a meeting of the stockholders shall be the act of the stockholders, unless the vote of a greater or lesser number of shares of stock is required by law, the Amended and Restated Certificate of Incorporation of the Company or these Bylaws. . . .</p> <p>With respect to an uncontested election, each director of the Company shall be elected by the vote of a majority of the votes cast by the shares present in person or represented by proxy at the meeting and entitled to vote. With respect to an election of directors in which majority voting applies, stockholders shall be given the choice to cast "for," "against" or "abstain" votes. With respect to a contested election, each director of the Company shall be elected by the vote of a plurality of the shares present in person or by proxy at the meeting and entitled to vote. With respect to an election of directors in which plurality voting applies, stockholders shall be given the choice to cast "for" or "withhold" votes, and shall not have the ability to cast any other vote.</p> <p>For purposes of this Section 6 of Article II, (i) a "majority of the votes cast" means that the number of votes cast "for" a nominee for director must exceed the number of votes cast "against" such nominee; (ii) an "uncontested election" is an election of directors in which, as of the date that is fourteen (14) days in advance of the day the Company files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission, the number of nominees is not greater than the number of directors to be elected; and (iii) a "contested election" is an election of directors in which, as of the date specified in clause (ii), the number of nominees is greater than the number of directors to be elected.</p> <p>As provided in the Company's Amended and Restated Certificate of Incorporation, an elected director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.</p>

<sup>102</sup> Note that the company's majority vote bylaw provides that if an incumbent director fails to receive the requisite vote, his or her advance resignation "will be deemed accepted and effective," unless the board affirmatively takes one of the other specified courses of action. Thus, this bylaw has a different default presumption than most other majority vote bylaws (excluding those which provide that a tendered resignation will be accepted "absent a compelling reason," a standard first utilized by General Electric Company).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Prior to an uncontested election, each incumbent director nominee will submit to the Board of Directors a written offer to resign following such uncontested election. Such offer to resign shall be conditioned upon (i) the incumbent director nominee's failure to receive a majority of the votes cast as aforesaid (the voting condition); and (ii) acceptance of the offer to resign by the Board in accordance with these Bylaws and the policies and procedures adopted by the Board for such purposes. Such offer to resign shall be irrevocable and shall, subject to the satisfaction of the voting condition and the provisions below, be effective ninety (90) days after the date of certification of election results as shown on the executed Certificate of Inspector of Elections (the election certification date).</p> <p>If the voting condition is satisfied, the Nominating and Corporate Governance Committee (Governance Committee) will first consider the offer to resign and will make its recommendation to the Board of Directors within sixty (60) days after the election certification date. The Governance Committee shall be entitled to consider all factors and constituencies (including those constituencies referred to in Article XI of the Company's Amended and Restated Certificate of Incorporation) it deems relevant to the best interests of the Company including: the documented reasons, if any, provided by stockholders with respect to "against" votes; whether the cause or causes of the "against" votes are curable; the factors set forth in the Company's Corporate Governance Guidelines and the Governance Committee's charter that are to be considered by the Governance Committee when evaluating potential candidates for the Board of Directors as such factors relate to each director affected; the length of service, qualifications and contributions of the affected director; the potential impact of accepting the offer to resign on the Company's strategy, future prospects, compliance with exchange listing standards regarding director independence, financial expertise and the like and on the Company's financing arrangements and material contracts; the potential acceleration of change in control provisions and other rights in severance or employment agreements, and other compensation arrangements and agreements; and the Company's Amended and Restated Certificate of Incorporation and these Bylaws.</p> <p>If a majority of the members of the Governance Committee are nominees and do not receive a majority of the votes cast in their respective elections, then the independent members of the Board of Directors who were not nominees for election or who received a majority of the votes cast in their election will consider the offers to resign as provided above and will recommend to the Board of Directors whether to accept or reject each such offer. Such independent members of the Board of Directors may designate a committee of independent directors for this purpose.</p> <p>The Board of Directors shall consider the Governance Committee's (or if applicable the independent directors') recommendation within ninety (90) days after the election certification date. The Board of Directors may consider the factors and constituencies considered by the Governance Committee (or independent directors) and any other factors and information it may lawfully take into account relative to the particular offer to resign.</p> <p>An offer to resign will be deemed accepted and effective ninety (90) days after the election certification date unless the Board of Directors affirmatively determines prior to the expiration of such ninety (90) days (a) to decline the offer to resign, (b) to accept the offer to resign or (c) to accept the offer to resign on a specified future date or concurrent with the appointment of a replacement director to fill the vacancy which will result from the effectiveness of the offer to resign. Notwithstanding the foregoing, if the Board of Directors' acceptance of all the offers to resign would result in the Company having fewer directors than the minimum specified in the Company's Amended and Restated Certificate of Incorporation, then the Board of Directors may extend the effective date of such offers to resign as necessary to maintain at least the required minimum number of directors until such time as additional directors can be elected by the Board.</p> <p>Following any determination by the Board of Directors with respect to an offer to resign, the Company will timely file (generally within four (4) business days) a Current Report on Form 8-K (or other applicable form) with the Securities and Exchange Commission to announce its decision to accept or decline the offer to resign and, in each case, provide an explanation in reasonable detail. To the extent that one or more director's resignations are accepted by the Board of Directors (or become effective without Board of Directors action), the Governance Committee (or if applicable the remaining independent directors) will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board of Directors.</p>
		<p>The process relating to nominees for directors in uncontested elections who do not receive a majority of the votes cast in their elections will be described in each proxy statement of the Company pertaining to the election of directors.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Delta Air Lines, Inc. <sup>103</sup> (effective 4/30/07)	Bylaw (including director resignation policy)	<p>ARTICLE III</p> <p><b>Section 1. Number and Term of Office</b></p> <p>The number of directors which shall constitute the whole Board of Directors shall be not less than five (5) nor more than fifteen (15), the exact number of directors to be determined from time to time solely by resolution adopted by the affirmative vote of a majority of the Whole Board (as defined below). Except as provided in Section 3 of this Article, each director shall be elected by the vote of a majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present; provided, however, that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this section, a majority of the votes cast means that the number of shares voted “for” a director must exceed fifty (50) percent of the votes cast with respect to that director. In an election in which the number of nominees does not exceed the number of directors to be elected, if a nominee who is a standing director is not elected, such director shall offer to tender his or her resignation to the Board of Directors. The Corporate Governance Committee of the Board of Directors shall make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors shall act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within ninety (90) days from the date of the certification of the election results. The director who tenders his or her resignation shall not participate in the decision of the Board of Directors.</p>
Devon Energy Corporation <sup>104</sup> (11/29/05)	Policy	Any nominee for Director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall submit his or her offer of resignation for consideration by the Board Governance Committee within 90 days from the date of the election. The Governance Committee shall consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation.
Dillard’s, Inc. <sup>105</sup> (5/21/05)	Bylaw (based on shares out- standing)	A majority of the shares of the respective class of the Capital Stock outstanding and eligible to vote in the election shall elect each Director for such class. “Majority” as used in the preceding sentence with respect to any nominee for Director is defined to mean that the affirmative vote of more than one half (1/2) of the shares of the respective class outstanding and eligible to vote in the election has been cast for such Director.

<sup>103</sup> 2005 majority vote proposal from the UBCJA received support from 40.3% of votes cast, per Georgeson Shareholder. See Georgeson Review at 21. The majority vote bylaw of Delta Air Lines, Inc. was effective upon the company’s emergence from Chapter 11. Press Release, Delta Air Lines, Inc. (Apr. 30, 2007).

<sup>104</sup> 2004 majority vote proposal from the UBCJA received support from 8.5% of votes cast, per Georgeson Shareholder. See 2004 Georgeson Review at 11. The United Association of Journeymen and Apprentices of the Plumbing and Pipe Fitting Industry of the United States and Canada submitted such a proposal for 2005, but declined to present the proposal for a vote at the 2005 annual meeting. See Quarterly Report on Form 10-Q filed on Aug. 4, 2005 at 42.

<sup>105</sup> The board of directors of Dillard’s, Inc. adopted a majority vote bylaw in response to a non-binding majority vote proposal from the UBCJA. See definitive proxy statement filed on Apr. 25, 2005 at 2. On Aug. 30, 2007, Barington Capital Group, L.P. sent a letter to members of the company’s board calling upon the directors to make the changes necessary to improve the company’s financial performance and corporate governance. In that letter, Barington Capital Group, L.P. objected to the absence from the company’s majority vote bylaw of a carve-out providing for plurality voting in the event of a contested election. According to the letter: “This by-law amendment serves as a mechanism to disenfranchise stockholders and entrench directors.” Press Release, Barington Capital Group, L.P. (Aug. 30, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Discover Financial Services LLC <sup>106</sup> (6/30/07 Bylaw and 6/13/07 Policy)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE 3</p> <p>Section 3.02. Number, Tenure and Qualifications. . . .</p> <p>(b) Except as otherwise provided in this Section 3.02, each director shall be elected by the vote of the majority of the votes cast with respect to that director’s election at any meeting for the election of directors at which a quorum is present, provided that if, as of the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders of the Corporation, the number of nominees exceeds the number of directors to be elected (a “Contested Election”), the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section 3.02, a majority of votes cast shall mean that the number of votes cast “for” a director’s election exceeds the number of votes cast “against” that director’s election (with “abstentions” and “broker nonvotes” not counted as a vote cast either “for” or “against” that director’s election).</p> <p>(c) In order for any incumbent director to become a nominee of the Board of Directors for further service on the Board of Directors, such person must submit an irrevocable resignation, provided that such resignation shall be effective if (i) that person shall not receive a majority of the votes cast in an election that is not a Contested Election, and (ii) the Board of Directors shall accept that resignation in accordance with the policies and procedures adopted by the Board of Directors for such purpose. In the event an incumbent director fails to receive a majority of the votes cast in an election that is not a Contested Election, the nominating and governance committee of the Board of Directors, or such other committee designated by the Board of Directors pursuant to Section 3.09 of these Amended and Restated Bylaws, shall make a recommendation to the Board of Directors as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board of Directors shall act on the resignation, taking into account the committee’s recommendation, and publicly disclose (by a press release and filing an appropriate disclosure with the Securities and Exchange Commission) its decision regarding the resignation and, if such resignation is rejected, the rationale behind the decision within 90 days following certification of the election results.</p> <p>(d) If the Board of Directors accepts a director’s resignation pursuant to this Section 3.02, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to Article 7 of the Amended and Restated Certificate of Incorporation or may decrease the size of the Board of Directors pursuant to the provisions of this Section 3.02.</p> <p><u>Policy:</u></p> <p><b>31. Review of Resignations by Certain Incumbent Directors.</b></p> <p>The Board expects that an incumbent director who fails to receive a majority of the votes cast in an election that is not a Contested Election (as defined in the Company’s Bylaws) and who tenders his or her resignation pursuant to the Company’s Bylaws shall not participate in any proceedings by the Board or any committee thereof regarding whether to accept or reject such director’s resignation, or whether to take other action with respect to such director.</p>
Document Security Systems, Inc. (9/24/04)	Bylaw	<p>Except as may otherwise be provided herein or in the Certificate of Incorporation, the members of the Board of Directors of the Corporation, who need not be shareholders, shall be elected by a majority of the votes cast at a meeting of stockholders, by the holders of shares entitled to vote in the election.</p>

<sup>106</sup> According to Item 5.03 of the Current Report on Form 8-K filed on Jun. 19, 2007, the amended and restated bylaws of Discover Financial Services, which bylaws contain the majority vote provision set forth above, were to become effective upon the spin-off of the company from Morgan Stanley. The spin-off was effected on Jun. 30, 2007. See Current Report on Form 8-K filed on Jul. 5, 2007 at 1.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Dollar Tree Stores, Inc. <sup>107</sup> (5/7/07)	Policy	<p><b>6.2 Certain Election Results in Uncontested Elections</b></p> <p>In order for any individual to be nominated by the Board to serve as a director in an uncontested election, such individual must submit an irrevocable resignation which shall be contingent on (i) such individual failing to receive more than 50% of the votes cast in the election, and (ii) acceptance of such resignation by the Board in accordance with the following guidelines:</p> <p>Any director nominee described above shall have his or her resignation considered by the Nominating and Corporate Governance Committee. Such Committee will recommend to the entire Board the appropriate action to be taken with respect to the voting results, which may include:</p> <ul style="list-style-type: none"> <li>• accepting the resignation;</li> <li>• maintaining the director and addressing the underlying cause(s) of the withheld votes as determined by the Committee;</li> <li>• resolving that the director will not be nominated in the future for election; or</li> <li>• rejecting the resignation.</li> </ul> <p>The Nominating and Corporate Governance Committee shall consider all of the factors that it considers relevant including, without limitation:</p> <ul style="list-style-type: none"> <li>• the reasons why shareholders withheld votes for election from such director;</li> <li>• whether such reasons can be addressed by the Board without removal of such director;</li> <li>• the qualifications of such director;</li> <li>• the director's contributions to the Company; and</li> <li>• the availability of other qualified candidates for director.</li> </ul> <p>The Board will act on the recommendation of the Committee within 90 days following certification of the shareholder vote. The Company will promptly file a Current Report on Form 8-K with the Securities and Exchange Commission describing the Board's decision.</p>
Dominion Resources, Inc. <sup>108</sup> (6/20/07 Bylaw, replacing 2/28/07 plurality-plus Bylaw, and 3/1/06	Bylaw (including director resignation policy) and Policy	<p><u>6/20/07 Amended Version of Bylaw:</u></p> <p><b>Article XII. Manner of Election of Directors.</b></p> <p>Except as provided in Article XVIII, each director shall be elected by a majority of votes cast at any meeting of shareholders for the election of directors at which a quorum is present, provided that if the number of director nominees exceeds the number of directors to be elected, the directors shall be elected by a plurality of the votes of the shares represented at the meeting and entitled to vote on the election of directors.</p> <p>If an incumbent director is not reelected, the director shall offer his or her resignation promptly to the Board of Directors. Within 90 days following</p>

<sup>107</sup> The company is included in CalPERS 2007 annual focus list of underperforming companies. Press Release, CalPERS, (Mar. 15, 2007). The majority vote policy described above was included in corporate governance guidelines adopted on May 7, 2007. Those guidelines also provide for the appointment of a lead director and director stock ownership guidelines. Also on May 7, 2007, the board adopted a revised charter for its Nominating and Corporate Governance Committee. See Item 7.01 of the Current Report on Form 8-K filed on May 11, 2007. On Jun. 21, 2007, the board amended the company's bylaws to increase the size of the board from 11 to 12. See Item 5.03 of the Current Report on Form 8-K filed on Jun. 27, 2007.

<sup>108</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Mar. 14, 2006 at 22. The proposal received support from 46.5% of votes cast, per ISS. See Growing Support. Note that the company's majority vote policy was initially based on shares outstanding. In announcing the adoption of a true majority vote bylaw, Dominion Resources, Inc., specifically noted that the new bylaw, which replaced a plurality-plus bylaw, reflected a recent amendment to the Virginia Stock Corporation Act which permits a board to adopt such a bylaw. See Section 13.1-669(A) of the Virginia Stock Corporation Act. Concurrently with adopting a majority vote bylaw, the board also amended Article III of the bylaws to allow the board, from year to year, to determine the date of the annual meeting during the period from May 1 through May 31. See Item 5.03 of the Current Report on Form 8-K filed on Jun. 25, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Policy, amended 1/26/07?)		<p>certification of the election results, the Board of Directors shall act on the offered resignation. In determining whether to accept the offered resignation, the Board of Directors shall consider any recommendation of the Compensation, Governance and Nominating Committee or any committee responsible for the nomination of directors, the factors considered by that committee and any additional information and factors that the Board of Directors believes to be relevant.</p> <p><b>Article XVII. Director Resignation and Removals.</b></p> <p>Any Director may resign at any time either from the Board of Directors or from any Committee of which the Director is a member by giving a written resignation to the Board of Directors or its Chairman, or to the Vice Chairman, or to the Chief Executive Officer or to the Corporate Secretary or, in the case of a resignation from a Committee, to the chairman of the Committee. Any such resignation shall take effect upon receipt of the written resignation by one of the specified recipients, unless a later effective time is specified in the resignation. Unless otherwise specified in the resignation or in these Bylaws, the acceptance of such resignation shall not be necessary to make it effective. Any resignation delivered under Article XII shall require acceptance to make it effective. . . .</p> <p><u>2/28/07 Version of Bylaw (consisting of director resignation policy tied to a plurality standard):</u></p> <p><b>Article XII. Manner of Election of Directors.</b></p> <p>While Directors shall be elected in the manner provided by Virginia law by the shares entitled to vote in the election at a meeting at which a quorum is present, in an uncontested election, if a Director does not receive a majority vote (that is, if the votes cast for the Director nominee do not exceed the votes withheld for that nominee), that Director shall offer his or her resignation promptly to the Board of Directors. The foregoing requirement shall not be applicable in a contested election.</p> <p>Within 90 days following certification of the election results, the Board of Directors shall act on the offered resignation. In determining whether to accept the offered resignation, the Board of Directors shall consider any recommendation of the nominating committee or other committee of the Board of Directors responsible for nominating and governance matters, the factors considered by that committee and any additional information and factors that the Board of Directors believes to be relevant.</p> <p><b>Article XVII. Director Resignation and Removals.</b></p> <p>Any Director may resign at any time either from the Board of Directors or from any Committee of which the Director is a member by giving written notice to the Board of Directors, to the Chairman of the Board of Directors, to the Vice Chairman, to the Chief Executive Officer or to the Corporate Secretary or, in the case of a resignation from a Committee, to the chairman of the Committee. Any such resignation shall take effect upon receipt of the written notice by one of the specified recipients, unless a later effective time is specified in the notice. Unless otherwise specified in the notice or in these Bylaws, the acceptance of such resignation shall not be necessary to make it effective. . . .</p> <p><u>1/26/07? Amended Version of Policy:</u></p> <p style="padding-left: 40px;">4. <i>Majority Voting</i></p> <p style="padding-left: 80px;">a. Any Director nominee must, as stated in the Company's bylaws, submit his or her resignation if, in an uncontested election, more than fifty percent of the votes cast are withheld on that Director's election to the board. With advice from the CGN Committee, the Board will determine whether to accept such resignation.</p> <p style="padding-left: 80px;">b. Any Director submitting his or her resignation will abstain from participating in deliberations or voting regarding such resignation.</p> <p><u>3/1/06 Version of Policy:</u></p> <p>Any Director nominee must submit his or her resignation if, in an uncontested election, more than fifty percent of the shares outstanding withhold votes on that Director's election to the Board. With advice from the OCN Committee, the Board will determine whether to accept such resignation.</p>
D.R. Horton, Inc.	Policy	In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any nominee who

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
<sup>109</sup> (2006)		<p>receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (“Majority Withheld Vote”) will promptly tender his or her resignation to the Chairman of the Board following certification of the stockholder vote.</p> <p>The Nominating and Governance Committee will within a reasonable period of time consider the resignation submitted by a director receiving a Majority Withheld Vote and recommend to the Board whether to accept the tendered resignation. In considering whether to accept the resignation, the Nominating and Governance Committee will consider all factors deemed relevant by members of the Committee, including, without limitation, the underlying reasons for the Majority Withheld Vote (if ascertainable), the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to the Company, continued compliance with New York Stock Exchange listing standards, and the Company’s Corporate Governance Guidelines.</p> <p>The Board will act on the Nominating and Governance Committee’s recommendation within a reasonable period of time. In considering the Nominating and Governance Committee’s recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be appropriate. Following the Board’s decision on the Nominating and Governance Committee’s recommendation, the Company will promptly publicly disclose the Board’s decision and process (including, if applicable, the reasons for rejecting the tendered resignation) in a periodic or current report filed with the Securities and Exchange Commission. The Board may also elect to delay acceptance of a tendered resignation for a specified period to provide it with an opportunity to address the underlying stockholder concerns, to recruit a new director or for any other reasons it deems appropriate.</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Nominating and Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Governance Committee recommendation or Board consideration regarding whether to accept the tendered resignation. If a majority of the members of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who are on the Board and who did not receive a Majority Withheld Vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a Majority Withheld Vote.</p> <p>This corporate governance principle will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
R.H. Donnelley Corporation <sup>110</sup> (4/21/06)	Bylaw (including director resignation policy)	<p>Except as provided in Section 2 of this Article II, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the votes of the plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. In this regard, unless otherwise provided by Delaware law, shares not present and shares voting “abstain” at any meeting for the election of directors at which a quorum is present shall not be counted for purposes of determining whether a nominee for director has received a majority of the votes cast at any such meeting. If a director is not elected, the director shall offer to tender his or her resignation to the Board. The Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Committee’s recommendation or the Board’s decision. In addition, if there are not at least two members of the Corporate Governance Committee who either were elected at the meeting or did not stand</p>

<sup>109</sup> The Laborers International Union of North America submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Dec. 12, 2006 at 25-27 and [Meetings to Watch](#), ISS Governance Weekly, Jan. 19, 2007. In its statement of opposition to the proposal, management indicated that the company’s majority vote policy was adopted “recently”.

<sup>110</sup> In the Current Report on Form 8-K filed on Apr. 21, 2006 announcing the adoption of a majority vote bylaw including a director resignation policy, R.H. Donnelley Corporation also announced that it had redeemed its poison pill.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		for election, then each of the independent members of the Board who either were elected at the meeting or did not stand for election shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them (which committee of the independent members shall act in lieu of the Corporate Governance Committee with respect to the resignation offers in such situation).
R.R. Donnelley & Sons Company <sup>111</sup> (2/23/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Section 2.12. <u>Election of Directors.</u> Except as otherwise provided pursuant to the certificate of incorporation relating to the rights of the holders of any one or more classes or series of Preferred Stock issued by the corporation, acting separately by class or series, each director shall be elected by the vote of the majority of the votes cast (meaning the number of shares voted “for” a nominee must exceed the number of shares voted “against” such nominee) at any meeting for the election of directors at which a quorum is present, provided that the directors shall be elected by a plurality of the votes cast (instead of by votes cast for or against a nominee) at any meeting at which a quorum is present for which (i) the Secretary of the Corporation receives a notice in compliance with the applicable requirements for stockholder nominations for director set forth in these Bylaws that a stockholder proposes to nominate a person for election to the Board of Directors and (ii) such proposed nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders.</p> <p><u>Policy:</u></p> <p>Any incumbent Director who is a nominee for election and who is not reelected shall promptly tender his or her resignation following certification of the vote. The Corporate Responsibility &amp; Governance Committee shall consider the resignation offer and shall recommend to the Board the action to be taken with respect to such tendered resignation. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Responsibility &amp; Governance Committee recommendation or Board action regarding whether to accept the resignation offer. The Board shall accept such resignation unless it determines that the best interests of the Corporation and its stockholders would not be best served by doing so. The Board shall take action within 90 days following certification of the vote, unless such action would cause the Corporation to fail to comply with any requirement of the New York Stock Exchange or any rule or regulation promulgated under the Securities Exchange Act of 1934, in which event the Corporation shall take action as promptly as is practicable while continuing to meet such requirements. The Board will promptly disclose its decision and the reasons therefore, in a Form 8-K furnished to the Securities and Exchange Commission.</p>

<sup>111</sup> The definitive proxy statement filed on Apr. 19, 2007 contained management proposals to declassify the board and to eliminate the supermajority vote requirement for mergers, consolidations or asset sales at pages 7-8. Both proposals were approved. See Quarterly Report on Form 10-Q filed on Aug. 2, 2007 at 41-42. The majority vote policy adopted by the company adopts a presumption that tendered resignations will be accepted.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
DPL Inc. <sup>112</sup> (4/27/07 Bylaw, replacing 9/19/06 Policy)	Bylaw (consisting of director resignation policy tied to a plurality standard)	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>SECTION 9. If, in any uncontested election of directors of the Company, a director nominee has a greater number of votes “withheld” from his or her election than votes cast “for” his or her election, such director nominee shall promptly tender his or her resignation for consideration by the Nominating and Corporate Governance Committee of the Board of Directors. A vote will be considered “withheld” from a director nominee, if a shareholder withheld authority to vote for such director nominee in any proxy granted by such shareholder in accordance with instructions contained in the proxy statement or accompanying proxy card circulated for the meeting of shareholders at which the election of directors is to be held. The Nominating and Corporate Governance Committee will then promptly evaluate all relevant factors relating to the election results, including, but not limited to: (i) the underlying reasons why a majority of affirmative votes was not received (if ascertainable), (ii) the director’s background, experience and qualifications, (iii) the director’s length of service on the Board of Directors and contributions to the Company, and (iv) whether the director’s service on the Board of Directors is consistent with applicable regulatory requirements, listing standards, the Company’s Corporate Governance Guidelines and the corporate governance guidelines of independent advisory firms such as Institutional Shareholder Services.</p> <p>Subject to any applicable legal or regulatory requirements, the Nominating and Corporate Governance Committee shall, within ninety (90) days of the date on which certification of the stockholder vote is made, decide whether to accept the resignation, reject the resignation or, if appropriate, conditionally reject the resignation and retain the director in office only if the underlying causes of the withheld votes can be promptly and completely cured. A full explanation of the Nominating and Corporate Governance Committee’s decision will be promptly publicly disclosed in a periodic or current report filed with the Securities and Exchange Commission. Any director who tenders his or her resignation pursuant to this Section 9 and any non-independent director will not participate in the deliberations and decisions made hereunder. This resignation policy shall be described in the Company’s proxy statement each year.</p> <p><u>Former Policy:</u></p> <p><i>Resignation.</i> If, in any uncontested election of directors of the Company, a director nominee has a greater number of votes “withheld” from his or her election than votes cast “for” his or her election, such director nominee shall promptly tender his or her resignation for consideration by the Nominating and Corporate Governance Committee of the Board of Directors. A vote will be considered “withheld” from a director nominee, if a shareholder withheld authority to vote for such director nominee in any proxy granted by such shareholder in accordance with instructions contained in the proxy statement or accompanying proxy card circulated for the meeting of shareholders at which the election of directors is to be held. The Nominating and Corporate Governance Committee will then promptly evaluate all relevant factors relating to the election results, including, but not limited to: (i) the underlying reasons why a majority of affirmative votes was not received (if ascertainable), (ii) the director’s background, experience and qualifications, (iii) the director’s length of service on the Board of Directors and contributions to the Company, and (iv) whether the director’s service on the Board of Directors is consistent with applicable regulatory requirements, listing standards, the Company’s Corporate Governance Guidelines and the corporate governance guidelines of independent advisory firms such as Institutional Shareholder Services.</p>

<sup>112</sup> According to page 47-48 of the definitive proxy statement of DPL Inc. filed on Mar. 13, 2007, the board approved the “plurality-plus” bylaw set forth above on Jul. 26, 2006, subject to obtaining stockholder approval at the 2007 annual meeting. The bylaw was then approved by the stockholders. See Item 8.01 of the Current Report on Form 8-K filed on May 1, 2007. The bylaw adopted by the company essentially puts the policy previously approved by the board in the bylaws. Note that cumulative voting is permissible at DPL Inc. For a general discussion of cumulative voting, see Note 66. The UBCJA presented a proposal for 2007, which competed with the management proposal, seeking to have the company reincorporate from Ohio to Delaware to enable the company to adopt a majority vote standard for the election of directors. See definitive proxy statement filed on Mar. 13, 2007 at 49-51. The UBCJA proposal did not pass, receiving support from approximately 32.6% of votes cast (excluding abstentions). See Press Release, DPL Inc. Apr. 27, 2007 and Quarterly Report on Form 10-Q filed on Jul. 26, 2007 at 60. In its statement of opposition, management stated that, as a public utility, the company is required to be incorporated in Ohio. The company sought no-action relief in respect of the reincorporation proposal, but relief was denied (letter available Feb. 5, 2007). For a general discussion of legislation in Ohio (the jurisdiction in which DPL Inc. is incorporated) which modified what had been the state’s mandatory plurality election standard, see Note 116.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Subject to any applicable legal or regulatory requirements, the Nominating and Corporate Governance Committee shall, within ninety (90) days of the date on which certification of the stockholder vote is made, decide whether to accept the resignation, reject the resignation or, if appropriate, conditionally reject the resignation and retain the director in office only if the underlying causes of the withheld votes can be promptly and completely cured. If the Nominating and Corporate Governance Committee decides to accept the director's tendered resignation, the director shall also immediately resign from the Board of Directors of The Dayton Power and Light Company and any other affiliated entities of DPL Inc. A full explanation of the Nominating and Corporate Governance Committee's decision will be promptly publicly disclosed in a periodic or current report filed with the Securities and Exchange Commission. Any director who tenders his or her resignation pursuant to this section of the Corporate Governance Principles and any non-independent director will not participate in the deliberations and decisions made hereunder. This resignation policy shall be described in the Company's proxy statement each year.</p>
Duke Energy Corporation <sup>113</sup> (6/27/06)	Policy	<ul style="list-style-type: none"> <li>• In an uncontested election of directors, any nominee who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will, within five days following the certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Corporate Governance Committee. As used herein, an "uncontested election of directors" is an election in which the number of nominees is not greater than the number of Board seats open for election.</li> <li>• The Corporate Governance Committee will consider such tendered resignation and, promptly following the date of the shareholders' meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Corporate Governance Committee will consider all factors deemed relevant by the members of the Corporate Governance Committee including, without limitation, the stated reason or reasons why shareholders who cast "withhold" votes for the director did so, the qualifications of the director (including, for example, the impact the director's resignation would have on the Company's compliance with the requirements of the Securities and Exchange Commission, the New York Stock Exchange and these Principles for Corporate Governance), and whether the director's resignation from the Board would be in the best interests of the Company and its shareholders.</li> <li>• The Corporate Governance Committee also will consider a range of possible alternatives concerning the director's tendered resignation as members of the Committee deem appropriate including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Corporate Governance Committee to have substantially resulted in the "withheld" votes.</li> <li>• The Board will take formal action on the Corporate Governance Committee's recommendation no later than 90 days following the date of the shareholders' meeting at which the election occurred. In considering the Corporate Governance Committee's recommendation, the Board will consider the information, factors and alternatives considered by the Corporate Governance Committee and such additional information, factors and alternatives as the Board deems relevant.</li> <li>• Following the Board's decision on the Corporate Governance Committee's recommendation, the Company will promptly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, together with a full explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.</li> </ul>

<sup>113</sup> According to a request for no-action relief filed by Duke Energy Corporation on Jun. 26, 2006, on Jun. 1, 2006, the SMWIA submitted a non-binding majority proposal for 2006, and the MLPF submitted a virtually identical proposal on Jun. 22, 2006. In its request for no-action relief in respect of the second proposal, Duke Energy Corporation sought confirmation that it could omit the second proposal, pursuant to Rule 14a-8(j)(1) under the Exchange Act, as substantially duplicative of the first proposal received. Duke Energy Corporation also submitted a request for no-action relief in respect of the SMWIA proposal on Jun. 23, 2006, arguing that the SMWIA proposal could be omitted under Rule 14a-8(i)(3) on the grounds that it contained false or misleading statements. According to correspondence filed with the SEC, both proponents withdrew their proposals.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<ul style="list-style-type: none"> <li>No director who, in accordance with this policy, is required to tender his or her resignation, shall participate in the Corporate Governance Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a director. If a majority of the members of the Corporate Governance Committee received a greater number of votes "withheld" from their election than votes "for" their election, then the independent directors then serving on the Board who received a greater number of votes "for" their election than votes "withheld" from their election will appoint an ad hoc Board committee from amongst themselves (the "Ad Hoc Committee"), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Corporate Governance Committee and perform the Corporate Governance Committee's duties for the purposes of this policy. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three directors would be eligible to serve on it (including in circumstances where the entire Board receives a greater number of votes "withheld" from their election than votes "for" their election", the entire Board (other than the directors whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Corporate Governance Committee and without the creation of an Ad Hoc Committee.</li> </ul>
Duke Realty Corporation <sup>114</sup> (Charter prior to 5/13/03 and Policy 1/25/06)	Charter and Policy	<p><u>Charter:</u>  Election of each Director at an annual meeting shall be by the affirmative vote of at least a majority of the Shareholders entitled to vote thereon present in person or by proxy at such meeting. Each Director shall hold office until the election and qualification of his successor.</p> <p><u>Policy:</u>  In any non-contested election of directors, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation following certification of the shareholder vote. The Corporate Governance Committee shall consider the resignation offer and recommend to the Board the action to be taken with respect to such offer of resignation. Within 90 days following certification of the shareholder vote, the Board will act on the recommendation of the Corporate Governance Committee.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>However, if each member of the Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p>
Dynergy Inc. <sup>115</sup> (4/2/07)	Policy	<p>In a contested director election, plurality voting rules under Delaware law and Dynergy's Amended and Restated Certificate of Incorporation shall apply. In an uncontested director election, any nominee for Class A common stock director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall, promptly following certification of the shareholder vote, offer his or her resignation to the Board for consideration in accordance with the following procedures, all of which shall be completed within 90 days following certification of the shareholder vote.</p> <p>The Corporate Governance and Nominating Committee shall evaluate the resignation offer and, in considering what is in the best</p>

<sup>114</sup> While the majority vote policy adopted by Duke Realty Corporation does not specify that it will only apply to incumbent directors, the majority vote standard set forth in the company's charter effectively limits the application of the policy to incumbent directors.

<sup>115</sup> Dynergy, Inc., an Illinois corporation, was a predecessor in interest to Dynergy, Inc., the Delaware corporation referred to in this entry. As an Illinois corporation, the predecessor's directors were elected by a majority vote.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>interests of the Company and its shareholders, shall recommend to the Board the action to be taken with respect to such offered resignation. In reaching its recommendation, the Corporate Governance and Nominating Committee may consider any factor it deems relevant.</p> <p>The Board will determine whether to accept or reject the resignation offer(s) after considering the Corporate Governance and Nominating Committee's recommendation and, in doing so, may consider any and all factors it deems relevant.</p> <p>Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a document furnished to or filed with the Securities and Exchange Commission.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance and Nominating Committee recommendation or Board action regarding whether to accept the resignation offer. The Corporate Governance and Nominating Committee and the Board may afford the resigning director an opportunity to provide the Corporate Governance and Nominating Committee or the Board with any information or statement that he or she deems relevant.</p> <p>However, if all members of the Corporate Governance and Nominating Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if all directors receive a Majority Withheld Vote in the same election, all directors may participate in the action regarding whether to accept the resignation offers.</p>
Earthlink, Inc. (10/25/06)	Policy	<p>Any nominee for director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall, promptly following certification of the stockholder vote, tender his or her resignation to the Board for consideration in accordance with the following procedures, all of which procedures shall be completed within 90 days following certification of the stockholder vote:</p> <ul style="list-style-type: none"> <li>• The Committee (as defined below) shall evaluate the best interests of EarthLink and its stockholders and shall recommend to the Board the action to be taken with respect to such tendered resignation (which recommendation could consist of, without limitation, accepting the resignation, rejecting the resignation and maintaining the director, rejecting the resignation and maintaining the director but addressing what the Committee believes to be the underlying cause of the withheld votes, or rejecting the resignation but resolving that the director will not be re-nominated in the future for election). In reaching its recommendation, the Committee shall consider all factors it deems relevant. If a resignation is accepted by the Committee, the Committee will recommend to the Board whether to fill the resulting vacancy or reduce the size of the Board.</li> <li>• The Board shall act on the Committee's recommendation. In acting on the Committee's recommendation, the Board will consider all of the factors considered by the Committee and such additional factors as it deems relevant.</li> <li>• Following the Board's determination, EarthLink shall promptly publicly disclose in a document furnished or filed with the SEC the Board's decision of whether or not to accept the resignation and an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the resignation.</li> <li>• A director who is required to tender his or her resignation in accordance with this policy shall not be present during deliberations or voting of the Committee or the Board regarding whether to accept his or her resignation or, except as otherwise provided below, a resignation tendered by any other director in accordance with this policy. Prior to voting, the Committee and the Board will afford the affected director an opportunity to provide the Committee or the Board with any information that he or she deems relevant.</li> <li>• For purposes of this policy, the term "Committee" means (i) the CGN Committee, provided such committee then consists of at least three directors, each of whom is an independent director (as defined in these guidelines) and none of whom is a director who is required to tender his or her resignation in accordance with this policy, or (ii) if clause (i) is not satisfied, a committee of at least three directors designated by the Board, each of the members of which is an independent director and none of the members of which is a director who is required to tender his or her resignation in accordance with this policy. However, if there are fewer than three independent directors then</li> </ul>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>serving on the Board who are not required to tender their resignations in accordance with this policy, then the Committee shall be comprised of all of the independent directors and each independent director who is required to tender his or her resignation in accordance with this policy shall recuse himself or herself from the Committee and Board's deliberations and voting with respect to his or her individual resignation.</p> <ul style="list-style-type: none"> <li>The foregoing procedures will be summarized and disclosed each year in the proxy statement for EarthLink's annual meeting of stockholders.</li> </ul>
Eastman Chemical Company (10/4/06)	Bylaw (including director resignation policy)	<p><b>Section 2.8. Voting.</b> Unless otherwise provided in a resolution or resolutions providing for any class or series of Preferred Stock pursuant to Article IV of the Certificate of Incorporation or by the Delaware General Corporation Law, each stockholder shall be entitled to one vote, in person or by proxy, for each share held of record by such stockholder who is entitled to vote generally in the election of directors. Each stockholder voting by proxy shall grant such authority in writing, by electronic or telephonic transmission or communication, or by any such other means permitted by the Delaware General Corporation Law. All questions, including elections for the Board of Directors, shall be decided by a majority of the votes cast, except as otherwise required by the Delaware General Corporation Law or as provided for in the Certificate of Incorporation or these Bylaws. Abstentions shall not be considered to be votes cast. For purposes of this Bylaw, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election or, in the case where the number of nominees exceeds the number of directors to be elected, cast with respect to election of directors generally. Votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that director's election, or, in the case where the number of nominees exceeds the number of directors to be elected, abstentions with respect to election of directors generally.</p> <p>If a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee of the Board of Directors shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission, or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale for the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting of stockholders at which the class in which he or she is serving is nominated and re-elected and until his or her successor is duly elected, or his or her earlier resignation and removal. If a director's resignation is accepted by the Board of Directors pursuant to this Bylaw, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board of Directors pursuant to the Delaware General Corporation Law and the Certificate of Incorporation and these Bylaws of the Company.</p>
Eastman Kodak Company (2/27/07)	Policy	<p><b>Majority Withheld Policy: Voting for Directors in Uncontested Elections</b></p> <p><b>Policy:</b> In any uncontested election for directors, any nominee who receives more votes "withheld" from his or her election than votes "for" his or her election (referred to as a "Majority Withheld Vote") must promptly tender an offer of resignation within ten (10) days following the date of certification of the shareholder vote.</p> <p><b>Procedures:</b> The Corporate Responsibility and Governance Committee will consider and recommend to the Board whether to accept the resignation offer. The Corporate Responsibility and Governance Committee and Board of Directors will evaluate any such tendered resignation in the best interests of the Company and its shareholders. The Committee, in making its recommendation to the Board, and the Board, in reaching its decision, may consider such factors it deems relevant, including, but not limited to, any stated reasons why shareholders "withheld" votes for the election of such director, the director's qualifications, the director's past and expected future contributions to the Company, the overall composition of the Board and whether accepting the tendered resignation would cause the Company to fail to meet any applicable rule or regulation, including New York Stock Exchange Listing Requirements and federal securities laws.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><b>Board Action:</b> Following the recommendation of the Corporate Responsibility and Governance Committee, the independent members of the Board will decide the action to take with respect to the offer of resignation within 90 days following certification of the shareholder vote. When deciding the action to take, the Board could accept or turn down the offer of resignation or decide to pursue additional actions such as the following:</p> <ul style="list-style-type: none"> <li>• allow the director to remain on the Board but not be re-nominated to the Board at the end of the current term;</li> <li>• defer acceptance of the resignation until a replacement director with certain necessary qualifications held by the subject director (for example, audit committee financial expertise) can be identified and elected to the Board; or</li> <li>• defer acceptance of the resignation if the director can cure the underlying cause of the withheld votes within a specified period of time (for example, if the withheld votes were due to another board directorship, by resigning from that other board).</li> </ul> <p><b>Acceptance of Resignation:</b> To the extent that one or more directors' resignations are accepted by the Board, the Corporate Responsibility and Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p><b>Disclosure of Decision:</b> The Board will publicly disclose its decision regarding the resignation within ninety (90) days after the results of the election are certified.</p> <p><b>Recusal:</b> Any director who offers his or her resignation pursuant to this provision will not participate in any discussions with or actions by either the Corporate Responsibility and Governance Committee or the Board of Directors with respect to accepting or turning down his or her own resignation offer, but will otherwise continue to serve as a director during this period. However, if enough members of the Corporate Responsibility and Governance Committee receive a Majority Withheld Vote in the same uncontested election, so that a quorum of the Corporate Responsibility and Governance Committee can not be attained, then the other independent directors who received a greater number of votes "for" than "withheld" in that election will be asked to consider and decide whether to accept the resignation offer of each director who received a Majority Withheld Vote. If only three or fewer independent directors did not receive a Majority Withheld Vote in the same election, then all independent directors may participate in any discussions or actions with respect to accepting or turning down the resignation offers (except that no director will vote to accept or turn down his or her own resignation offer).</p> <p><b>Uncontested Election:</b> For purposes of this section, an "uncontested election" will be any election where the number of candidates seeking election is less than or equal to the number of directors to be elected.</p>
Eaton Corporation <sup>116</sup> (7/28/06)	Policy	<p>In an uncontested election, any nominee for Director who receives a greater number of votes "Withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall submit a written offer to resign as a Director promptly following certification of the shareholder vote. The Governance Committee of the Board shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Governance Committee's recommendation within 90 days following certification of the shareholder vote. As soon as practicable thereafter, the Board will disclose its decision (citing the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner Company press releases are typically disseminated. Any Director who submits a written offer to resign as a Director pursuant to this provision shall not participate in the Governance Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a special committee comprised exclusively of independent Directors to consider the resignation offers and recommend to the Board whether to accept them. Further, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the Board action regarding whether to accept the resignation offers.</p>

<sup>116</sup> As provided by Ohio law, each stockholder is entitled to cumulative voting rights in the election of directors if any shareholder gives written notice to the President or a Vice President or the Secretary of Eaton Corporation at least 48 hours before the time fixed for the meeting, requesting cumulative voting, and if an announcement of that notice is made at the beginning of the meeting by the Chairman or Secretary, or by or on behalf of the shareholder who gave the notice. Although cumulative voting is possible, Eaton Corporation's majority vote policy does not directly address this possibility. As to cumulative voting generally, see Note 66.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Edwards Lifesciences Corporation (9/17/07)	Bylaw (including director resignation policy)	<p>ARTICLE I</p> <p>SECTION 2. ELECTION OF DIRECTORS. . . .</p> <p>(b) Each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present by the holders of shares present in person or represented by proxy and entitled to vote on the election of directors; provided that if the number of nominees for director exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Subsection (b), a majority of the votes cast means that the number of shares voted "for" a director must exceed 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority and exclude abstentions with respect to that director's election. If directors are to be elected by a plurality, stockholders shall be permitted to withhold votes from a nominee but shall not be permitted to vote against a nominee.</p> <p>If at any meeting for the election of directors a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender to the Board his or her offer of resignation as a director. Such resignation shall be made subject to the Board's acceptance. The Compensation and Governance Committee shall make a recommendation to the Board as to whether to accept or reject the tendered offer of resignation, or whether other action should be taken. In determining whether to accept or reject the tendered offer of resignation, the Compensation and Governance Committee shall be entitled to consider all factors believed relevant by the members of such Committee, including without limitation: (1) any stated reason for the director not receiving the required vote and whether the underlying cause or causes are curable, (2) the factors, if any, set forth in the guidelines or other policies that are to be considered by the Compensation and Governance Committee in evaluating potential candidates for the Board as such factors relate to each director who has offered his or her resignation, (3) the length of service of such director, (4) the effect of such resignation on the Corporation's compliance with any law, rule, regulation, stock exchange listing standards or contractual obligations, (5) such director's contributions to the Corporation, and (6) any other factors that the Compensation and Governance Committee deems to be in the best interests of the Corporation. No director who has tendered his or her offer of resignation may participate in the Committee's recommendation. If all of the members of the Compensation and</p>

Ohio law mandated that directors be elected by a plurality standard until it was amended in 2007. Section 1701.55(B) of the Ohio General Corporation Law provided: "At all elections of directors, the candidates receiving the greatest number of votes shall be elected." As a result of this standard, the SEC granted no-action relief to Goodyear Tire & Rubber Company, an Ohio corporation, in 2006 when it received a non-binding majority proposal from William Steiner (letter available Jan. 18, 2006). For the 2007 proxy season, the UBCJA and SMWIA presented stockholder proposals requesting that 14 Ohio corporations reincorporate in Delaware, as a means to highlight the state's director election standard, and urge Ohio companies and the Ohio legislature to support a change to the mandatory vote standard. ISS reported that the unions withdrew their reincorporation proposals at at least six Ohio companies and that the Ohio State Bar Association's Council of Delegates endorsed legislation which would eliminate the mandatory plurality standard. See Ted Allen, SEC Spotlight: SEC Rejects Request to Exclude Reincorporation Proposal, ISS Governance Weekly, Jan. 19, 2007. According to ISS, the UBCJA withdrew a proposal at Lubrizol Corporation after the company agreed to support the legislation and the SMWIA withdrew a reincorporation proposal at Cincinnati Bell after reaching an "amicable resolution." See 2007 Preview. As indicated in correspondence relating to a request for no-action relief, the SMWIA withdrew a "majority vote reincorporation" proposal submitted to Wendy's International, Inc. after that company agreed to support legislation to change the election standard in Ohio (letter available Jan. 29, 2007). Convergys Corporation, an Ohio corporation, sought no-action relief from the SEC with respect to a 2007 re-incorporation proposal submitted by the UBCJA, but the SEC denied no-action relief (letter available Dec. 29, 2006). In note 1 of its Nov. 28, 2006 letter requesting no-action relief, the company stated:

The Fund has confirmed to Convergys that it recently agreed to withdraw proposals similar to the Proposal that were submitted to other Ohio corporations in exchange for an unwritten undertaking by these companies to support an amendment to Section 1701.55 to allow an directors [sic] to be elected other than by a plurality of the vote. We understand that the statutory language to effectuate such a change has been drafted by the Ohio State Bar Association Corporation Law Committee and is likely to be introduced to the Ohio General Assembly.

The SEC also denied no-action relief to DPL Inc. in respect of a reincorporation majority vote proposal (letter available Feb. 5, 2007).

Section 1701.55(B) of the Ohio General Corporation Law was amended effective, Jan. 1, 2008, to permit the adoption of majority voting through charter amendments. See L. Reed Walton, Ohio Adopts a Law to Allow for Majority Voting, RiskMetrics Group, Inc. Risk and Governance Blog, Aug. 28, 2007, available at <http://blog.riskmetrics.com/2007/08/>.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Governance Committee have tendered their offers of resignations, then the Board shall act on the offers of resignation.</p> <p>The Board shall act on the tendered offers of resignation, taking into account the recommendation of the Compensation and Governance Committee, and shall publicly disclose (by press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered offers of resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. In determining whether to accept or reject any offer of resignation, the Board shall be entitled to consider all of the factors considered by the Compensation and Governance Committee and any additional information and factors that the Board believes to be relevant. No director who has tendered his or her offer of resignation may participate in the Board's decision. Notwithstanding the foregoing, if the acceptance by the Board of all of the then pending offers of resignation would result in the Corporation having fewer than five directors who were in office prior to the applicable election, the Board may elect to extend such 90-day period by an additional 90 days if the Board shall determine that such an extension is in the best interests of the Corporation.</p> <p>If any incumbent director's offer of resignation is not accepted by the Board, such director shall continue to serve until the next annual meeting or until his or her successor is duly elected and qualified, subject to such director's earlier death, resignation, disqualification or removal. If a director's offer of resignation is accepted by the Board pursuant to this Subsection (b), or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article V, Section 2 below or may decrease the size of the Board pursuant to the provisions of the Corporation's Certificate of Incorporation.</p> <p>(c) Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation, except as may be otherwise provided in the Certificate of Incorporation of the Corporation with respect to the right of holders of Preferred Stock of the Corporation to nominate and elect a specified number of directors in certain circumstances. Nominations of persons for election to the Board of Directors may be made at any annual meeting of stockholders, or at any special meeting of stockholders called for the purpose of electing directors, (i) by or at the direction of the Board of Directors (or any duly authorized committee thereof) or (ii) by any stockholder of the Corporation (A) who is a stockholder of record or beneficial owner on the date of the giving of the notice provided for in this Section 2 and on the record date for the determination of stockholders entitled to vote at such meeting and (B) who complies with the notice procedures set forth in this Section 2 .</p> <p>(d) In addition to any other applicable requirements, for a nomination to be made by a stockholder, such stockholder must have given timely notice thereof in proper written form to the secretary of the Corporation.</p> <p>(e) To be timely, a stockholder's notice to the secretary must be delivered to or mailed and received at the principal executive offices of the Corporation (i) in the case of an annual meeting, not less than seventy-five (75) days nor more than one hundred (100) days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided , however , that in the event that the annual meeting is called for a date that is not within thirty (30) days before or after such anniversary date, notice by the stockholder in order to be timely must be so received not later than the close of business on the tenth (10th) day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure of the date of the annual meeting was made, whichever occurs first, and (ii) in the case of a special meeting of stockholders called for the purpose of electing directors, not later than the close of business on the tenth (10th) day following the day on which notice of the date of the special business on the tenth (10th) day following the day on which notice of the date of the special meeting was mailed or public disclosure of the date of the special meeting was made, whichever occurs first.</p> <p>(f) To be in proper written form, a stockholder's notice to the secretary must set forth (i) as to each person whom the stockholder proposes to nominate for election as a director (A) the name, age, business address and residence address of the person, (B) the principal occupation or employment of the person, (C) the class or series and number of shares of capital stock of the Corporation which are owned beneficially or of record by the person and (D) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with the solicitations of the proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the " Exchange Act "), and the rules and regulations promulgated thereunder, or any successor provisions thereto; and (ii) as to the stockholder giving the notice (A) the name and record address of such stockholder, (B) the class or series and number of shares of capital stock of the Corporation which are owned beneficially or of record by such stockholder, (C) a description of all arrangements or understandings between such stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder, (D) a representation that such stockholder</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>intends to appear in person or by proxy at the meeting to nominate the persons named in its notice and (E) any other information relating to such stockholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder, or any successor provisions thereto. Such notice must be accompanied by (i) a written consent of each proposed nominee to being named as a nominee and to service as a director if elected and (ii) a signed representation and agreement of each proposed nominee as required by Subsection (g) of this Section 2.</p> <p>(g) In all cases, to be eligible to be a nominee for election or reelection as a director of the Corporation or to be considered by the Board to fill any vacancies pursuant to Article V, Section 2 below, a person must deliver to the Secretary of the Corporation at the principal executive offices of the Corporation a written representation and agreement (in the form provided by the Secretary upon written request) that such person will abide by the requirements of Subsection (b) of this Section 2.</p> <p>(h) No person shall be eligible for election as a director of the Corporation, at any annual meeting of stockholders or at any special meeting of stockholders called for the purpose of electing directors, unless nominated in accordance with the procedures set forth in this Section 2. If the chairman of the meeting determines that a nomination was not made in accordance with the foregoing procedures, the chairman shall declare to the meeting that the nomination was defective and such defective nomination shall be disregarded.</p> <p>(i) The determination of whether shares of capital stock of the Corporation are owned beneficially under this Section 2 shall be made in the manner applicable to proposals submitted pursuant to Rule 14a-8 of the Exchange Act, or any successor provisions thereto.</p>
eFunds Corporation <sup>117</sup> (12/9/06)	Policy	<p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall tender an offer to resign from further service on the Board. The Governance Committee shall consider the circumstances that led to the Majority Withheld Vote, if known, and make a recommendation to the Board regarding whether the offer should be accepted or declined. The Board will act on the Governance Committee’s recommendation within 90 days following the stockholder vote. The Board will furnish a Current Report on Form 8-K disclosing whether it accepted or declined the resignation offer, and the rationale for its determination, to the Securities and Exchange Commission promptly following the conclusion of its deliberations.</p> <p>A Director who tenders his or her resignation pursuant to this provision may not participate in the Governance Committee or Board discussions regarding their resignation offer. If all of the members of the Governance Committee receive a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee of independent Directors to perform the functions of the Governance Committee outlined herein.</p> <p>In the case of a contested election, the individuals receiving a plurality of the votes cast in that election shall be elected to the Board seats in question. An election shall be considered contested if there are more nominees for election to the Board than the number of directors to be elected. The Board of Directors shall determine whether an election should be considered contested in the event of any ambiguity.</p>
Electronic Arts Inc. (11/8/06)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p><u>Section 1.2: Annual Meetings</u></p> <p>(c) At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (iii) of Section 1.2(b) of these Bylaws, (i) the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. . . Such stockholder’s notice shall set forth: (A) as to each person whom the stockholder proposes to nominate for election or re-election as a director (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) including such person’s written consent to being named in a proxy statement as a nominee and to serving as a director if elected, and (ii) a statement as to whether such person, if elected and in accordance with the Corporation’s Corporate Governance Guidelines, intends to tender,</p>

<sup>117</sup> Fidelity National Information Services, Inc. acquired eFunds Corporation on Sep. 12, 2007. Press Release, eFunds Corporation (Sep. 12, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p data-bbox="449 220 1978 277">promptly following such person’s election or re-election, an irrevocable resignation effective upon such person’s failure to receive the required vote for re-election at the next meeting at which such person would face re-election . . .</p> <p data-bbox="449 282 926 318"><u>Section 1.5: Quorum and Required Vote . . .</u></p> <p data-bbox="449 324 1978 797">(c) Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, a nominee for director shall be elected by the majority of the votes cast of the shares present in person, by remote communication, if applicable, or represented by proxy at the meeting at any meeting for the election of directors at which a quorum is present; <i>provided , however ,</i> that, a nominee for director shall be elected by a plurality of the votes cast of the shares present in person, by remote communication, if applicable, or represented by proxy at the meeting and entitled to vote generally on the election of directors if (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for directors set forth in Sections 1.2 and 1.3 of these Bylaws, and (ii) such nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date on which the Corporation first mails its notice of meeting for such meeting to the stockholders. For purposes of the election of directors, a “majority of the votes cast” means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director (a “Majority Vote”). If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee. Where a separate vote by a class or classes or series is required, except where otherwise provided by statute or by the Certificate of Incorporation or these Bylaws, a majority of the outstanding shares of such class or classes or series, present in person, by remote communication, if applicable, or represented by proxy shall constitute a quorum entitled to take action with respect to that vote on that matter. Except as described above with respect to the election of directors, or where otherwise provided by statute or by the Certificate of Incorporation or these Bylaws, the affirmative vote of the majority of shares of such class or classes or series entitled to be cast on the matter, present in person, by remote communication, if applicable, or represented by proxy at the meeting and voting for or against the matter shall be the act of such class or classes or series.</p> <p data-bbox="449 803 1978 976">(d) If a director fails to receive a Majority Vote in an election in which directors are required to be elected by the majority of the votes cast, the Nominating and Governance Committee of the Board of Directors will consider whether the director has, in accordance with the Corporation’s Corporate Governance Guidelines, previously submitted an irrevocable resignation contingent upon (i) his or her failure to receive a Majority Vote and (ii) acceptance by the Board of Directors of such resignation and, if so, will recommend to the Board of Directors whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Committee’s recommendation within 90 days from the date of the certification of the election results and will publicly disclose its decision promptly thereafter.</p> <p data-bbox="449 982 520 1018"><u>Policy:</u></p> <p data-bbox="449 1024 1978 1166">In accordance with EA’s Bylaws, if EA’s Corporate Secretary has not received timely and proper notice from a stockholder indicating an intention to nominate one or more candidates to compete with the Board’s nominees in a director election, or if such stockholder has withdrawn all such nominations by the tenth day preceding the date on which EA first mails its notice of meeting to stockholders, then the election of directors will be considered “uncontested”. In the event of an uncontested election of directors, a nominee must receive more votes cast “for” than “against” his or her election or re-election in order to be elected or re-elected to the Board.</p> <p data-bbox="449 1172 1978 1367">The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election in an uncontested election. The Board shall nominate for election or re-election as director only candidates who have previously tendered or, in the case of candidates who have not yet become members of the Board, have agreed to tender promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (i) a failure to receive the required majority vote at the next annual or special meeting at which they face re-election in an uncontested election, and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of irrevocable resignation tendered by other directors in accordance with these guidelines.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>If an incumbent director fails to receive the required majority vote in an uncontested election, the Nominating and Governance Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Governance Committee and the Board may consider any factors they deem relevant in deciding whether to recommend/accept a director's resignation.</p> <p>The Board will act on the Nominating and Governance Committee's recommendation within 90 days from the date of the certification of election results and will publicly disclose its decision promptly thereafter.</p>
<p>Electronic Data Systems Corporation<sup>118</sup> (2/6/07 Bylaw and Policy, replacing 2/7/06 Policy)</p>	<p>Bylaw and Policy</p>	<p><u>Bylaw:</u></p> <p>2.7 Voting by Stockholders. . . .</p> <p>(b) Voting in the Election of Directors. Unless otherwise provided by or pursuant to the Certificate of Incorporation or these Bylaws in accordance with the DGCL, at a meeting of stockholders of the Corporation at which a quorum is present, a nominee for Director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that Directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which the numbers of nominees for director exceeds the number of directors to be elected.</p> <p>The Board of Directors expects a Director to tender his or her resignation if he or she fails to receive the required number of votes. This expected resignation requirement is detailed in the EDS Corporate Governance Guidelines and will be summarized or included in each proxy statement relating to an election of Directors of the Corporation.</p> <p><u>2/6/07 Amended Version of Policy:</u></p> <p><b>Implementation of Majority Voting for Directors</b></p> <p>In accordance with the Corporation's Bylaws, in an uncontested election of Directors (i.e., an election where the nominees for director exceeds the number of directors to be elected), a nominee must receive more votes for than against his or her election in order to be elected to the Board. The Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes. The Board shall nominate as Director only those candidates who agree to tender, prior to nomination, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face election (or reelection) and (ii) the Board's acceptance of such resignation. Similarly, the Board shall fill Director resignations and new directorships only with candidates who agree to tender the same form of resignation tendered by other Directors in accordance with this policy prior to any subsequent nomination.</p> <p>If any incumbent director fails to receive the required vote for election, the Governance Committee of the Board of Directors will promptly consider whether to accept that Director's previously tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Governance Committee will consider all factors deemed relevant including, without limitation, the stated reasons why shareholders voted against the election of the Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director's contributions to EDS, EDS' Corporate Governance Guidelines and the impact of the resignation on any contractual and regulatory requirements. The Board will act on the Governance Committee's recommendation no later than 90 days following the date of the shareholders' meeting when the election occurred. In considering the Governance Committee's recommendation, the Board will review the factors considered by the Governance Committee and such additional information and factors the Board believes to be relevant. Absent a compelling reason for the Director to remain on the Board, it is the Board's intention to accept the resignation. Following the Board's decision on</p>

<sup>118</sup> John Chevedden, a stockholder activist, submitted a majority vote proposal for 2006. See Activists Emphasize Accountability and definitive proxy statement filed on Mar. 17, 2006 at 28-29. The proposal received support from 32.3% of votes cast. See Growing Support. According to Item 5.02(b) of the Current Report on Form 8-K filed on Feb. 6, 2007: "Pursuant to the amendment to the Corporate Governance Guidelines described above, on February 6, 2007, at the time of their nomination by the Board of Directors for reelection at EDS' 2007 Annual Meeting of Shareholders, each incumbent director of EDS, other than Mr. Enrico, tendered his or her resignation that would be effective upon (i) the failure to receive the required vote at the 2007 Annual Meeting of Shareholders and (ii) the Board's acceptance of such resignation."

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>the Governance Committee's recommendation, EDS will promptly publicly disclose the Board's decision of whether to accept the tendered resignation (together with an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more Directors' resignations are accepted by the Board, the Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision is expected to not participate in the Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Governance Committee are not duly elected under the Company's Bylaws at the same election, then the independent Directors who are duly elected at that election will designate a group amongst themselves to consider the tendered resignations and to recommend to the remaining duly elected independent Directors whether to accept or reject the tendered resignations.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of EDS.</p> <p><u>2/7/06 Version of Policy:</u></p> <p>In an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Governance Committee of the Board of Directors will promptly consider the resignation submitted by a Director receiving a greater number of votes "withheld" from his or her election than votes "for" his or her election, and will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Governance Committee will consider all factors deemed relevant by the members of the Governance Committee including, without limitation, the stated reasons why shareholders "withheld" votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director's contributions to EDS, and EDS' Corporate Governance Guidelines.</p> <p>The Board will act on the Governance Committee's recommendation no later than 90 days following the date of the shareholders' meeting when the election occurred. In considering the Governance Committee's recommendation, the Board will review the factors considered by the Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Governance Committee's recommendation, EDS will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission. To the extent that one or more Directors' resignations are accepted by the Board, the Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Governance Committee received a greater number of votes "withheld" from their election than votes "for" their election at the same election, then the independent Directors who are on the Board who did not receive a greater number of votes "withheld" from their election than votes "for" their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a greater number of votes "withheld" from their election than votes "for" their election or who were not standing for election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of EDS.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Eli Lilly and Company <sup>119</sup> (12/19/05)?	Policy	<p>In an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The directors and corporate governance committee shall consider the resignation offer and recommend to the board whether to accept it. The board will act on the committee’s recommendation within 90 days following the shareholder meeting. Board action on the matter will require the approval of a majority of the independent directors.</p> <p>The company will disclose the board’s decision on a Form 8-K furnished to the Securities and Exchange Commission within four business days after the decision, including a full explanation of the process by which the decision was reached and, if applicable, the reasons why the board rejected the directors’ resignation. If the resignation is accepted, the directors and corporate governance committee will recommend to the board whether to fill the vacancy or reduce the size of the board.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the committee or board deliberations regarding whether to accept the resignation offer.</p> <p>If each member of the directors and corporate governance committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the board whether to accept them.</p>
El Paso Corporation <sup>120</sup> (10/26/06 Bylaw and Policy, replacing 12/2/05 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p><b>8.2 Voting for Directors.</b> At each election of Directors the voting shall be by written ballot. A nominee for Director shall be elected to the Board if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that Directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the corporation receives a notice that a stockholder has nominated a person for election to the Board in compliance with the advance notice requirements for stockholder nominees for director set forth in Article III, Section 3 of these By-laws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the day next preceding the date the corporation first mails its notice of meeting for such meeting to the stockholders. If Directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee.</p> <p>ARTICLE III</p> <p><b>SECTION 3. Nominations of Directors.</b> . . . A stockholder’s notice to the Secretary shall set forth (i) as to each person whom the stockholder proposes to nominate for election or reelection as a Director (a) the name, age, business address and residence address of such person, (b) the principal occupation or employment of such person, (c) the class and number of shares of the corporation which are beneficially owned by such person on the date of such stockholder’s notice, (d) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of Directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, or any successor statute thereto (the “Exchange Act”) (including without limitation such person’s written</p>

<sup>119</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Mar. 13, 2006 at 33-35. The proposal received support from 31.6% of votes cast, per ISS. See Growing Support. The board agreed to submit a board declassification charter amendment to stockholders at the 2007 annual meeting in light of the approval of a 2006 non-binding stockholder declassification proposal. See Current Report on Form 8-K filed on Oct. 19, 2006. The declassification proposal, which is set forth in the definitive proxy statement filed on Mar. 5, 2007 at 41-42, did not pass. See Quarterly Report on Form 10-Q filed on May 3, 2007 at 23. According to page 49 of the definitive proxy statement filed on Mar. 5, 2007: “in 2007, the board has taken two major steps to demonstrate its continuing leadership in corporate governance and accountability to shareholders: (1) seeking shareholder approval to eliminate the classified board (see Item 3), and (2) agreeing to seek shareholder approval to adopt a majority voting standard for directors beginning in 2008.” The company is included in CalPERS 2007 annual focus list of underperforming companies. Press Release, CalPERS (Mar. 15, 2007).

<sup>120</sup> Member of Majority Vote Work Group. See Note 18.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>consent to being named in the proxy statement as a nominee and to serving as a Director if elected) and (e) a statement whether such person, if elected, intends to tender, promptly following such person's election or reelection, an irrevocable resignation effective upon such person's failure to receive the required vote for reelection at the next meeting at which such person would face reelection and upon acceptance of such resignation by the Board, in accordance with the corporation's Corporate Governance Guidelines . . . .</p> <p><u>10/26/06 Amended Version of Policy:</u></p> <p>2. <i>Selection of Board Members and Director Qualification Standards.</i> . . . . The Board shall nominate for election or reelection only candidates who agree to tender, promptly following the annual meeting at which they are elected or reelected as director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face reelection and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Corporate Governance Guideline.</p> <p>11. <i>Voting for Directors.</i> In accordance with the Company's By-laws, if none of the Company's stockholders provides notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if stockholders have withdrawn all such nominations by the day before the Company mails its notice of meeting to our stockholders, a nominee must receive more votes cast for than against his or her election or reelection in order to be elected or reelected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for reelection in such an uncontested election.</p> <p>If an incumbent director fails to receive the required vote for reelection, the Governance &amp; Nominating Committee shall promptly determine whether to accept the director's resignation offer and will submit such recommendation for prompt consideration by the Board. In considering whether to accept or reject the tendered resignation, the Governance &amp; Nominating Committee will consider all factors deemed relevant by the members of the Governance &amp; Nominating Committee including, without limitation, the stated reasons why stockholders voted against election of such director, the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Company, applicable By-law provisions and these Corporate Governance Guidelines.</p> <p>The Board will act on the Governance &amp; Nominating Committee's recommendation no later than 90 days following certification of the shareholder vote. In considering the Governance &amp; Nominating Committee's recommendation, the Board will consider the factors considered by the Governance &amp; Nominating Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Governance &amp; Nominating Committee's recommendation, the Company will promptly disclose the Board's decision whether to accept the director's resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>The Board expects any director who fails to receive the required vote for reelection to abstain from participating in any decision regarding his or her resignation. If a majority of the members of the Governance &amp; Nominating Committee failed to receive more votes cast for than against his or her election or reelection at the same election, the Board of Directors will appoint a Board committee of the independent directors who are on the Board who did receive more votes cast for than against his or her election or reelection solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who received more votes cast for than against his or her election or reelection.</p> <p>To the extent that one or more directors' resignations are accepted by the Board, the Governance &amp; Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. If a director's resignation is not accepted by the Board, such director will continue to serve until the next annual meeting and until his successor is duly elected, or his or her earlier resignation or removal.</p> <p>This provision on voting for directors will be summarized or included in each proxy statement relating to the election of directors.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>12/2/05 Version of Policy:</p> <p>In an uncontested election (i.e., an election where the only nominees are those recommended by the Board), any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Governance &amp; Nominating Committee shall promptly consider the resignation offer and recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Governance &amp; Nominating Committee will consider all factors deemed relevant by the members of the Governance &amp; Nominating Committee including, without limitation, the stated reasons why shareholders “withheld” votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director’s contributions to the Company, and these Corporate Governance Guidelines.</p> <p>The Board will act on the Governance &amp; Nominating Committee’s recommendation no later than 90 days following certification of the shareholder vote. In considering the Governance &amp; Nominating Committee’s recommendation, the Board will consider the factors considered by the Governance &amp; Nominating Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision on the Governance &amp; Nominating Committee’s recommendation, the Company will promptly disclose the Board’s decision whether to accept the Director’s resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Governance &amp; Nominating Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Governance &amp; Nominating Committee received a Majority Withheld Vote at the same election, then the independent Directors who are on the Board who did not receive a Majority Withheld Vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a Majority Withheld Vote.</p> <p>To the extent that one or more Directors’ resignations are accepted by the Board, the Governance &amp; Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>This provision on voting for Directors will be summarized or including in the Company’s annual proxy statement relating to the election of Directors.</p>
Embarq Corporation <sup>121</sup> (7/20/06)	Bylaw (including director resignation policy)	<p>SECTION 2.06 Proxies and Voting. . . .</p> <p>(C) Subject to the rights of the holders of any series of preferred stock and except as otherwise required by law or, the Certificate of Incorporation, each director to be elected by the stockholders must receive a majority of the votes cast with respect to the election of that director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected in a contested election, the directors will be elected by a plurality of the shares represented in person or by proxy at the meeting and entitled to vote on the election of directors. For purposes of this section, (i) a “majority of votes cast” means that the number of votes cast “for” a director’s election exceeds the number of votes cast as “withheld” with respect to that director’s election, and (ii) a “contested election” means that the number of persons properly nominated to serve as directors of the Corporation exceeds the number of directors to be elected.</p> <p>(D) If a nominee for director who is an incumbent director is not elected and no successor has been elected at the same meeting, the director must submit to the Board of Directors promptly after the certification of the election results a letter offering to resign from the Board of Directors (a “Resignation Offer”). The Nominating and Corporate Governance Committee will consider the Resignation Offer and will make a recommendation to the Board of Directors whether to accept the Resignation Offer, reject the Resignation Offer or take other action. The Board of Directors, taking into account the Nominating and Corporate Governance Committee’s recommendation, will act on each Resignation Offer within 90 days from the date of the certification of the election results and will disclose promptly in a Form 8-K filed with the Securities and</p>

<sup>121</sup> Embarq Corporation was spun-off from Sprint Nextel Corporation, effective May 17, 2006.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		Exchange Commission its decision and the rationale for the decision. A director who submitted a Resignation Offer may not participate in the Nominating and Corporate Governance Committee or Board of Directors deliberations and determination whether or not to accept the Resignation Offer. If a majority of the members of the Nominating and Corporate Governance Committee submit Resignation Offers as a result of the same election, then the Board of Directors will appoint a committee from of one or more independent directors not submitting Resignation Offers to consider the Resignation Offers and make recommendations to the Board of Directors in place of the Nominating and Corporate Governance Committee. If all of the Corporation's independent directors submit Resignation Offers in connection with the same election, then the full Board of Directors, without receiving the recommendation of a committee of independent directors, will consider and act upon each director's Resignation Offer, excluding from the deliberations and determination in each case the director whose Resignation Offer is being considered. If the Board of Directors does not accept a director's Resignation Offer, that director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If the Board of Directors accepts a director's Resignation Offer pursuant to this Section, or if a new nominee for director is not elected pursuant to this section, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3.02 or may decrease the size of the Board of Directors pursuant to the provisions of Section 3.01.
EMC Corporation <sup>122</sup> (10/21/05, as amended 2/10/06?)	Policy	<p><u>2/10/06 Amended Version:</u></p> <p>Any nominee for director in an uncontested election as to whom a majority of the shares of the Company that are properly cast at such election are designated to be "withheld" from his or her election shall promptly tender his or her resignation from the Board and all committees thereof following certification of the shareholder vote. The Governance Committee shall assess the appropriateness of such nominee continuing to serve as a director and shall recommend to the Board the action to be taken with respect to such tendered resignation.</p> <p><u>10/21/05 Version:</u></p> <p>Any nominee for director in an uncontested election as to whom a majority of the shares of the Company that are properly cast at such election are designated to be "withheld" from his or her election shall offer his or her resignation from the Board and all Committees thereof. The Governance Committee shall assess the appropriateness of such nominee continuing to serve as a director and shall recommend to the Board the action to be taken with respect to such offer to resign. If requested by the Board, such director shall tender his or her resignation from the Board and all Committees thereof.</p>

<sup>122</sup> The Central Laborers' Pension, Welfare & Annuity Fund submitted a non-binding majority proposal for 2006. EMC Corporation sought to exclude this proposal on the grounds that it had been substantially implemented and was misleading and contrary to the proxy rules, but the SEC denied no-action relief (letter available Feb. 7, 2006). The proposal received support from 54% of votes cast. See Growing Support and EMC Shareholders Vote Against the Board, Investrend, May 5, 2006. According to pages 37-38 of the definitive proxy statement filed on Mar. 20, 2006:

Set forth below are procedures of the Board and Corporate Governance and Nominating Committee to be used if such majority voting policy is triggered:

- In considering the appropriateness of a nominee continuing to serve as a Director, the Corporate Governance and Nominating Committee will act promptly and consider all factors deemed relevant, including any known reasons why shareholders "withheld" votes from the Director, the length of service and qualifications of the Director in question, the Director's contributions to EMC, the Director's particular area of expertise or experience and compliance with listing standards;
- The Board will act on the Corporate Governance and Nominating Committee's recommendation promptly, but in any event not later than 90 days from the date of the annual or special meeting of shareholders at which the vote occurred. The Board will consider the factors considered by the Corporate Governance and Nominating Committee and any other factors it deems relevant. Such Board action may include acceptance of the tendered resignation, adoption of measures designed to address the issues underlying the "withheld" votes for such Director or rejection of the tendered resignation. Following the Board's decision, EMC will promptly publicly disclose the Board's decision and process (including, if applicable, the reasons for rejecting the tendered resignation) in a periodic or current report filed with the Securities and Exchange Commission;

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Encore Acquisition Company (2/16/06)	Policy	<p>In an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the stockholder vote. The Nominating and Corporate Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Nominating and Corporate Governance Committee’s recommendation within 90 days following certification of the stockholder vote. Thereafter, the Board will promptly disclose its decision whether to accept the director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Company press releases typically are distributed.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee selected from their group to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.</p>
Enesco Group, Inc. <sup>123</sup> (effective 4/11/06)	Policy	<p>In an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) is required to promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Nominating and Governance Committee, giving due consideration to the best interests of the Company and its shareholders, is required to evaluate the relevant facts and circumstances, including whether the underlying cause(s) of the Majority Withheld Vote can be cured, and shall make a decision after the election, on whether to accept the tendered resignation and make a recommendation to the Board with respect to any such letter of resignation. The independent directors of the Board are required to take action with respect to this recommendation and to publicly disclose its decision and decision-making process. Any director who tenders a letter of resignation pursuant to this provision shall not participate in the Committee’s or the Board’s decision.</p>

- To the extent that one or more Director’s resignation is accepted by the Board, the Board will determine whether to fill such vacancy or vacancies or to reduce the size of the Board; and
- The process described above of determining whether or not to accept a tendered resignation shall be managed by the independent Directors. Further, any Director who tenders his or her resignation pursuant to EMC’s majority voting policy will not participate in the Corporate Governance and Nominating Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Corporate Governance and Nominating Committee receive a greater number of votes “withheld” than “for” at the same election, then the independent Directors who are on the Board who did not receive such votes will consider the tendered resignations.

The Central Laborers Pension Fund also submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 27, 2007 at 29-30. The proposal received support from approximately 42.9% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Aug. 9, 2007 at 39. In opposing the stockholder proposal, the company stated: “EMC intends to support legislative efforts designed to clarify the procedures to be used under Massachusetts law to implement majority voting. Once Massachusetts law has been amended, we will adopt or, if appropriate, submit to shareholders for approval, binding changes to EMC’s voting standard for election of directors.” See definitive proxy statement filed on Mar. 27, 2007 at 30.

The 2007 definitive proxy statement also included a management proposal to declassify the board at 26. The declassification proposal passed. See Quarterly Report on form 10-Q filed on Aug. 9, 2007 at 38. The company is included in CalPERS 2007 annual focus list of underperforming companies. Press Release, CalPERS (Mar. 15, 2007).

<sup>123</sup> Enesco Group, Inc. is incorporated in Illinois which requires that director nominees receive the affirmative vote of the majority of the votes of the shares represented at the meeting and entitled to vote, unless a greater number of votes or voting by classes is required by the Illinois Business Corporation Act or the articles of incorporation of a company. See 805 ILCS 5/7.60. On Jan. 12, 2007, Enesco Group, Inc. and certain of its domestic subsidiaries filed for bankruptcy. See Current Report on Form 8-K filed on Jan. 16, 2007. On Feb. 15, 2007, the company sold substantially all of its assets to an affiliate of Tinicum Capital Partners II, L.P. See Current Report on Form 8-K filed on Feb. 21, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
EnPro Industries, Inc. (2/15/06)	Policy	<p>In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will promptly tender his or her resignation to the Chairman following certification of the shareholder vote.</p> <p>The Nominating Committee will promptly consider the resignation submitted by a director receiving a greater number of votes “withheld” from his or her election than votes “for” his or her election, and the Nominating Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Nominating Committee will consider all factors deemed relevant by the members of the Nominating Committee including, without limitation, the stated reasons why shareholders “withheld” votes for election from such director, the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to the Company, and the Company’s Corporate Governance Guidelines.</p> <p>The Board will act on the Nominating Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting where the election occurred. In considering the Nominating Committee’s recommendation, the Board will consider the factors considered by the Nominating Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision on the Nominating Committee’s recommendation, the Company will promptly publicly disclose the Board’s decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Nominating Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Nominating Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a greater number of votes “withheld” from their election than votes “for” their election or who were not standing for election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Entergy Corporation <sup>124</sup> (2/12/07 Bylaw and 1/27/06 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p>SECTION 3. Election of Directors. Except as provided in Article III, Section 7 of these Bylaws, each director of the Corporation shall be elected by the vote of a majority of the votes cast with respect to such director at any meeting for the election of directors at which a quorum is present; provided, however, that if the number of nominees for any election of directors nominated (i) by the Board of Directors, (ii) any stockholder or (iii) a combination of nominees by the Board of Directors and any stockholder exceeds the number of directors to be elected (a “Contested Election”),</p>

<sup>124</sup> 2005 majority proposal from the SMWIA received support from 40.6% of votes cast, per Georgeson Shareholder. See Georgeson Review at 21. The SMWIA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 24, 2006 at 42-44. The definitive proxy statement also contained a management proposal to eliminate the supervoting requirement in the company’s certificate of incorporation relating to director removal. See definitive proxy statement at 35. That proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 9, 2006 at 133. The 2006 majority proposal received support from 44.5% of votes cast, per ISS. See Growing Support. The SMWIA was reported to have presented a binding majority proposal for 2007. See Stephen Taub, Union Activists Prepare 2007 Proxy Fights, Compliance Week, Jan. 3, 2007 [hereinafter Proxy Fights]. However that proposal did not appear in the company’s 2007 proxy statement, seemingly as a result of the adoption of the majority vote bylaw set forth above. Although the company did not amend its majority vote policy, it adopted a majority vote bylaw, which functions to limit the application of the policy to incumbent directors who fail to receive the requisite vote.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>the nominees receiving a plurality of the votes cast by holders of shares entitled to vote at any meeting for the election of directors at which a quorum is present will be elected. For purposes of this Section 3 of Article III, a majority of the votes cast means that the number of shares voted “for” a director must exceed 50% of the votes cast with respect to that director. The votes cast shall exclude abstentions with respect to that director’s election.</p> <p>SECTION 7. Newly Created Directorships and Vacancies. Any newly created directorship or any vacancy occurring in the Board of Directors for any reason may be filled by a majority of the remaining directors (excluding any director elected by any class or series of preferred stock), although less than a quorum, or by a majority of the votes cast in the election of directors at a meeting of stockholders. Each director elected to replace a former director shall hold office until the expiration of the term of office of the director whom he or she has replaced and the election and qualification of his or her successor, or until his or her earlier death, resignation or removal. A director elected to fill a newly created directorship shall serve until the next annual meeting of stockholders and the election and qualification of his or her successor, or until his or her earlier death, resignation or removal.</p> <p><u>Policy:</u></p> <p>In an uncontested election of directors, any nominee who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will, within five days following the certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Corporate Governance Committee. As used in this Section, an “uncontested election of directors” is an election in which the only nominees are persons nominated by the Board of Directors.</p> <p>The Corporate Governance Committee will consider such tendered resignation and, within 45 days following the date of the shareholders’ meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Corporate Governance Committee will consider all factors deemed relevant by the members of the Corporate Governance Committee including, without limitation, the stated reason or reasons why shareholders who cast “withhold” votes for the director did so, the qualifications of the director (including, among other things, whether the director serves on the Audit Committee of the Board as an “Audit Committee Financial Expert” and whether there are one or more other directors qualified, eligible and available to serve on the audit committee in such capacity), and whether the director’s resignation from the Board would be in the best interests of the Company and its shareholders. The Corporate Governance Committee also will consider a range of possible alternatives concerning the director’s tendered resignation as the members of the Corporate Governance Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Corporate Governance Committee to have substantially resulted in the “withheld” votes.</p> <p>The Board will take formal action on the Corporate Governance Committee’s recommendation no later than 75 days following the date of the shareholders’ meeting at which the election occurred. In considering the Corporate Governance Committee’s recommendation, the Board will consider the information, factors and alternatives considered by the Corporate Governance Committee and such additional information, factors and alternatives as the Board deems relevant.</p> <p>Following the Board’s decision on the Corporate Governance Committee’s recommendation, the Company, within four business days after such decision is made, will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board’s decision, together with an explanation of the process by which the decision was made and, if applicable, the Board’s reason or reasons for rejecting the tendered resignation.</p> <p>No director who, in accordance with this Section, is required to tender his or her resignation, shall participate in the Corporate Governance Committee’s deliberations or recommendation, or in the Board’s deliberations or determination, with respect to accepting or rejecting his or her resignation as a director. If a majority of the members of the Corporate Governance Committee received a greater number of votes “withheld” from their election than votes “for” their election, then the independent directors then serving on the Board who received a greater number of votes “for” their election than votes “withheld” from their election, and the directors, if any, who were not standing for election, will appoint an ad hoc Board committee from amongst themselves (the “Ad Hoc Committee”), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignation. The Ad Hoc Committee shall serve in place of the Corporate Governance Committee and perform its duties for purposes of this Section. Notwithstanding</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>the foregoing, if fewer than three directors would be eligible to serve on the Ad Hoc Committee, the entire Board (other than the director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Corporate Governance Committee and without the creation of an Ad Hoc Committee.</p> <p>This Section as it may from time to time be amended, will be summarized or included in the Company's proxy statement for each meeting of shareholders (annual or special) at which directors are to be elected.</p>
EOG Resources, Inc. <sup>125</sup> (Preexisting Bylaw and 2/06 Policy)	Bylaw and Policy	<p><u>Bylaw:</u> Directors shall be elected by a majority of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.</p> <p><u>Policy:</u> The Company's Bylaws provide that directors are elected by the vote of a majority of the shares present in person or represented by proxy and entitled to vote. Any nominee for director who fails to receive the requisite majority vote at an annual or special meeting held for the purpose of electing directors must, promptly following certification of the stockholder vote, tender his or her resignation to the Nominating Committee of the Board of Directors. The Nominating Committee (excluding the director who tendered the resignation) will evaluate any such resignation in light of the best interests of the Company and its stockholders in determining whether to accept or reject the resignation, or whether other action should be taken. The Nominating Committee will make a recommendation and the Board will act on the tendered resignation, and publicly disclose its decision and rationale, within 90 days following certification of the stockholder vote. This provision on voting for Directors will be summarized or included in the Company's annual proxy statement relating to the election of Directors.</p>
Equitable Resources, Inc. <sup>126</sup> (12/6/06)	Bylaw (consisting of director resignation policy tied to a plurality standard)	<p>ARTICLE III</p> <p><u>Section 3.07</u> Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors. Nomination for election to the Board of Directors of the Company at a meeting of shareholders may be made by the Board of Directors or by any shareholder of the Company entitled to vote for the election of directors at such meeting who complies with the notice procedures set forth in this Section 3.07. . . Such notice shall also contain original irrevocable conditional resignations signed by each proposed nominee to be effective upon the conditions set forth in Section 3.10(a) of these By-Laws. . . .</p> <p><u>Section 3.10</u> (a) In order for any person to become a nominee for election by shareholders as a Director of the Company, such person must have submitted to the Board of Directors prior to the time of such person's nomination an irrevocable conditional resignation from the Board, to take effect upon the occurrence of all of the following conditions: (i) such person having been elected a director in the upcoming election, where the number of nominees did not exceed the number of directors to be elected; (ii) such person having received a greater number of votes "withheld" from his or her election than votes "for" such election; and (iii) such resignation having been accepted by the Board. Not later than 90 days after the certification of an election by shareholders satisfying clauses (i) and (ii) the Board of Directors will decide, after receipt of a recommendation of the Corporate Governance Committee, whether to accept such conditional resignation.</p> <p>(b) Any determination by the Board of Directors and the Corporate Governance Committee under subsection (a) shall be made without the participation of any Director whose resignation is under consideration with respect to the election. If there are not sufficient unaffected members of the Corporate Governance Committee to form a quorum, the unaffected independent Directors shall name a committee made up solely of unaffected independent Directors to make recommendations to the Board as to the acceptance of tendered resignation(s). If the number</p>

<sup>125</sup> Note that neither the bylaw (which predated the majority vote movement) nor the related resignation policy contains a carve-out for contested elections. Although not clear from the text of the policy, under a majority standard, the policy should only apply to incumbent directors.

<sup>126</sup> Management presented a charter amendment proposal at the 2007 annual meeting to clarify that the vote required for stockholders to approve charter and bylaw amendments previously approved by the board is a majority of votes cast, rather than a majority of the voting power outstanding. See definitive proxy statement filed on Mar. 5, 2007 at 54. The proposal passed. See Quarterly Report on Form 10-Q filed on Jul. 26, 2007 at 36.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>of unaffected independent Directors is three or fewer, all Directors may participate, with or without the naming of such committee as the Directors may deem appropriate, in the decision as to whether to accept the tendered resignations.</p> <p>(c) In considering the question of whether to accept a Director nominee's resignation, the Corporate Governance Committee and the Board of Directors shall be entitled to consider such facts and circumstances as deemed appropriate, including (i) whether the concerns raised by shareholders that led to the withhold votes can or should be cured, (ii) whether resignation of the nominee is an appropriate response to the concerns raised by the shareholders, (iii) the Director nominee's historical and anticipated future commitment and contribution to the Board, (iv) whether the Director's service on the Board of Directors is consistent with applicable regulatory requirements and listing standards, and without limitation (v) other matters in the interests of the Company. The Board of Directors' explanation of its decision shall be promptly disclosed on Form 8-K furnished to or filed with the Securities and Exchange Commission.</p>
Equity Office Properties Trust <sup>127</sup> (11/16/05)	Policy	<p><b>Trustees Who Fail to Receive a Majority Vote</b></p> <p>If at any shareholder meeting at which Trustees are elected any Trustee fails to receive a favorable vote from a majority of the votes cast with respect to such Trustee, then such Trustee shall promptly tender his resignation to the Board. The Board of Trustees shall then determine (not later than ninety (90) days following certification of the shareholder vote and acting without the participation of the affected Trustee) whether it is in the best interests of the Trust to accept or reject the resignation, taking into account the results of the shareholder vote and all other factors and circumstances it deems appropriate. The Trust will cause a press release to be distributed disclosing its decision and, if applicable, the reasons for rejecting the offer of resignation. For these purposes, the votes "cast" with respect to a nominee shall equal the sum of (i) the number of shares voted for the nominee, whether in person or by proxy, plus (ii) the number of shares as to which authority to vote for the nominee was withheld. The aforesaid policy will be limited to uncontested Trustee elections.</p>
Equity Residential <sup>128</sup> (3/15/07)	Policy	<p>E. <u>Board Resignation Policy</u>. In an uncontested election, any nominee for Trustee who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "Majority Withheld Vote") shall promptly tender his or her resignation to the Board for consideration. The Corporate Governance Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action is recommended, taking into account any factors or other information they consider appropriate and relevant, including the circumstances that led to the Majority Withheld Vote, if known. The Board will act on the tendered resignation within 90 days following certification of the shareholder vote and will promptly disclose its decision and rationale as to whether to accept the resignation (or the reason(s) for rejecting the resignation, if applicable) in a Form 8-K furnished to the SEC. No Trustee who tenders his or her resignation pursuant to this Guideline shall participate in the Corporate Governance Committee recommendation or Board action with respect to his or her resignation. However, in the event that each nominee for Trustee receives a Majority Withheld Vote, the Corporate Governance Committee shall make a final determination as to whether the Company shall accept any or all resignations, including those resignations from the members of the Corporate Governance Committee. If a Trustee's resignation is accepted by the Board pursuant to this Guideline, the Board may fill the resulting vacancy or decrease the size of the Board pursuant to the Company's Bylaws.</p>

<sup>127</sup> Equity Office Properties Trust was acquired on Feb. 9, 2007 by affiliates of The Blackstone Group. Press Release, Equity Office Properties Trust (Feb. 9, 2007).

<sup>128</sup> The UBCJA submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Apr. 16, 2007 at 13-15. The proposal did not pass, receiving support from 47.02% of the votes cast (including abstentions). See Press Release, Equity Residential (May 24, 2007) and Quarterly Report on Form 10-Q filed on Aug. 7, 2007 at 42.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Erie Indemnity Company <sup>129</sup> (12/18/06 Bylaw and 2/22/07? Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>At the Annual Meeting, the holders of the Class B Shares (the “Voting Shareholders”) shall elect Directors and shall transact such other business as may properly be brought before the meeting. In elections for Directors, voting need not be by ballot, except upon demand made by a Voting Shareholder at the election and before the voting begins. A Director nominee shall only be elected if the total votes cast by the Voting Shareholders “FOR” the election of such Director nominee represents a majority of the Class B Shares outstanding and entitled to vote at such meeting.</p> <p><u>Policy:</u></p> <p><b>VIII. Election Term. . .</b></p> <p>Each Director nominee will stand for election by the voting shareholders annually, and must receive the affirmative votes of a majority of the Class B shares outstanding and entitled to vote at such meeting. A sitting director who does not receive such a majority for re-election to the Board, will be expected to resign.</p>
Exar Corporation <sup>130</sup> (9/6/06)	Policy	<p>Any person elected as a Director with less than a majority of the votes cast in an uncontested election shall immediately tender his or her resignation to the Board for its consideration. The Board shall accept or reject such resignation as it shall determine to be in the best interests of the Company and its stockholders.</p>
EXCO Resources, Inc. (11/8/06)	Policy	<p>7. <u>Voting for Directors.</u> In an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Nominating and Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will consider and act on the Nominating and Governance Committee’s recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the Board will promptly disclose their decision whether to accept the director’s resignation offer (and, if applicable, the reasons for rejecting the resignation offer) in a press release to be disseminated in the manner that Company press releases typically are distributed.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p>

<sup>129</sup> Concurrently with adopting the bylaw set forth above, the board also adopted bylaw amendments: (a) shortening from 60 to 45 days the date by which a special meeting of stockholders must be held after it is requested, (b) permitting Class B stockholders to act by majority written consent rather than unanimous written consent, (c) eliminating the application of the advance notice provisions to Class B stockholders, (d) eliminating the mandatory retirement age for directors, (e) permitting holders of a majority of the outstanding Class B shares to fill board vacancies, (f) clarifying the provisions of the bylaws permitting holders of a majority of the outstanding Class B shares to remove directors with or without cause and (g) providing that the bylaw amendments adopted by the board on Dec. 18, 2006 cannot be amended, waived or repealed by the board. Press Release, Erie Indemnity Company (Dec. 20, 2006). According to the definitive proxy statement filed by the company on Mar. 15, 2007, the majority vote amendment set forth above required stockholder approval, which the company sought at the 2007 annual meeting. See definitive proxy statement filed on Mar. 15, 2007 at 54-56. The proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 1, 2007 at 43. Note that the company’s majority vote provisions do not contain a carve-out for contested elections. The definitive proxy statement also included a proposal asking the holders of Class B common stock to adopt an amendment to the charter to permit the holders of Class B common stock to act by majority consent. The company indicated that such proposal was being presented in connection with an amendment to the company’s bylaws approved by the board of directors in December 2006 that permits action to be taken by written consent of the holders of a majority of the outstanding shares of its Class B common stock. See definitive proxy statement filed on Mar. 15, 2007 at 53-54. The consent proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 1, 2007 at 43.

<sup>130</sup> The definitive proxy statement relating to the annual meeting of the company held on Sep. 7, 2006 included a management proposal to declassify the board, as of the company’s 2008 annual meeting. See definitive proxy statement filed on Aug. 9, 2006 at 18-19.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>However, if each member of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute two or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers</p>
<p>Exelon Corporation<sup>131</sup> (12/5/06)</p>	<p>Bylaw (consisting of director resignation policy tied to a plurality standard)</p>	<p>Section 4.02 <u>Qualifications and Selection of Directors</u>. . . .</p> <p>(b) <u>Notice of Certain Nominations Required</u>. Nominations for election of directors may be made by any shareholder entitled to vote for the election of directors if timely written notice in proper form (the "Notice") of the shareholder's intent to nominate a director at the meeting is given by the shareholder and received by the secretary of the corporation. . . .</p> <p>(c) <u>Contents of Notice</u>. To be in proper written form, the Notice shall be in writing and shall contain or be accompanied by: . . .</p> <p>(8) the signed consent of each nominee to serve as a director of the corporation if so elected and to be bound by Sections 4.02 and 4.03 of the bylaws. . . .</p> <p>(e) <u>Election of Directors</u>. Except as otherwise provided in these bylaws, directors of the corporation shall be elected by the shareholders only at an annual meeting of shareholders, unless such election of directors is required by the terms of any series of Preferred Stock. In elections for directors, voting need not be by ballot, unless required by vote of the shareholders before the voting for election of directors begins. At a meeting for the election of directors, if the number of nominees exceeds the number of directorships to be filled, the directors shall be elected by a plurality of the votes cast. If in an election of directors in which the number of nominees does not exceed the number of directors to be elected, any nominee who is not an incumbent director receives a plurality of the votes cast but does not receive a majority of the votes cast, the resignation of such nominee referred to in Section 4.03 will be automatically accepted. If the nominee is an incumbent director who is standing for re-election and such nominee receives a plurality of the votes cast but does not receive a majority of the votes cast, the committee of the board authorized to nominate candidates for election to the board will make a recommendation to the board on whether to accept the director's resignation or whether other action should be taken. The director not receiving a majority of the votes cast will not participate in the committee's recommendation or the board's decision regarding the tendered resignation. The independent members of the board will consider the committee's recommendation and publicly disclose the board's decision and the basis for that decision within 90 days from the date of the certification of the final election results. If less than two members of the committee are elected at a meeting for the election of directors, the independent members of the board who were elected shall consider and act upon the tendered resignation. For purposes of this paragraph, a majority of the votes cast means that the number of shares voted "for" must exceed the number of shares voted "against" with respect to that director's election.</p> <p>Section 4.03 <u>Number and Term of Office</u>. . . .</p> <p>(d) <u>Irrevocable Resignation</u>. Each director who is nominated to stand for election shall, as a condition to such nomination, tender an irrevocable resignation in advance of the meeting for the election of directors. Such resignation will be effective if, pursuant to Section 4.02(e) of these bylaws, (a) the director does not receive a majority vote at the next meeting for the election of directors, and (b) in the case of a nominee who is an incumbent director, the board accepts the resignation.</p>

<sup>131</sup> While the bylaw adopted by Exelon Corporation is in the form of a director resignation policy tied to a plurality standard, rather than a true majority vote bylaw, this "plurality-plus" bylaw is somewhat unusual in that it stipulates that if the nominee who fails to receive a majority vote in an uncontested election is not an incumbent, the advance contingent resignation required from such candidate will automatically be accepted.

The definitive proxy statement filed on Mar. 30, 2007 included a management proposal to declassify the board at 8-10. The declassification proposal passed, receiving support from over 97% of the votes cast at the May 8, 2007 annual meeting. Also on May 8, 2007, the board approved an amendment to Exelon Corporation's corporate governance principles providing that if an executive officer's fraud or intentional misconduct causes a material misstatement, the Exelon board will seek to recoup previously paid incentive compensation that would not have been paid to that executive officer but for the restatement. See Item 5.02 of the Current Report on Form 8-K filed on May 14, 2007.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Expeditors International of Washington, Inc. (3/30/07)	Policy	<p>In an election for a position on the Board of Directors, any successful nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall tender his or her resignation immediately following certification of the shareholder vote.</p> <p>The Nomination Committee shall promptly consider the resignation offer and make a recommendation to the Board. The Board will act on the Nomination Committee’s recommendation within 90 days following certification of the shareholder vote.</p> <p>The Board will promptly disclose its decision with respect to the resignation, together with a brief statement explaining the decision, in a Form 8-K furnished to the Securities and Exchange Commission.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nomination Committee recommendation or Board action regarding whether to accept the resignation offer. If every member of the Nomination Committee received a Majority Withheld Vote at the same election, then the independent Directors, if any, who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. In all other circumstances, the resignation offers shall be considered by the Board of Directors without a committee recommendation and all Directors may participate in the action regarding whether to accept the resignation offers.</p>
Exterran Holdings, Inc. <sup>132</sup> (2007)	Policy	<p><i>Shareholder Election of Directors.</i> The Board has adopted the following policy that will be adhered to by all current Directors and any Director subsequently elected to the Board.</p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall tender a letter of resignation from the Board within ten business days following certification of the shareholder vote, which letter of resignation will be subject to acceptance by the Board.</p> <p>Within 90 days of certification of the shareholder vote, the Nominating and Corporate Governance Committee shall recommend that the Board reject such resignation, accept such resignation or take other action. Thereafter, the Board will vote to decide whether to accept the recommendation of the Nominating and Corporate Governance Committee on these matters and will promptly disclose its decision (and, if applicable, the reasons for rejecting a Director’s resignation) in a press release to be disseminated in the manner that Company press releases are typically distributed. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant.</p> <p>In the event of a Director’s resignation under these circumstances, only those Directors who received a greater number of votes “for” their election than votes “withheld” from their election at the most recently held meeting of shareholders (the “Approved Directors”) shall participate in the deliberations by and the actions of the Nominating and Corporate Governance Committee and the Board pursuant to this policy. Therefore, if each member of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the Approved Directors shall appoint a committee of the Board composed only of Approved Directors to consider the resignation offers and recommend to the Board whether to accept them. If the Approved Directors number three or fewer Directors, all Directors (other than the Director whose resignation is under consideration) may participate in the action regarding whether to accept the resignation offers.</p> <p>If a Director’s resignation is not accepted by the Board, that Director will continue to serve until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>Any Director who fails to adhere to this policy and does not tender his or her letter of resignation as required shall not be nominated for election as a Director at the next annual meeting of shareholders.</p>

<sup>132</sup> Exterran Holdings, Inc. was formed in connection with the merger of Hanover Compressor Company and Universal Compression Holdings, Inc., both of which were publicly traded. See Item 2.01 of the Current Report on Form 8-K filed on Aug. 23, 2007. The majority vote policy set forth above is identical to the amended policy adopted by Hanover Compressor Company on Jul. 21, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Exxon Mobil Corporation <sup>133</sup> (9/27/06)	Policy	All directors will stand for election at the annual meeting of shareholders. In any non-contested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall tender his or her resignation. Within 90 days after certification of the election results the Board of Directors will decide, through a process managed by the Board Affairs Committee and excluding the nominee in question, whether to accept the resignation. Absent a compelling reason for the director to remain on the Board, the Board shall accept the resignation. The Board will promptly disclose its decision and, if applicable, the reasons for rejecting the tendered resignation, on Form 8-K filed with the Securities and Exchange Commission.
Family Dollar Stores, Inc. <sup>134</sup> (8/28/07)	Policy	In an uncontested election, any Director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall tender his or her resignation for consideration by the Board promptly after certification of the shareholder vote. The Nominating/Corporate Governance Committee shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such tendered resignation.
Fastenal Company <sup>135</sup> (2005)	Policy (informal)	<p>According to a letter, dated 9/28/05, from the general counsel of Fastenal Company to Ann Yerger, Executive Director of the Council of Institutional Investors:</p> <p>After deliberations, the Board of Directors decided to implement an informal standard for Directors whereby, if the number of votes withheld from the Director candidate exceeds the votes for the Director candidate, this Director would be asked to voluntarily tender their resignation from the Board of Directors. Provided the Director does not voluntarily tender their resignation, this factor would be given considerable weight upon renomination of the Director after expiration of their current term.</p> <p>While a majority voting standard will not be formally adopted by Fastenal Company at this time, we believe the approach noted herein is sufficiently responsive to your request and adequately addresses the objectives outlined in your letter.</p>

<sup>133</sup> William Steiner submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 12, 2006 at 35-37. The proposal received support from 52.2% of votes cast, per ISS. See Growing Support. Thereafter, the company adopted the policy set forth above. The language indicating that the board will accept a tendered resignation "absent a compelling reason" was first utilized by General Electric Company.

<sup>134</sup> On Jun. 22, 2007, Family Dollar Stores, Inc. issued a press release announcing that a proposed settlement, subject to court approval, of stockholder derivative litigation alleging the backdating of stock options provided for the adoption of a majority vote policy for uncontested elections of directors. According to the press release, the settlement terms generally provide for certain corporate governance reforms, consisting principally of the following:

- (i) improved processes for the approval of stock option grants; (ii) adoption of categorical standards for director independence; (iii) adoption of a majority vote policy for uncontested elections of directors; (iv) the election of two additional independent directors; (v) provisions for recovery of cash bonus payments made to executive officers in the event of any future financial restatements resulting from intentional misconduct; and (vi) provisions for minimum stock ownership levels by Company officers. In addition, the settlement includes the agreement of each of Howard R. Levine, Chairman and CEO, R. James Kelly, President and COO, George R. Mahoney, Jr., a director and former officer of the Company, and C. Martin Sowers, a Company officer, that an aggregate of 210,000 stock options held by them will be relinquished. While there has been no finding of wrongdoing in connection with the grant of such options, the Company has determined that settlement of the pending litigation is in the best interest of the Company and these individuals have agreed to the relinquishment of stock options to aid in such settlement.

Press Release, Family Dollar Stores, Inc. (Jun. 22, 2007). According to page 11 of the Quarterly Report on Form 10-Q filed on Jul. 11, 2007, the complete settlement terms are set forth in the Stipulation and Agreement of Compromise, Settlement and Release filed as Exhibit 10.1 to the Company's Form 8-K filed on Jun. 26, 2007.

<sup>135</sup> Fastenal Company appears to be the only company known to have adopted and retained an "informal standard".

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Federal National Mortgage Association (a/k/a Fannie Mae) (7/17/07)	Bylaw (including director resignation policy)	<p>ARTICLE 3</p> <p><b>Section 3.08 Voting . . .</b></p> <p>(b) Except as provided in Section 308 (b) of the Charter Act, members of the Board of Directors shall be elected by a majority of the votes cast in person or by proxy at any meeting that includes the election of directors at which a quorum is present, provided that if (i) the number of nominees exceeds the number of directors to be elected or (ii) the Secretary of the Corporation received notice that a stockholder nominated a person for election to the Board of Directors in accordance with Section 4.20 of these Bylaws, and that nomination has not been withdrawn by the stockholder on or before the tenth day preceding the date the Company first mails its meeting notice to stockholders, the directors are to be elected by a plurality of the votes cast in person or by proxy. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. For purposes of this Section, if plurality voting is applicable to the election of directors at any meeting, the director nominees who receive the highest number of votes cast “for”, without regard to votes cast “against,” shall be elected as directors up to the total number of directors to be elected at that meeting. Abstentions and broker non-votes will not count as a vote cast with respect to a director’s election.</p> <p>(c) If an incumbent director fails to receive the required vote for re-election, the Nominating and Corporate Governance Committee will review the director’s previously submitted irrevocable resignation (which is contingent upon (i) his or her failure to receive the required vote and (ii) Board acceptance of such resignation), will act on an expedited basis to determine whether to accept such director’s resignation, and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director’s resignation. The Board will publicly disclose (in accordance with Section 3.12 of these Bylaws) its decision regarding the tendered resignation and the rationale for the decision within 90 days after the date of certification of the election results. If such incumbent director’s resignation is not accepted by the Board, such director will continue to serve until the next meeting that includes the election of directors and until his or her successor is chosen and qualified, or his or her death, resignation, or retirement or removal in accordance with applicable law or regulation, whichever event shall first occur. If a director’s resignation is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 308(b) of the Charter Act.</p> <p>ARTICLE 4</p> <p><b>Section 4.20. Procedure for Nominations by Stockholders.</b> Any stockholder entitled to vote for the election of a director at an annual meeting may nominate one or more persons for such election only if written notice of such stockholder’s intent to make such nomination is delivered to or mailed and received by the Secretary of the corporation. . . Such notice shall include a signed consent of each such nominee to serve as a director of the corporation, if elected and a statement whether such nominee, if elected, intends to tender, promptly following such nominee’s election or re-election, an irrevocable resignation effective upon such nominee’s failure to receive the required vote for re-election at the next meeting of stockholders at which such nominee faces re-election and upon acceptance of such resignation by the board of directors.</p>
Federal Realty Investment Trust <sup>136</sup> (2/17/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 8. VOTING. A plurality of all the votes cast at a meeting of shareholders duly called and at which a quorum is present shall be sufficient to elect a Trustee at any meeting where the number of nominees exceeds the number of Trustees to be elected. A majority of all the votes cast at a meeting of shareholders duly called and at which a quorum is present shall be sufficient to elect a Trustee at any meeting where the number of nominees is the same as the number of Trustees to be elected. For purposes of this Section, a majority of the votes cast means that the number</p>

<sup>136</sup> 2005 non-binding majority vote proposal from the UBCJA received support from 50.2% of votes cast, per Georgeson Shareholder. See Georgeson Review at 21. The UBCJA also submitted a non-binding proposal for 2006 which it withdrew in connection with Federal Realty Investment Trust’s adoption of a majority vote bylaw and an accompanying director resignation policy. See Majority Vote or Pfizer.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>of shares voted “for” a Trustee must exceed 50% of the votes cast with respect to that Trustee. Each share may be voted for as many individuals as there are Trustees to be elected and for whose election the share is entitled to be voted. A majority of the votes cast at a meeting of shareholders duly called and at which a quorum is present shall be sufficient to approve any other matter which may properly come before the meeting, unless more than a majority of the votes cast is required herein or by statute or by the Declaration of Trust. Unless otherwise provided in the Declaration of Trust, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.</p> <p><u>Policy:</u></p> <p>In addition, in any uncontested election, any trustee who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall promptly tender his or her resignation following certification of the shareholder vote. All such offers of resignation will be reviewed by the Nominating Committee which will make a recommendation to the Board as to whether to accept such resignation offer or request that such person continue to serve on the Board. Promptly following its decision, the Board shall disclose its decision as to whether or not to accept such resignation (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the same manner that the Trust’s press releases are typically issued. Any trustee who tenders his or her resignation pursuant to this provision shall not participate in the decision by the Nominating Committee or the Board as to whether to accept such offer of resignation.</p>
FedEx Corporation <sup>137</sup> (3/12/07)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 8. Required Vote. When a quorum is present at any meeting of stockholders, the vote of the holders of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote shall decide any question (other than the election of directors) brought before such meeting, unless the question is one upon which, by express provision of law, the certificate of incorporation or these bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. The vote required for the election of directors shall be as set forth in Section 1 of Article III herein.</p> <p>Section 12. Nomination of Directors and Stockholder Business at Annual Meeting. Nominations of persons for election to the board of directors or proposals of any other matter for stockholder action may be made at an annual meeting of stockholders by any stockholder who is entitled to vote at the meeting, who has complied with the notice procedures set forth in this Section and who was a stockholder of record at the time of giving such notice...A stockholder seeking to make a nomination or bring up any other proper matter for stockholder action before an annual meeting shall promptly provide to the corporation any other information reasonably requested by the corporation. Notice of intent to make a nomination shall be accompanied by (a) the written consent of each nominee to serve as a director of the corporation if so elected, and (b) a statement whether such nominee, if elected, intends to tender, promptly following such election, an irrevocable resignation effective upon such person’s failure to receive the required vote for reelection at the next meeting at which such person would face reelection and upon acceptance of such resignation by the board of directors in accordance with Section I of Article III herein.</p>

<sup>137</sup> The International Brotherhood of Teamsters presented a non-binding majority proposal for 2005. See definitive proxy statement filed on Aug. 15, 2005 at 59-60. The proposal received support from approximately 33% of votes cast (excluding abstentions). See Item 8.01 of the Current Report on Form 8-K filed on Sep. 28, 2005. The International Brotherhood of Teamsters also presented a non-binding majority proposal for 2006. See definitive proxy statement filed on Aug. 14, 2006 at 54-56. The 2006 proposal received support from approximately 46% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Sep. 25, 2006 at 44. The majority vote bylaw adopted by FedEx Corporation contains a “lock-in” which, although not mandated by law, prohibits the board from changing back to a plurality-voting standard without stockholder approval. Bank of America Corporation and Verizon Communications Inc. were the first two companies to adopt forms of voluntary lock-ins. Under the resignation policy included in the majority vote bylaw, the board must accept an incumbent director’s resignation “absent a compelling reason.” This standard was first utilized by General Electric Company.

The definitive proxy statement filed on Aug. 14, 2006 also included a management proposal to amend the company’s charter and bylaws to eliminate all supermajority voting requirements at 43. In the accompanying disclosure, the company indicated that at the 2005 annual meeting, the stockholders had approved a non-binding proposal requesting that simple majority voting be required on all matters for which stockholders vote. The 2006 management proposal passed. See Quarterly Report on Form 10-Q filed on Sep. 25, 2006 at 44.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>ARTICLE III</p> <p>Section 1. Number, Election and Term of Directors. The number of directors which shall constitute the whole board shall be not more than fifteen, with the exact number to be determined from time to time by the board of directors. At each annual meeting of stockholders, all directors shall be elected for a term expiring at the next succeeding annual meeting of stockholders. Each director shall hold office until his or her successor has been duly elected and qualified or until his or her earlier disqualification, death, resignation or removal. No decrease in the number of directors constituting the board of directors shall shorten the term of any incumbent director.</p> <p>A nominee for director shall be elected to the board of directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that at a contested election meeting, directors shall be elected by a plurality of the votes cast by the holders of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. For purposes of this Section, a "contested election meeting" is any annual meeting of stockholders for which (a) the secretary of the corporation receives a notice that a stockholder has nominated a person for election to the board of directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 12 of Article II herein, and (b) such nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date the corporation first gives notice of such meeting to the stockholders, as required by Section 3 of Article II herein.</p> <p>The board of directors shall not nominate for election as director any candidate who has not agreed to tender, promptly following the annual meeting at which he or she is elected as director, an irrevocable resignation that will be effective upon (a) the failure to receive the required number of votes for reelection at the next annual meeting of stockholders at which he or she faces reelection, and (b) acceptance of such resignation by the board of directors. In addition, the board of directors shall not fill a director vacancy or newly created directorship with any candidate who has not agreed to tender, promptly following his or her appointment to the board, the same form of resignation.</p> <p>If a director nominee fails to receive the required number of votes for reelection, the board of directors (excluding the director in question) shall, within 90 days after certification of the election results, decide whether to accept the director's resignation. Absent a compelling reason for the director to remain on the board of directors, the board shall accept the resignation. The board of directors shall promptly disclose its decision and, if applicable, the reasons for rejecting the resignation in a filing with the Securities and Exchange Commission.</p> <p>ARTICLE VII</p> <p>Section 9. Resignations. Any director, committee member or officer may resign at any time upon notice given in writing or by electronic transmission to the corporation. Such resignation shall take effect when such notice is given unless the notice specifies (a) a later effective date, or (b) an effective date determined upon the happening of an event or events, such as the failure to receive the required vote for reelection as a director and the acceptance of such resignation by the board of directors. Unless otherwise specified in the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective.</p> <p>ARTICLE VIII. AMENDMENTS</p> <p>Subject to the provisions of the certificate of incorporation of the corporation, these bylaws may be altered, amended or repealed, or new bylaws may be adopted, by the stockholders or by the board of directors. Notwithstanding the foregoing and anything contained in these bylaws to the contrary, Sections 1 and 2 of Article III herein shall not be altered, amended or repealed for the purpose of dividing the board of directors into classes with staggered terms and no provision inconsistent therewith shall be adopted for such purpose without the affirmative vote of the holders of at least a majority of the voting power of all the shares of the corporation entitled to vote generally in the election of directors, voting together as a single class. Notwithstanding the first sentence of this Article VIII and anything contained in these bylaws to the contrary, Section 1 of Article III herein shall not be altered, amended or repealed for the purpose of changing to a plurality-voting standard for the election of directors and no provision inconsistent therewith shall be adopted for such purpose without the affirmative vote of the holders of at least a majority of the voting power of all the shares of the corporation entitled to vote generally in the election of directors, voting together as a single class. Notwithstanding anything contained in these bylaws to the contrary, the affirmative vote of the holders of at least a majority of the voting power of all shares of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal either of the two preceding sentences of this Article VIII.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p>5. <u>Majority Voting for Director Elections: Modification of Holdover Rule.</u> The Company’s bylaws provide for a majority-voting standard to be used in all director elections other than at a contested election meeting (as defined therein). Pursuant to this standard, a director nominee must receive more votes cast “for” than “against” his or her election in order to be elected to the Board of Directors. The bylaws provide that the Board shall not change this majority-voting standard to a plurality-voting standard without stockholder approval.</p> <p>The Company’s bylaws also address the so-called “holdover” rule of Delaware law, under which a director who fails to receive the required votes for reelection remains in office until his or her disqualification, death, resignation or removal. In particular, as permitted by Delaware law, the bylaws contain provisions to ensure that any candidate for reelection to the Board will have already tendered an irrevocable resignation conditioned upon failure to receive the required vote. The bylaws require the Board, within 90 days after certification of the election results, to accept any such resignation unless there is a compelling reason not to do so and to promptly disclose its decision (including, if applicable, the reasons for rejecting the resignation) in a filing with the Securities and Exchange Commission. Accordingly, absent a compelling and publicly disclosed reason, no Board member who fails to receive a majority vote will remain in office.</p> <p>If a Board member fails to receive the required vote for reelection, the Nominating &amp; Governance Committee will promptly consider whether the Board member’s resignation should be accepted and recommend a course of action to the Board of Directors. The Board member whose resignation is under consideration should not participate in any recommendation or decision regarding that resignation.</p> <p>While the determination of whether there is a compelling reason to reject a Board member’s resignation is ordinarily a director-by-director, fact-specific inquiry, a situation in which no director nominee receives a majority vote would constitute a compelling reason for a Board member to remain in office, as the absence of a Board of Directors would cause significant uncertainty and disruption to the Company.</p>
FEI Company (2/21/07)	Policy	<ol style="list-style-type: none"> <li>1. Any nominee for director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall, promptly following certification of the stockholder vote, offer his or her resignation to the Board for consideration in accordance with the following procedures. All of these procedures shall be completed within 90 days following certification of the stockholder vote.</li> <li>2. The Board, through its Qualified Independent Directors (as defined below), shall evaluate the best interest of the Company and its stockholders and shall decide the action to be taken with respect to such offered resignation, which can include: (i) accepting the resignation, (ii) accepting the resignation effective as of a future date not later than 180 days following certification of the stockholder vote, (iii) rejecting the resignation but addressing what the Qualified Independent Directors believe to be the underlying cause of the withhold votes, (iv) rejecting the resignation but resolving that the director will not be re-nominated in the future for election, or (v) rejecting the resignation.</li> <li>3. In reaching their decision, the Qualified Independent Directors shall consider all factors they deem relevant, including but not limited to: (i) any stated reasons why stockholders withheld votes from such director, (ii) the extent to which the “withhold” votes exceed the votes “for” the election of the director and whether the votes “withhold” represent a majority of the Company’s outstanding shares of common stock (iii) any alternatives for curing the underlying cause of the withheld votes, (iv) the director’s tenure, (v) the director’s qualifications, (vi) the director’s past and expected future contributions to the Company, (vii) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail or potentially fail to comply with any applicable law, rule or regulation of the Securities and Exchange Commission (“SEC”), or rule of the Nasdaq Stock Market (“Nasdaq”) and (viii) whether such director’s continued service on the Board for a specified period of time is appropriate in light of current or anticipated events involving the Company.</li> <li>4. Following the Board’s determination, the Company shall within four (4) business days disclose publicly in a document furnished or filed with the SEC the Board’s decision as to whether or not to accept the resignation offer. The disclosure shall also include a description of the process by which the decision was reached, including, if applicable, the reason or reasons for rejecting the offered resignation.</li> <li>5. A director who is required to offer his or her resignation in accordance with this Policy shall not be present during the deliberations or voting whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other director in accordance with this Policy. Prior to voting, the Qualified Independent Directors may afford the affected director an opportunity to provide any information or statement that he or she deems relevant.</li> </ol>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>6. For purposes of this Policy, "Qualified Independent Directors" means all directors who (i) are independent directors (as defined in accordance with the rules of Nasdaq) and (ii) are not required to offer their resignation in connection with an election in accordance with this Policy. If there are fewer than five independent directors then serving on the Board who are not required to offer their resignations in accordance with this Policy, then the Qualified Independent Directors shall mean all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this Policy shall recuse himself or herself from the deliberations and voting only with respect to his or her individual offer to resign.</p> <p>7. The foregoing procedures will be summarized and disclosed each year in the proxy statement of the Company's annual meeting of stockholders.</p> <p>All nominees for election as a director in an uncontested election shall be deemed to have agreed to abide by this policy and shall offer to resign and shall resign if requested to do so in accordance with this policy (and shall if requested submit an irrevocable resignation letter, subject to this policy, as a condition to being nominated for election).</p>
First BanCorp. <sup>138</sup> (Preexisting Charter and 8/28/07 Bylaw)	Charter and Bylaw	<p>8/28/07 Bylaw: ARTICLE II</p> <p>Section 10. Resignation. Any Director may resign at any time by sending a written notice of such resignation to the principal office of the Corporation addressed to the Chairman of the Board or the President. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Chairman of the Board or the President. Any nominee for director who fails to receive the requisite majority vote at an annual or special meeting held for the purpose of electing directors must, promptly following certification of the stockholder vote, tender his or her resignation to the Board. The Board will act on the tendered resignation within 90 days following certification of the stockholder vote and shall take action with respect to the vacancy on the Board in accordance with Section 12 of this Article II.</p>
First Data Corporation <sup>139</sup> (12/6/06)	Bylaw (including director resignation policy)	<p>Section 5. <u>Voting in Director Elections</u>. Each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this By-Law, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that director's election.</p> <p>If a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the Board of Directors. The Corporate Governance Committee, if the Company has such committee, shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation no later than the next regularly scheduled Board meeting, taking into account the Corporate Governance Committee's recommendation, and promptly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision. The Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is</p>

<sup>138</sup> The director resignation provisions contained in Section 10 were described in Item 5.03 of the Current Report on Form 8-K filed on Oct. 5, 2007. First BanCorp. is incorporated in Puerto Rico.

<sup>139</sup> ISS reports that First Data Corporation adopted the majority vote bylaw set forth above in response to a 2007 majority proposal from the SMWIA. See 2007 Preview. First Data Corporation was acquired by affiliates of Kohlberg Kravis Roberts & Co. on Sep. 24, 2007. See Press Release, First Data Corporation (Sep. 24, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>accepted by the Board of Directors pursuant to this By-Law, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article III, Section 2 or may decrease the size of the Board of Directors pursuant to the provisions of Article III, Section 1 of these By-Laws.</p>
<p>FirstFed Financial Corp. (date unknown)</p>	<p>Policy</p>	<p>In an uncontested election (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Corporate Governance &amp; Nominating Committee shall consider the resignation offer and recommend to the Board whether to accept it. In considering whether to accept or reject the resignation, the Corporate Governance and Nominating Committee will consider all factors deemed relevant, including without limitation, the underlying reasons for the Majority Withheld Vote (if ascertainable), the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to the Company, the past board evaluations of the performance of the director, compliance with listing standards, and the Company’s Corporate Governance Guidelines. The Board will act on the Corporate Governance &amp; Nominating Committee’s recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the Board will promptly disclose their decision whether to accept the Director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Company press releases typically are distributed.</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance &amp; Nominating Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>However, if each member of the Corporate Governance &amp; Nominating Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
<p>First Horizon National Corporation (7/18/06)</p>	<p>Policy</p>	<p>In an uncontested election, any nominee for director who receives a majority of the votes cast “withheld” from his or her election (a “Majority Withheld Vote”) shall tender his or her resignation promptly following certification of the shareholder vote. The Nominating and Corporate Governance Committee shall promptly consider the resignation offer and a range of possible responses and make a recommendation to the Board. In considering the resignation offer, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Committee, including but not limited to the stated reasons why shareholders withheld votes for election from such director, the length of service of the director, the qualifications of the director, the director’s contributions to the Company, the importance of a sufficient number of directors to conduct the Board’s business effectively and the presence of a broad range of experiences and backgrounds on the Board, the Company’s Corporate Governance Guidelines and the Company’s compliance with applicable laws, regulations and the listing standards of the New York Stock Exchange. The Board will act on the Nominating and Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote. In considering the recommendation of the Nominating and Corporate Governance Committee, the Board will consider the factors considered by the Nominating and Corporate Governance Committee and such additional information and factors that the Board deems relevant. Thereafter, the Board will promptly disclose its decision regarding whether to accept the director’s resignation offer, including an explanation of the decision (or the reason(s) for rejecting the resignation offer, if applicable), in a Form 8-K (or other appropriate report) filed with or furnished to the Securities and Exchange Commission. To the extent that one or more resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. If any director’s resignation hereunder is not accepted by the Board, such director will serve the remainder of the term for which he or she was elected and until his or her successor has been duly elected and qualified.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Committee recommendation or Board action regarding whether to accept the resignation offer. However, if a majority of the members of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then all the directors who are “independent” under the listing standards of the New York Stock Exchange and who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. This committee may, but need not, consist of all of the independent directors who did not receive a Majority Withheld Vote or who were not standing for election.</p> <p>This portion of the Company’s Corporate Governance Guidelines will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
First Indiana Corporation <sup>140</sup> (1/24/06, as amended 4/1/06?)	Policy	<p><u>4/1/06 Amended Version:</u></p> <p>In an uncontested election of directors, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will promptly (within 30 days) resign following certification of the shareholder vote. It is our policy to include this principle in each proxy statement relating to an election of directors of the Corporation.</p> <p><u>1/24/06 Version:</u></p> <p>In an uncontested election of Directors, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election shall promptly (within 30 days) resign following certification of the shareholder vote.</p> <p>This Principle will be included in each proxy statement relating to an election of directors of the Corporation.</p>
FirstMerit Corporation <sup>141</sup> (2/16/07)	Policy	<p>The Board recognizes that, under Ohio law, director nominees who receive the greatest number of shareholder votes are automatically elected to the board of directors, regardless of whether the votes in favor of such nominee constitute a majority. Nonetheless, it is the policy of the Board that, in an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) should promptly tender his or her resignation to the Chairman of the Board. The Board will consider the resignation offer and whether to accept it or reject it. In considering whether to accept or reject the tendered resignation, the Board will consider all information and factors it deems relevant, including, without limitation, the reasons (if any) given by shareholders as to why they withheld their votes, the qualifications and performance of the tendering director(s) and his or her contributions to the Board and the Company. The Board will act on any tendered resignation within 90 days following certification of the shareholder vote. Following the Board’s determination, the Company will promptly disclose the Board’s decision whether to accept or reject the director’s resignation offer (and, if applicable, the reasons for rejecting the resignation offer) in a press release and in a Form 8-K. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Board consideration or action regarding whether to accept the resignation offer. If a majority of the Board members received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote will consider the resignation offers and whether to accept or reject them. A summary of this policy will be included in each proxy statement by the Company relating to an election of directors.</p>

<sup>140</sup> On Jul. 9, 2007, Marshall & Ilsley Corporation and First Indiana Corporation announced that Marshall & Ilsley Corporation had entered into a definitive agreement to acquire First Indiana Corporation pursuant to a transaction expected to be completed in the fourth quarter of 2007 or the first quarter of 2008. Press Release, First Indiana Corporation (Jul. 9, 2007).

<sup>141</sup> Concurrently with announcing the adoption of the majority vote bylaw set forth above, FirstMerit Corporation also announced that: (a) it would seek stockholder approval to eliminate the supermajority voting requirements needed to change certain provisions of the company’s Regulations (bylaws) and to approve business combinations under the company’s charter and (b) the board had adopted a policy to seek stockholder approval within 12 months of adopting any future poison pill with a stated term longer than 12 months. Press Release, FirstMerit Corporation (Feb. 16, 2006). At the 2007 annual meeting, stockholders approved the bylaw and charter amendments eliminating certain supermajority vote requirements referred to in clause (a). See Quarterly Report on Form 10-Q filed on Aug. 3, 2007 at 42-43. For a general discussion of legislation in Ohio (the jurisdiction in which FirstMerit Corporation is incorporated) which modified what had been the state’s mandatory plurality election standard, see Note 116.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
First Midwest Bancorp, Inc. (11/15/06)	Bylaw (including director resignation policy)	<p>All questions shall be decided by majority vote of the quorum, except for the election of directors or as otherwise provided by the Certificate of Incorporation or the laws of the State of Delaware. Each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if (i) the Secretary of the Corporation receives a notice that a stockholder proposes to nominate a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Article Fourth, Part III(d) of the Certificate of Incorporation and (ii) such notice has not been withdrawn by such stockholder on or prior to the fifth business day next preceding the date of the notice to stockholders for such meeting, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of the preceding sentence, "the majority of the votes cast" means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director. If a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to such director's resignation. If there are not at least two members of the Nominating and Corporate Governance Committee who either were elected at the meeting or did not stand for election, then each of the independent members of the Board of Directors who either were elected at the meeting or did not stand for election shall appoint a committee amongst themselves to consider any resignation offer and recommend to the Board of Directors whether to accept such resignation (which committee of the members shall act in lieu of the Nominating and Corporate Governance Committee with respect to the tendered resignation in such situation). Unless otherwise permitted by law or the Certificate of Incorporation, all elections of directors shall be by written ballot.</p>
Fiserv, Inc. <sup>142</sup> (5/23/07 Charter and Bylaw, replacing 12/16/05 Policy)	Charter and Bylaw	<p><u>Charter:</u> ARTICLE IX</p> <p>The By-laws of the Corporation may provide that, to the extent provided in such By-laws, each director of the Corporation shall be elected by the affirmative vote of a majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, subject to the terms and conditions set forth within such By-laws. For purposes of clarity, the provisions of the foregoing sentence do not apply to vacancies or newly created directorships filled by a vote of the Board of Directors.</p> <p><u>Bylaw:</u> ARTICLE III</p> <p><u>Section 2. Election and Term.</u> . . .</p> <p>(b) Except as provided in this Section 2, each Director shall be elected by the majority of the votes cast with respect to that Director's election at any meeting of shareholders for the election of Directors at which a quorum is present and the election is not a Contested Election. For purposes of this Section 2, a majority of votes cast shall mean that the number of votes cast "for" a Director's election exceeds the number of votes cast "withheld" with respect to that Director's election. Abstentions will not be counted as votes cast with respect to that Director's election. If at the close of the notice periods set forth in Section 5 of Article II, the Chairman of the Board determines that the number of persons properly</p>

<sup>142</sup> The UBCJA submitted a non-binding majority proposal for 2006. See [Majority Election Proposals](#) and definitive proxy statement filed on Apr. 10, 2006 at 9-11. The 2006 proposal received support from 49.6% of votes cast, per ISS. See [Growing Support](#). Management proposed the enabling charter amendment described above in the definitive proxy statement filed on Apr. 11, 2007 at 7-9. According to page 8 of the definitive proxy statement, the board adopted the majority vote bylaw set forth above, subject to stockholder approval of the enabling charter amendment. The charter amendment proposal passed. See Item 5.03 of the Current Report on Form 8-K filed on May 23, 2007 and Quarterly Report on Form 10-Q filed on Aug. 3, 2007 at 15. That charter amendment permits, but does not require, the adoption of majority voting. Thus, the board retains discretion to amend the bylaw, to the extent permitted by such bylaws. See also management's enabling majority vote proposal at Kohl's Corporation, another Wisconsin corporation, and the competing majority vote proposal from the UBCJA at Kohl's Corporation.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>nominated to serve as Directors of the Corporation exceeds the number of Directors to be elected (a “Contested Election”), each Director shall be elected by a plurality of the votes cast with respect to that Director’s election at the meeting at which a quorum is present.</p> <p>(c) In an election of Directors that is not a Contested Election, any nominee who was an incumbent Director whose term would otherwise have expired at the time of the election if a successor had been elected who receives a number of votes cast “for” his or her election less than the number of votes cast “withheld” with respect to his or her election (a “Majority Against Vote”) will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote. The Nominating and Corporate Governance Committee of the Board of Directors will promptly consider the resignation submitted by such director, and the Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors as to whether to accept the tendered resignation or to reject it. In considering whether to accept or reject the tendered resignation, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Nominating and Corporate Governance Committee, including, without limitation, the stated reasons why shareholders “withheld” votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered and the Director’s contributions to the Corporation. The Board of Directors will act on the Nominating and Corporate Governance Committee’s recommendation no later than 90 days following the date of the meeting of shareholders at which the election occurred. In considering the Nominating and Corporate Governance Committee’s recommendation, the Board of Directors will consider the factors considered by the Nominating and Corporate Governance Committee and such additional information and factors the Board of Directors believes to be relevant. Following the Board of Directors’ decision, the Corporation will promptly publicly disclose in a Form 8-K filed with the Securities and Exchange Commission the Board of Directors’ decision whether to accept the resignation as tendered, including a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation. Any Director who tenders a resignation pursuant to this provision will not participate in the Nominating and Corporate Governance Committee recommendation or Board of Directors consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Nominating and Corporate Governance Committee received Majority Against Votes at the same election, then the independent Directors who are on the Board of Directors who did not receive Majority Against Votes or who were not standing for election will appoint a committee of the Board of Directors among themselves for the purpose of considering the tendered resignations and will recommend to the Board of Directors whether to accept or reject them. This committee of the Board of Directors may, but need not, consist of all of the independent Directors who did not receive Majority Against Votes or who were not standing for election.</p> <p>(d) If a Director’s resignation is accepted by the Board of Directors pursuant to this Section 2, or if a nominee for Director is not elected and the nominee is not an incumbent Director whose term would otherwise have expired at the time of the election if a successor had been elected, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Section 11 of Article III of these By-Laws or may decrease the size of the Board of Directors pursuant to the provisions of Section 3 of Article III of these By-Laws.</p> <p><u>12/16/05 Former Policy:</u></p> <p>In an uncontested election of Directors, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee (the “Committee”) will promptly consider the resignation submitted by a Director receiving a Majority Withheld Vote, and the Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Committee will consider all factors deemed relevant by the members of the Committee, including, without limitation, the stated reasons why shareholders “withheld” votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director’s contributions to the Corporation, and the Corporation’s Governance Guidelines.</p> <p>The Board will act on the Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting where the election occurred. In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision, the Corporation will promptly publicly disclose in a Form 8-K filed with the Securities and Exchange Commission the Board’s decision whether to accept the resignation as tendered, including a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Any Director who tenders a resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Committee received Majority Withheld Votes at the same election, then the independent Directors who are on the Board who did not receive Majority Withheld Votes or who were not standing for election will appoint a Board committee among themselves for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive Majority Withheld Votes or who were not standing for election.</p> <p>This Principle of Corporate Governance will be summarized or included in each proxy statement relating to an election of Directors of the Corporation.</p>
Fleetwood Enterprises, Inc. (6/13/06)	Policy	<p>Any director nominee in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall tender his or her resignation to the Chairman of the Board promptly following certification of the shareholder vote. The Governance and Nominating Committee shall promptly consider the resignation submitted and recommend to the Board whether to accept it, conditionally accept it, or reject it. When formulating its recommendation, the Committee shall consider all factors deemed relevant by the members of the Committee including the stated reasons why shareholders “withheld” votes for election from such director, the length of service and qualifications of the director, the director’s contributions to the Company, and these Guidelines. The Board will act on the Governance and Nominating Committee’s recommendation no later than 120 days following the date of the shareholders’ meeting where the election occurred. In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision on the recommendation, the Company will promptly publicly disclose the Board’s decision whether to accept, conditionally accept or reject the resignation as tendered in a Form 8-K filed with the Securities and Exchange Commission. To the extent that one or more directors’ resignations are accepted by the Board, the Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. Any director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Governance and Nominating Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election will appoint a Board committee among themselves solely for the purpose of considering the tendered resignations and recommending to the Board whether to accept, conditionally accept or reject them. This ad hoc committee may, but need not, consist of all of the independent directors who did not receive a greater number of votes “withheld” from their election than votes “for” their election or who were not standing for election.</p>
Fluor Corporation <sup>143</sup> (2/8/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p style="padding-left: 40px;">Section 2.07 <u>Voting</u>. . . .</p> <p style="padding-left: 40px;">(c) . . . At all meetings of stockholders for the election of directors at which a quorum is present, each director shall be elected by the vote of the majority of the votes cast; except that, notwithstanding the foregoing, directors (not exceeding the authorized number of directors as fixed by the Board in accordance with the certificate of incorporation) shall be elected by a plurality of the votes cast if as of the record date for such meeting the number of nominees exceeds the number of directors to be elected. For purposes of this Section 2.07(c), a majority of the votes cast means that the number of shares voted “for” a director nominee must exceed the number of shares voted “against” that director nominee. If, for any cause, the Board shall not have been elected at an annual meeting, they may be elected thereafter at a special meeting of the stockholders called for that purpose in the manner provided in these Bylaws. All other matters shall, unless otherwise provided by the certificate of incorporation, these by-laws, the rules or regulations of any stock exchange applicable to the corporation, or applicable law or pursuant to any regulation applicable to the corporation or its securities, be decided by the affirmative vote of the holders of a majority in voting power of the shares of stock of the corporation which are present in person or by proxy and entitled to vote thereon. The vote at any meeting of the stockholders on any question need not be by ballot, unless so directed by the chairman of the meeting. On a vote by ballot each ballot shall be signed by the stockholder voting, or by his or her proxy, if there be such proxy, and it shall state the number of shares voted.</p>

<sup>143</sup> 2005 UBCJA non-binding majority proposal received support from 28.2% of votes cast, per Georgeson Shareholder. See Georgeson Review at 21.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Section 3.03 <u>Election of Directors</u>. The directors shall be elected by the stockholders of the Corporation in accordance with the provisions of Section 2.07(c). The election of directors is subject to any provisions contained in the Certificate of Incorporation relating thereto.</p> <p><u>Policy:</u></p> <p><b>2. Director Elections</b></p> <p>The Company has amended its bylaws to provide for majority voting in the election of directors in uncontested elections. The Governance Committee (or comparable committee of the Board) shall establish procedures under which each director nominated for election at a meeting of shareholders in an uncontested election shall tender his or her resignation for consideration in cases where the director is not elected by a majority of votes cast at such meeting. If the director is not elected by a majority of votes cast at such meeting, the Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Governance Committee's recommendation within 90 days following certification of the meeting results. In determining whether to accept or reject any such resignation, the Governance Committee and the Board shall take into consideration such factors as they believe relevant, including any action to address stated reasons for shareholders' "Against" votes and factors set forth in the Company's policies that are considered by the Governance Committee in evaluating potential candidates for the Board of Directors. Unless applicable to all directors, the director(s) who tender(s) his or her resignation is expected to recuse himself or herself from the Board vote. Thereafter, the Board will promptly disclose its decision regarding whether to accept the director's resignation in a Form 8-K furnished to the Securities and Exchange Commission. If the Board accepts a director's resignation pursuant to this process, the Governance Committee shall recommend to the Board whether to fill such vacancy or reduce the size of the Board. If, for any reason, the Board of Directors is not elected at an annual meeting, they may be elected thereafter at a special meeting of the shareholders called for that purpose in the manner provided in the bylaws.</p>
Foot Locker, Inc. (11/15/06)	Policy	<p>Any nominee for director in an uncontested election (which is defined as an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall, promptly following certification of the shareholder vote, offer his or her resignation for consideration in accordance with the following procedures. All of these procedures shall be completed within 90 days following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee (the "Committee") shall evaluate the best interests of the Company and its shareholders and shall make a recommendation to the Board of Directors on the action to be taken with respect to such offered resignation, which may include (i) accepting the resignation, (ii) maintaining the director but addressing what the Committee believes to be the underlying cause of the withheld votes, (iii) resolving that the director will not be re-nominated in the future for election, or (iv) rejecting the resignation.</p> <p>In reaching its decision, the Committee shall consider all factors that it deems relevant, including (i) any stated reasons why shareholders withheld votes from such director, (ii) any alternatives for curing the underlying cause of the withheld votes, (iii) the director's tenure, (iv) the director's qualifications, (v) the director's past and expected future contributions to the Board and to the Company, and (vi) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable Securities and Exchange Commission or New York Stock Exchange requirements.</p> <p>Following the Board's determination, the Company shall promptly disclose publicly the Board's decision on whether or not to accept the resignation offer, including, if applicable, the reasons for rejecting the offered resignation.</p> <p>A director who receives a Majority Withheld Vote shall not be present during deliberations or voting by the Committee or the Board on whether to accept his or her resignation, or, except as otherwise provided below, a resignation offered by any other director receiving a Majority Withheld Vote in the same election. Prior to voting, the Committee will afford the affected director an opportunity to provide any information or statement that he or she deems relevant. If there are fewer than three directors then serving on the Committee who did not receive a Majority Withheld Vote, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee from among themselves to consider the resignation offers and recommend to the Board whether to accept them.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Fortune Brands, Inc. (9/26/06 Bylaw and 12/5/06 Policy)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>The holders of a majority in voting power of the outstanding shares of capital stock entitled to vote, present in person or represented by proxy, shall constitute a quorum at a meeting of stockholders. Except as otherwise required by law, or the Certificate of Incorporation or these by-laws, the affirmative vote of shares representing a majority in voting power of the shares present in person or represented by proxy at a meeting at which a quorum is present and entitled to vote on the subject matter shall be the act of the stockholders.</p> <p>In any election of directors at any meeting of the stockholders in which the number of nominees exceeds the number of directors to be elected (a "Contested Election"), the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. In any election by the stockholders of directors other than a Contested Election, each director shall be elected by a majority of the votes cast with respect to the director. A majority of votes cast means that the number of shares voted "for" a director must exceed 50% of the votes cast (including those "withheld") with respect to the director.</p> <p>A director who is not elected at any meeting of the stockholders for the election of directors at which a quorum is present shall promptly tender his or her resignation following certification of the stockholder vote. Such resignation will be effective only upon the acceptance thereof by the Board of Directors.</p> <p>The Nominating and Corporate Governance Committee shall promptly consider the tendered resignation, and a range of possible responses based on the circumstances, if known, that led to the election results, and make a recommendation to the Board of Directors on any such recommendation by the Nominating and Corporate Governance Committee within 90 days following certification of the stockholder vote and will promptly publicly disclose its decision and the rationale behind it in a filing with the Securities and Exchange Commission.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee or Board of Directors recommendation or deliberations regarding whether to accept the resignation offer or take other action. If directors who have tendered resignations constitute a majority of the directors then in office, then, with respect to each tendered resignation, all directors, other than the director who tendered the particular resignation under consideration, may participate in the deliberations and action regarding whether to accept or reject the tendered resignation or to take other action with respect thereto.</p> <p><u>Policy:</u></p> <p>5. <u>Majority Vote Policy.</u></p> <p>Article II, Section 4 of the Company's By-laws provides for directors to be elected by a majority of the votes cast in an uncontested election. If, in an uncontested election of directors, the votes cast for a director do not exceed 50% of the votes cast, the director will submit his or her resignation in accordance with the provisions of the By-laws.</p> <p>The Nominating &amp; Corporate Governance Committee is responsible for considering the tendered resignation and determining whether to recommend to the Board of Directors to accept or reject the tendered resignation.</p> <p>After the Nominating and Corporate Governance Committee determines what action to take, the Board of Directors will act on such recommendation. The Board of Directors will make such determination within 90 days of the certification of the stockholder vote and will promptly disclose its decision in a filing with the Securities and Exchange Commission.</p> <p>A director that tenders his or her resignation in accordance with the By-laws, will not participate in the action or deliberations of the Nominating and Corporate Governance Committee or the Board regarding his or her resignation.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Fossil, Inc. (date unknown)	Policy	<p>According to page 5 of the definitive proxy statement filed on 10/10/07:</p> <p>pursuant to the Company's Corporate Governance Guidelines, in an uncontested election of directors, any nominee for director who receives a Majority Withheld Vote is required to promptly tender his resignation following certification of the shareholder vote. The nominating and corporate governance committee will recommend to the Board of Directors whether to accept such resignation; however, if each member of the nominating and corporate governance committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves and recommend to the Board of Directors whether to accept such resignation. The Board of Directors will act upon such recommendation within 90 days following certification of the shareholder vote.</p>
Foundation Coal Holdings, Inc. (date unknown)	Policy	<p>If a nominee for director in an uncontested election does not receive the vote of at least the majority of the votes cast at any meeting for the election of directors at which a quorum is present, the director will promptly tender his or her resignation to the Board. For purposes of this corporate governance policy, a majority of votes cast means that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast include votes to withhold authority in each case, and exclude abstentions with respect to that director's election, or, in the case where the number of nominees exceeds the number of directors to be elected, abstentions with respect to election of directors generally.</p> <p>The Nominating and Corporate Governance Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission, or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board with respect to his or her resignation. If each member of the Nominating and Corporate Governance Committee failed to receive a majority of votes cast for election at the same election, then the independent directors who did receive such majority vote shall consider the resignation offers and determine whether to accept them. If such incumbent director's resignation is not accepted by the Board, such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>If a director's resignation is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3.05 of the corporation's Amended and Restated Bylaws, or may decrease the size of the Board pursuant to the provisions of Section 3.02 of such Amended and Restated Bylaws.</p> <p>This corporate governance policy regarding election of directors by a majority vote will be summarized or included in each proxy statement relating to an election of directors of the corporation.</p>
Freeport – McMoRan Copper & Gold Inc. <sup>144</sup> (1/30/06)	Bylaw (including director resignation policy)	<p>ARTICLE IV</p> <p>2. . . . At each annual meeting of the stockholders they shall elect by a majority of the votes cast, by written ballot, and subject to the voting powers set forth in the Certificate of Incorporation, the successors of the directors whose term expires at such meeting, to hold office until the annual meeting of stockholders held in the year following their election and until their successors are respectively elected and qualified or until their earlier resignation or removal, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by plurality vote. In an uncontested election, any nominee for director who has a majority of votes cast "withheld" from his or her election shall promptly tender his or her resignation to the Board. The Nominating and Corporate Governance Committee will consider the tendered resignation and recommend to the Board whether to accept or reject the resignation. The Board shall act on the Nominating and Corporate</p>

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2005 non-binding majority vote proposal from the SMWIA received support from 51.9% of votes cast per Georgeson Shareholder. See Georgeson Review at 21.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Governance Committee's recommendation and publicly disclose its decision within 90 days from the date of the annual meeting of stockholders. Any director who tenders his or her resignation shall not participate in the Nominating and Corporate Governance Committee's recommendation or the Board action regarding whether to accept or reject the tendered resignation. If each member of the Nominating and Corporate Governance Committee fails to be elected at the same election, the independent directors who were elected shall appoint a committee to consider the tendered resignations and recommend to the Board whether to accept or reject them. Any vacancies in the Board resulting from the failed election of a director under this section may be filled by a majority of the directors then in office, although less than a quorum, and each director so elected shall hold office until his or her successor has been elected and duly qualified. Any other proper business may be transacted at the annual meeting.</p>
<p>Freescale Semiconductor, Inc.<sup>145</sup> (12/9/05)</p>	<p>Policy</p>	<ol style="list-style-type: none"> <li>1. <u>Majority Vote</u>. In an election of Directors where the only nominees are those recommended by the Board of Directors, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election ("Majority Withheld Vote") will promptly tender his or her resignation to the Chairman of the Board following certification of the stockholder vote.</li> <li>2. <u>Recommendation by the Governance and Nominating Committee</u>. The Governance and Nominating Committee will promptly consider the resignation submitted by a Director receiving a Majority Withheld Vote, and the Governance and Nominating Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Governance and Nominating Committee will consider all factors deemed relevant by the members of the Governance and Nominating Committee including, without limitation, the stated reasons why stockholders "withheld" votes for election from such Director, the number of votes "withheld" as a percentage of the total number of votes cast and shares outstanding, the length of service and qualifications of the Director whose resignation has been tendered, the Director's contributions to the Company, provisions of the Company's certificate of incorporation, bylaws and the Delaware General Corporation Law, and the Company's Corporate Governance Guidelines.</li> <li>3. <u>Board Action on Recommendation</u>. The Board will act on the Governance and Nominating Committee's recommendation no later than 90 days following the date of the stockholders' meeting with respect to which the Majority Withheld Vote occurred. In considering the Governance and Nominating Committee's recommendation, the Board will consider the factors considered by the Governance and Nominating Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Governance and Nominating Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</li> <li>4. <u>Acceptance of Resignation</u>. To the extent that one or more Directors' resignations are accepted by the Board, the Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</li> <li>5. <u>Participation of Director Who Receives a Majority Withheld Vote</u>. Any Director who tenders his or her resignation pursuant to this provision will not participate in the Governance and Nominating Committee's deliberation and recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Governance and Nominating Committee received a Majority Withheld Vote at the same stockholders' meeting, then the independent Directors who are on the Board who did not receive a Majority Withheld Vote (or who were not standing for election) will appoint a Board committee among themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a Majority Withheld Vote or who were not standing for election.</li> </ol>

<sup>145</sup> Freescale Semiconductor, Inc. was acquired on Dec. 1, 2006 by a consortium of private equity funds, led by The Blackstone Group.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
FreightCar America, Inc. <sup>146</sup> (12/16/06)	Bylaw (consisting of director resignation policy tied to a plurality standard)	Section 3.2 <u>Number, Age Limit, Term of Office and Election</u> . . .  (c) Except as otherwise provided in Section 3.4, directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the annual meeting of the stockholders. Elections of directors need not be by written ballot except and to the extent provided in the By-Laws of the Corporation. Any nominee for director in an uncontested election as to whom a majority of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors are designated to be “withheld” from, or are voted “against,” that director’s election shall tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee shall (i) evaluate whether this resignation is in the best interests of the Corporation and its stockholders and (ii) recommend to the Board of Directors whether to accept or reject the resignation or to take other action. The Board shall act on the Nominating and Corporate Governance Committee’s recommendation and publicly disclose its decision within 90 days from the date of the annual meeting of stockholders. Any director who tenders his or her resignation shall not participate in the Nominating and Corporate Governance Committee’s recommendation or the Board of Directors’ action regarding whether to accept or reject the tendered resignation.
Gannett Co., Inc. <sup>147</sup> (2/21/06 Bylaw, replacing 10/25/05 Policy)	Bylaw (including director resignation policy)	<u>Bylaw:</u>  ARTICLE II  Section 6. <u>Election:</u> Except as provided in Section 9 of this Article or as otherwise required by law or by the Certificate of Incorporation, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed 50% of the votes cast with respect to that director. If a nominee who is already serving as a director is not elected, the director shall offer to tender his or her resignation to the Board. The Nominating and Public Responsibility Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board’s decision. Each Director shall hold office until his or her successor shall be duly elected and qualified, or until death, resignation or removal in the manner hereinafter provided, or until he or she shall cease to qualify.

<sup>146</sup> Concurrently with the board adopting a director resignation policy in the form of a bylaw, each director signed a letter agreement to tender his or her resignation form the board in the event that: (a) a majority of the shares in an uncontested election are designated to be “withheld” from or are voted “against,” the director’s election and the board accepts the director’s resignation following such elections or (b) the director experiences a change in principal employment status, other than retirement, and the board accepts the director’s resignation following such change in status. See Item 1.01 of the Current Report on Form 8-K filed on Dec. 19, 2006. As described in the Form 8-K, the board also concurrently took a number of other actions including: (i) adopting an amendment to the company’s 2005 Long Term Incentive Plan eliminating the compensation committee’s ability to reprice options and stock appreciation rights without stockholder approval, but permitting cash-out of awards in connection with a change in control, (ii) adopting stock ownership guidelines for non-executive directors and stock ownership guidelines for executives and (iii) adopting certain other amendments to the company’s bylaws.

<sup>147</sup> 2005 non-binding majority proposal from the UBCJA received support from 47.9% of votes cast, per Georgeson Shareholder. See Georgeson Review at 21. The UBCJA also submitted a non-binding majority proposal for 2006. See Majority Election Proposals. Gannett Co. sought to exclude the 2006 proposal on the grounds that it had been substantially implemented and was misleading and contrary to the proxy rules, but the SEC denied no action relief (letter available Jan. 10, 2006). In connection with Gannett Co.’s adoption of a majority vote bylaw including a director resignation policy, the UBCJA withdrew its proposal. See Majority Vote or Pfizer.

The definitive proxy statement filed on Mar. 15, 2007 included a management proposal to declassify the board at 13-14. In its statement in support of the proposal, the company indicated that a 2006 declassification proposal submitted by Evelyn Y. Davis was supported by 79% of the votes cast and 62% of the outstanding shares of common stock, and that Ms. Davis had submitted a similar proposal for 2007. In view of the management declassification proposal, Ms. Davis agreed to withdraw her proposal. See definitive proxy statement filed on Mar. 15, 2007 at 13.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Former Policy:</p> <p>At any annual meeting of the stockholders at which directors are subject to an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall submit to the board of directors a letter of resignation for consideration by the Nominating and Public Responsibility Committee. The Nominating and Public Responsibility Committee shall recommend to the board the action to be taken with respect to such letter of resignation. The board shall act promptly with respect to each such letter of resignation and shall promptly notify the director concerned of its decision.</p>
The Gap, Inc. <sup>148</sup> (9/27/05)	Policy	<p>At any meeting of the shareholders at which nominees are subject to an uncontested election (number of nominees is equal to number of seats), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall submit to the Corporate Secretary of the company an offer letter of resignation, subject to board acceptance. The Governance, Nominating and Social Responsibility Committee will consider the offer of resignation and will recommend to the board the action to be taken. The board shall act promptly with respect to each such letter of resignation and shall promptly notify the director concerned of its decision. The board’s decision would be disclosed publicly.</p>
Gateway Energy Corporation <sup>149</sup> (8/22/06)	Bylaw (tied to a minimum plurality of 35%) (including director resignation policy)	<p>ARTICLE I</p> <p>SECTION 7. PROXIES AND VOTING. . . .</p> <p>All elections of directors shall be determined by a plurality of the votes cast; PROVIDED, HOWEVER, in the case of elections of directors in which the number of nominees is the same as the number of directors to be elected (an “Uncontested Election”), no nominee shall be elected unless such nominee has received the affirmative vote of at least 35 percent of the shares of stock entitled to vote thereon at the meeting, present in person or by proxy. If no nominee for election as a director in an Uncontested Election receives the required minimum vote set forth in the proviso of the preceding sentence, the incumbent Board of Directors shall nominate a number of nominees for election as directors equal to the number of directors to be elected and hold a special meeting for the purpose of electing directors within 180 days after the certification of the stockholder vote.</p>
		<p>ARTICLE II</p> <p>SECTION 1. NUMBER, ELECTION AND TERM OF DIRECTORS. . . .</p> <p>Any nominee for election as a director who is a director of the Corporation and who does not receive the required minimum vote set forth in the last paragraph of Section 7 of Article I of these By-Laws, at any annual or special meeting held for the purpose of electing directors in an Uncontested Election shall, promptly following certification of the stockholder vote, tender his or her resignation to the Board of Directors. The directors receiving such required minimum vote at such meeting shall evaluate any such resignation in light of the best interests of the Corporation and its stockholders in determining whether to accept or reject the resignation, or whether other action should be taken. In reaching its decision, the Board may consider any factors it deems relevant, including the director’s qualifications, the director’s past and expected future contributions to the Corporation, the overall composition of the Board, and whether accepting the tendered resignation would cause the Corporation to fail to meet any applicable rule or regulation (including listing requirements and federal securities laws). The Board of Directors shall act on the tendered resignation, and publicly disclose its decision and rationale, within 90 days following certification of the stockholder vote.</p>

<sup>148</sup> Member of Majority Vote Work Group. See Note 18.

<sup>149</sup> Gateway Energy Corporation appears to have been the first company to respond to the majority vote movement by adopting a “minimum plurality” standard. Such a concept was presented as an alternative in the Discussion Paper issued by the Task Force of the Committee on Corporate Laws of the American Bar Association formed to consider director election issues. See Note 278.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
GenCorp Inc. <sup>150</sup> (date unknown)	Policy	<p style="text-align: center;">6. <u>Majority Voting Policy for the Election of Directors</u></p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” for his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation after such election for consideration by the Corporate Governance &amp; Nominating Committee. Within 90 days thereafter, the Board of Directors, taking into account the recommendation of the Corporate Governance &amp; Nominating Committee, must determine whether to accept or reject the resignation. The Director that tendered the resignation shall not participate in the consideration or determination of whether to accept such resignation. The Board of Directors shall disclose by press release its decision to accept or reject the resignation and, if applicable, the reasons for rejecting the resignation. If a majority of the Corporate Governance &amp; Nominating Committee members receive a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote will appoint a committee of independent Directors to consider the resignation offers and recommend to the Board whether to accept or reject them.</p>
General Dynamics Corporation <sup>151</sup> (12/6/06 Bylaw and Policy, replacing 3/1/06 Policy)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>SECTION 7. <i>Voting</i> . . . .</p> <p>(g) (i) Except as otherwise provided by the Certificate of Incorporation or these Bylaws, each director shall be elected by the vote of the majority of the votes cast with respect to that director’s election at any meeting for the election of directors at which a quorum is present, provided that if, as of the 10th day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders of the Corporation, the number of nominees exceeds the number of directors to be elected (a “Contested Election”), the directors shall be elected by the vote of a plurality of the votes cast, whether or not such election becomes an uncontested election after such date. For purposes of this paragraph (g) of Section 7, a majority of votes cast shall mean that the number of shares cast “for” a director’s election exceeds the number of votes cast “against” that director’s election (with “abstentions” and “broker nonvotes,” if applicable, not counted as a vote cast “for” or “against” that director’s election).</p>

<sup>150</sup> Concurrently with announcing the board’s intention to adopt a majority voting policy, the company announced that the board would propose and recommend to stockholders for approval at the 2007 annual meeting charter amendments which would declassify the board and render inapplicable to the company certain Ohio antitakeover statutes. Press Release, GenCorp Inc. (Nov. 17, 2006). An activist fund, Jolly Roger Fund LP (which is affiliated with Pirate Capital), presented a non-binding declassification proposal in 2006. See definitive proxy statement filed on Mar. 14, 2006 at 39-40. Pirate Capital and affiliates engaged in a proxy contest with the company during 2006 relating to director elections. Georgeson reports that the dissidents prevailed. See Georgeson, 2006 Annual Corporate Governance Review at 45, available at [http://www.georgeson.com/usa/download/news/2006\\_ACGR\\_FINAL.pdf](http://www.georgeson.com/usa/download/news/2006_ACGR_FINAL.pdf) [hereinafter 2006 Georgeson Review]. The SMWIA submitted a 2007 proposal to GenCorp seeking to have the company reincorporate from Ohio, which did not then allow majority voting, to Delaware. See Proxy Fights. For a discussion of recent Ohio legislation which modified what had been the state’s mandatory plurality election standard, see Note 116.

On Feb. 16, 2007, the company announced that it had separated the roles of chairman and CEO, effective immediately. As a result of that change, the company also announced that the board had eliminated the position of lead director. Press Release, GenCorp Inc. (Feb. 16, 2007). The Feb. 16, 2007 press release also indicated that in Mar. 2006, the board approved allowing the company’s poison pill to expire without renewal in Feb. 2007. Consistent with prior announcements, pages 4-8 of the definitive proxy statement filed on Mar. 5, 2007 included management proposals to: (a) amend the company’s charter and bylaws to declassify the board, (b) amend the company’s charter to provide that Ohio’s Control Share Acquisitions Act and Interested Shareholders Transactions Law do not apply to the company and (c) amend the company’s bylaw to provide for the appointment of a non-executive chairman. These proposals passed. See Quarterly Report on Form 10-Q filed on Jun. 27, 2007 at 40-41.

<sup>151</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Mar. 31, 2006 at 38-39. The UBCJA proposal received support from 37.9% of votes cast, per ISS. See Growing Support and Bulletins, Providence J. Bull., F01, May 4, 2006. Thereafter, the company adopted the majority vote bylaw and amended policy set forth above. The definitive proxy statement also included a novel binding stockholder proposal from Lucian Bebchuk, a Harvard Law School professor and director of its program on corporate governance, to amend the company’s bylaws to provide: “In no event shall a director stand for election if that director was elected for an immediately preceding term in an uncontested election in which he or she received more “withheld” than “for” votes.” See definitive proxy statement at 40-42. The

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(ii) In order for any incumbent director to become a nominee of the Board for further service on the Board, such person must submit or have submitted an irrevocable resignation, which shall become effective on (x) that person not receiving a majority of the votes cast in an election that is not a Contested Election, and (y) acceptance of that resignation by the Board in accordance with the policies and procedures adopted by the Board for such purpose. In the event an incumbent director fails to receive a majority of the votes cast in an election that is not a Contested Election, the Nominating and Corporate Governance Committee, or such other committee designated by the Board pursuant to Section 11 of Article III of these Bylaws, shall make a recommendation to the Board as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board shall act on the resignation, taking into account the committee's recommendation, and publicly disclose (by a press release and, if required, filing an appropriate disclosure with the Securities and Exchange Commission) its decision regarding the resignation and, if such resignation is rejected, the rationale behind the decision within 90 days following certification of the election results. The committee in making its recommendation and the Board in making its decision each may consider any factors and other information that they consider appropriate and relevant.</p> <p>(iii) If the Board accepts a director's resignation pursuant to this Section 7, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board may fill the resulting vacancy in accordance with Section 5 of Article III.</p> <p><u>12/6/06 Amended Version of Policy:</u></p> <p><b>Unsuccessful Incumbent Directors.</b> An incumbent director who fails to receive a majority of the votes cast in an election that is not a Contested Election (as defined in the Company's Bylaws) and who tenders his or her resignation pursuant to the Company's Bylaws will remain active and engaged in Board proceedings while the Nominating and Corporate Governance Committee and the Board decide whether to accept or reject such resignation, or whether other action should be taken; provided, however, such incumbent director will not participate in any proceedings by the Nominating and Corporate Governance Committee or the Board regarding whether to accept or reject such director's resignation, or whether to take other action with respect to such director.</p> <p><u>3/1/06 Version of Policy:</u></p> <p>Any nominees for director in an uncontested election (i.e., an election where the only nominees are those recommended by the Board) who receive a greater number of votes "withheld" than votes "for" in the election (a "Majority Withheld Vote") will promptly tender their resignation(s) for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will consider the best interests of General Dynamics and its shareholders and promptly recommend to the Board whether to accept the tendered resignation(s) or to take some other action. If one or more members of the Nominating and Corporate Governance Committee receive a Majority Withheld Vote, then the independent directors who did not receive a Majority Withheld Vote will consider the tendered resignations of those directors and recommend to the Board whether to accept the tendered resignations or to take some other action. Directors who receive a Majority Withheld Vote and tender their resignations pursuant to this provision will not participate in the Board action regarding whether to accept the tendered resignations or to take some other action. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or less independent directors, then all directors may participate in determining whether to accept the tendered resignations or to take some other action. In considering the appropriate action with respect to a tendered resignation, the Committee will consider all factors deemed relevant by the members of the Committee, including the underlying reasons for the Majority Withheld Vote, the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Company, and compliance with New York Stock Exchange listing standards.</p> <p>The Board will consider the Nominating and Corporate Governance Committee's recommendation and act within 90 days of the election. Thereafter, the Board will promptly disclose its decision and provide an explanation of how the decision was reached to the impacted director(s) and to the public in a Current Report on Form 8-K filed with the Securities and Exchange Commission. Except as provided above, the impacted director(s) shall remain active and engaged in Board activities during this Nominating and Corporate Governance Committee and Board process.</p>

Bebchuk proposal received support from approximately 36% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Aug. 3, 2006 at 47. The Bebchuk proposal could raise an issue as to whether the result is in contravention of Delaware law.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		This corporate governance guideline will be summarized in each proxy statement relating to an election of directors of General Dynamics.
General Electric Company <sup>152</sup> (4/25/07 Charter and Bylaw and 2007 Policy, replacing 4/25/06 plurality-plus Bylaw and 11/14/05 Policy, as previously amended)	Charter, Bylaw and Policy	<p>Charter:</p> <p><b>Section 6. Directors. . .</b></p> <p>The vote required for election of a director by the shareholders shall, except in a contested election, be the affirmative vote of a majority of the votes cast in favor of or against the election of a nominee at a meeting of shareholders. In a contested election, directors shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election. An election shall be considered contested if as of the record date there are more nominees for election than positions on the board of directors to be filled by election at the meeting.</p> <p><u>4/26/07 Amended Bylaw:</u></p> <p>ARTICLE II</p> <p>C. Election of Directors. In any non-contested election of directors, any incumbent director nominee who receives a greater number of votes cast against his or her election than in favor of his or her election shall immediately tender his or her resignation, and the Board of Directors shall decide, through a process managed by the Nominating and Corporate Governance Committee and excluding the nominee in question, whether to accept the resignation at its next regularly scheduled Board meeting. The Board's explanation of its decision shall be promptly disclosed on Form 8-K filed with the Securities and Exchange Commission (SEC).</p>

<sup>152</sup> The UBCJA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 3, 2006 at 46-48. General Electric Company sought to exclude this proposal on the grounds that it had been substantially implemented, but the SEC denied no action relief (letter available Jan. 12, 2006). According to Item 8.01 of the Current Report on Form 8-K filed on Apr. 13, 2006, prior to the adoption by General Electric Company of its Apr. 25, 2006 plurality-plus bylaw provision: "At its next regularly scheduled board meeting, GE management will recommend to its Board of Directors that it amend its By-Laws to implement its majority vote policy for director elections (Governance Principle # 20). For purposes of this policy, a "compelling reason" could include, without limitation, a situation in which a director nominee was the target of a "vote no" campaign on an illegitimate basis, such as racial discrimination, or on the basis of misinformation – or the resignation would cause the company to be in violation of its constituent documents or regulatory requirements." General Electric Company's policy is one of the stronger plurality-plus policies since it requires the acceptance of a resignation "absent a compelling reason for the director to remain on the board." (The "absent a compelling reason" standard was subsequently adopted by a number of companies included in this Study.) ISS indicated that it would not support the UBCJA majority vote proposal. ISS' position is noteworthy since ISS had supported all non-binding majority election proposals that went to a vote since the start of the 2005 proxy season. The analysis concluded that General Electric Company had satisfied the three criteria set forth in the ISS voting policy for evaluating corporate alternatives to majority voting. ISS' analysis stated: "By adopting a robust director resignation policy in its bylaws, the company has effected change immediately and has created an acceptable alternative at this time." See Majority Voting Passes. Ultimately, General Electric Company was the only company at which ISS did not support a stockholder majority election proposal in 2006. The UBCJA proposal received support from 19.4% of votes cast, per ISS, see Growing Support, marking one of the weakest showings in 2006 for a majority proposal.

Marking a shift in the majority vote movement, on Nov. 3, 2006, the board of General Electric Company voted to submit a proposal to stockholders to adopt a majority voting standard for the election of directors at the company's 2007 annual meeting. The UBCJA had submitted a majority proposal for 2007 which was withdrawn after the company agreed to seek to adopt a true majority vote provision and director resignation policy, per ISS. See 2007 Preview. As a New York corporation, General Electric Company was only able to change the voting standard for directors pursuant to a bylaw or charter amendment approved by stockholders. See Section 614 of the New York Business Corporation Law. Management's majority vote charter amendment proposal was set forth in the definitive proxy statement filed on Feb. 27, 2007 at 38-39. According to page 39 of the definitive proxy statement:

Upon approval of this proposal and the filing of the certificate of amendment, the Board will amend GE's bylaws to conform its director resignation policy to the majority vote standard, so that an incumbent director who did not receive the requisite affirmative majority of the votes cast for his or her re-election must tender his or her resignation to the Board. Under New York law, an incumbent director who is not re-elected may remain in office until his or her successor is elected and qualified, continuing as a "holdover" director until his or her position is filled by a subsequent shareowner vote or his or her earlier resignation or removal by a shareowner vote. The Board will adopt the holdover director resignation policy to address the continuation in office of a director that would result from application of the holdover director provision. Under the

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>2007 Amended Policy:</u></p> <p>20. Majority Vote Policy</p> <p>Section 6 of the Certificate of Incorporation and Article II, Section C of the By-Laws set forth the Company's majority vote standard for the election of directors, as follows: The vote required for election of a director by the shareholders shall, except in a contested election, be the affirmative vote of a majority of the votes cast in favor of or against the election of a director nominee at a meeting of shareholders. An election shall be considered contested if as of the record date there are more nominees for election than positions on the board of directors to be filled by election at the meeting. In any non-contested election of directors, any incumbent director nominee who receives a greater number of votes cast against his or her election than in favor of his or her election shall immediately tender his or her resignation, and the Board of Directors will decide, through a process managed by the Nominating and Corporate Governance Committee and excluding the nominee in question, whether to accept the resignation at its next regularly scheduled Board meeting. The Board's explanation of its decision shall be promptly disclosed on Form 8-K filed with the Securities and Exchange Commission.</p> <p><u>4/25/06 Version of Bylaw (consisting of director resignation policy tied to a plurality standard):</u></p> <p>In any non-contested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall immediately tender his or her resignation, and the Board of Directors will decide, through a process managed by the Nominating and Corporate Governance Committee and excluding the nominee in question, whether to accept the resignation at its next regularly scheduled Board meeting. Absent a compelling reason for the director to remain on the Board, the Board shall accept the resignation. The Board's explanation of its decision shall be promptly disclosed on Form 8-K filed with the Securities and Exchange Commission.</p>
		<p><u>Second Amended Version of Policy:</u></p> <p>Article II, Section C of the By-Laws sets forth the Company's majority vote policy for the election of directors, as follows: In any non-contested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall immediately tender his or her resignation, and the Board of Directors will decide, through a process managed by the Nominating and Corporate Governance Committee and excluding the nominee in question, whether to accept the resignation at its next regularly scheduled Board meeting. Absent a compelling reason for the director to remain on the Board, the Board shall accept the resignation. The Board's explanation of its decision shall be promptly disclosed on Form 8-K filed with the Securities and Exchange Commission. For purposes of this policy, a "compelling reason" could include, without limitation, a situation in which a director nominee was the target of a "vote no" campaign on an illegitimate basis, such as racial discrimination, or on the basis of misinformation - or the resignation would cause the Company to be in violation of its constituent documents or regulatory requirements.</p> <p><u>First Amended Version of Policy:</u></p> <p>In any non-contested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall immediately tender his or her resignation, and the Board will decide, through a process managed by the Nominating and Corporate Governance Committee and excluding the nominee in question, whether to accept the resignation at its next regularly scheduled Board meeting. Absent a compelling reason for the director to remain on the Board, the Board shall accept the resignation. The Board's explanation of its decision shall be promptly disclosed on Form 8-K filed with the Securities and Exchange Commission.</p>

holdover director resignation policy, the Board will decide whether to accept the resignation in a process similar to the one the Board currently uses pursuant to the existing policy.

The majority vote charter amendment was approved at the 2007 annual meeting. See Quarterly Report on Form 10-Q filed on Jul. 27, 2007 at 33. Concurrently with amending the company's majority vote bylaw provision, the board also amended the bylaws to include an advance notice provision. See Item 5.03 of the Current Report on Form 8-K filed on Apr. 27, 2007. Note that the amended bylaw provision does not contain the language previously utilized by General Electric Company, indicating that a resignation will be accepted "absent a compelling reason."

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>11/4/05 Version of Policy:</p> <p>In any non-contested election of directors, any director nominee who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall immediately tender his or her resignation, for decision by the Board of Directors at its next regularly scheduled Board meeting. Absent a compelling reason for the director to remain on the Board and public disclosure of that reason, the Board shall accept the resignation.</p>
General Growth Properties, Inc. <sup>153</sup> (11/9/05)	Policy (based on shares outstanding)	Any nominee for director in an uncontested election as to whom a majority of the votes represented by shares of the Company that are outstanding and entitled to vote in such election are designated to be “withheld” from or voted “against” his or her election shall tender his or her resignation for consideration by the Nominating & Governance Committee. The Nominating & Governance Committee shall evaluate the best interest of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such tendered resignation.
General Mills, Inc. (12/11/06)	Bylaw (including director resignation policy)	<p>ARTICLE I</p> <p><b>SECTION 6. VOTING AT STOCKHOLDERS’ MEETINGS:</b> The board of directors shall determine the voting power of any cumulative preference stock in accordance with article IV of the certificate of incorporation.</p> <p>(a) <b>Election of Directors.</b> Except as set forth below in this paragraph (a), election of directors at all meetings of the stockholders at which directors are to be elected shall be by ballot and, subject to the rights of the holders of any class or series of stock to elect directors separately, each director shall be elected by a majority of the votes cast with respect to the director by stockholders entitled to vote and present in person or represented by proxy. For purposes of this by-law, a majority of the votes cast means that the number of shares voted “for” a director must exceed 50% of the votes cast “for” and “against” that director, excluding abstentions. Notwithstanding the foregoing, if as of the tenth day prior to the date that the corporation first mails out its notice of meeting, the number of nominees standing for election at any meeting of the stockholders exceeds the number of directors to be elected, the directors shall be elected by a plurality of the votes cast at the meeting. If a director is not elected, the director shall promptly tender his or her resignation to the chairman of the board following certification of the vote. The corporate governance committee shall make a recommendation to the board of directors on whether to accept or reject the resignation, or whether other action should be taken. The board of directors shall act on the committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation shall not participate in the board’s decision..</p> <p>(b) <b>Other Matters.</b> At all meetings of stockholders, all other questions, except as otherwise provided by law or the certificate of incorporation, shall be determined by a majority of the votes cast by stockholders entitled to vote and present in person or represented by proxy.</p> <p>(c) <b>Vote Tabulation.</b> Votes may be cast by any stockholder entitled to vote in person or by his proxy appointed by an instrument in writing, subscribed by such stockholder or by his attorney thereunto authorized, or by proxy sent by cable, telegram or by any means of electronic communication permitted by law, which results in a writing from such stockholder or by his attorney, and delivered to the secretary of the meeting. No proxy shall be voted after three (3) years from its date, unless said proxy provides for a longer period. In determining the number of votes cast for or against a proposal or nominee, shares abstaining from voting on a matter (including elections) will not be treated as a vote cast. A non-vote by a broker will be counted for purposes of determining a quorum but not for purposes of determining the number of votes cast.</p>
General Moly, Inc. (f/k/a Idaho General Mines, Inc.) <sup>154</sup>	Policy	<p><b>6. Election of Directors by Shareholders.</b> The directors will be elected each year by the shareholders at the annual meeting of shareholders. The Board will propose a slate of nominees to the shareholders for election to the Board at such meeting. Between annual meetings of shareholders, the Board may appoint directors to serve until the next such meeting.</p>

<sup>153</sup> 2005 non-binding majority proposal from the UBCJA received support from 44.9% of votes cast, per Georgeson Shareholder. See Georgeson Review at 21.

<sup>154</sup> The majority vote policy of Idaho General Mines, Inc. was adopted in connection with a comprehensive review of its corporate governance. That review also resulted in the board: (a) voting, subject to stockholder approval, to terminate the company’s poison pill and reincorporate the company in Delaware and (b) determining to reduce the size of the board in conjunction with the company’s Oct. 4, 2007 annual meeting. Press Release, Idaho Mines, Inc. (Jul. 25, 2007). The reincorporation proposal was approved, and Idaho

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(7/24/07)		<p>If a nominee for director does not receive the vote of at least a majority of the votes cast at any meeting for the election of directors at which a quorum is present, no successor has been elected at such meeting, and in which the number of nominees does not exceed the number of directors to be elected, the director will promptly tender his or her resignation to the Board. For purposes of the policy, a majority of votes cast means that the number of shares voted “for” a director’s election exceeds the number of votes cast “against” that director’s election. The Corporate Governance and Nominating Committee will consider the resignation and make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will act on the tendered resignation, taking into account the recommendation of the Corporate Governance and Nominating Committee, within 90 days from the date of the certification of the election results, and publicly disclose its decision promptly thereafter. The Corporate Governance and Nominating Committee, in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Corporate Governance and Nominating Committee or the decision of the Board with respect to his or her resignation. If no director receives a majority of shares cast in an uncontested election, then the incumbent directors will nominate a new slate of directors and hold a special meeting for the purpose of electing those nominees within 180 days after certification of the shareholder vote.</p>
General Motors Corporation <sup>155</sup> (10/3/06)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u> ARTICLE II 2.2 <i>Election; Resignation; Vacancies.</i></p> <p>(a) Term. At each annual meeting of stockholders, each nominee elected by the stockholders to serve as a director shall hold office for a term commencing on the date of the annual meeting, or such later date as shall be determined by the board of directors, and ending on the next annual meeting of stockholders, or until his successor is elected and qualified or until such director’s earlier resignation or removal.</p> <p>(b) Majority Voting. Except as provided in paragraph (c) below, each nominee shall be elected a director by the vote of the majority of the votes cast with respect to that director’s election at any meeting for the election of directors at which a quorum is present. For purposes of this bylaw, a majority of votes cast means that the number of votes “for” a director must exceed 50% of the votes cast with respect to that director. Votes “against” will count as a vote cast with respect to that director, but “abstentions” will not count as a vote cast with respect to that director.</p> <p>(c) Contested Elections. If the number of nominees for any election of directors nominated (i) by the Board of Directors or (ii) any stockholder, or (iii) a combination of nominees by the Board of Directors and any stockholder, exceeds the number of directors to be elected, the nominees receiving a plurality of the votes cast by holders of shares entitled to vote in the election at a meeting at which a quorum is present will be elected.</p>

General Mines, Inc. merged with and into General Moly, Inc., with General Moly, Inc. being the successor on Oct. 8, 2007. See Item 1.01 of the Current Report on Form 8-K filed on Oct. 5, 2007. Section 2.9 of the company’s bylaws appears to reference indirectly the majority vote policy set forth above by providing that “Except as otherwise provided in any corporate governance guidelines or other policies or procedures adopted by the Board, at all meetings of stockholders for the election of directors a plurality of the votes cast shall be sufficient.”

<sup>155</sup> John Lauve, Louise M. Smith and Francis R. Smith submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 28, 2006 at 38-40. The proposal received support from 59% of votes cast, per General Motors Corporation. See Press Release, General Motors Corporation (Oct. 4, 2006). Thereafter, the company adopted the bylaw and policy set forth above. Reflecting the changes in resignation provisions which began to appear in September 2006, the General Motors Corporation bylaw and related policy require that an advance contingent resignation be submitted as a condition to nomination, in the case of an incumbent. The bylaw and policy also provide that the board will accept a tendered resignation, “absent a compelling reason”. The “compelling reason” language was first utilized by General Electric Company. According to page 2 of the definitive proxy statement filed on Apr. 27, 2007, “For the election of directors at GM’s 2007 Annual Meeting, we believe, based on stockholder notices we have received, it is likely there will be more nominees than the number of directors to be elected, and therefore, plurality voting will govern.” At the 2007 annual meeting, all of management’s nominees were elected. See Quarterly Report on Form 10-Q filed on Aug. 7, 2007 at 91-92.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(d) Resignation and Replacement of Unsuccessful Incumbents.</p> <p>(i) In order for any incumbent director to become a nominee of the board for further service on the board, such person must submit an irrevocable resignation, contingent (i) on that person not receiving more than 50% of the votes cast, and (ii) acceptance of that resignation by the Board in accordance with policies and procedures adopted by the board for such purposes.</p> <p>(ii) A resignation that becomes effective if and when the director fails to receive a specified vote for re-election as a director shall provide that it is irrevocable.</p> <p>(iii) The Board of Directors, acting on the recommendation of the Directors and Corporate Governance Committee, shall within 90 days of receiving the certified vote pertaining to such election, determine whether to accept the resignation of the unsuccessful incumbent. Absent a determination by the Board of Directors that a compelling reason exists for concluding that it is in the best interests of the Corporation for an unsuccessful incumbent to remain as a Director, no such person shall be elected by the Board to serve as a director, and the Board shall accept that person's resignation.</p> <p>(iv) If the Board determines to accept the resignation of an unsuccessful incumbent, the Directors and Corporate Governance Committee will promptly recommend a candidate to the Board of Directors to fill the office formerly held by the unsuccessful incumbent.</p> <p>(v) The Board of Directors shall promptly consider and act upon the Directors and Corporate Governance Committee's recommendation. The Committee, in making this recommendation and the Board, in acting on such recommendation, may consider any factors or other information that they determine appropriate and relevant.</p> <p>(vi) The Directors and Corporate Governance Committee and the Board of Directors shall take the actions required under this paragraph (d) without the participation of any unsuccessful incumbent except that:</p> <p>a. If every member of the Directors and Corporate Governance Committee is an unsuccessful incumbent, the Independent Directors who are not unsuccessful incumbents shall name a committee comprised of some or all of the Independent Directors to make recommendations under this subsection to the Board; and</p> <p>b. If the number of Independent Directors who are not unsuccessful incumbents is three or fewer, all directors may participate in the decisions under this paragraph (d).</p> <p>(e) Acceptance of A Director's Resignation. If the Board of Directors accepts the resignation of a director who is not an unsuccessful incumbent pursuant to this Bylaw, or if a nominee for director who is not an incumbent director does not receive more than 50% of the votes cast, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of paragraph (g) of this Section, or may decrease the size of the Board of Directors pursuant to the provisions of section 2.1.</p>

At the 2006 annual meeting of General Motors Corporation, a non-binding cumulative voting stockholder proposal submitted by Ray T. Chevedden received support from 54% of votes cast, according to the company. See definitive proxy statement at 37-38 and Press Release, General Motors Corporation (Oct. 4, 2006). As indicated in Note 66, there is on-going debate as to the relationship between majority voting and cumulative voting. Concurrently with adopting majority vote provisions, the company adopted a corporate policy under which the company may require reimbursement of bonus or incentive compensation that may have been paid to executive officers in the event it is later determined that fraud, misconduct or negligence significantly contributed to a restatement of financial results that led to the awarding of unearned incentive compensation. The recoupment policy appears to have been a response to a 2006 stockholder proposal on this issue which received support from 42% of the votes cast. In addition to the foregoing actions, General Motors Corporation also concurrently amended its bylaws to specify the procedures applicable to consent solicitations initiated by stockholders. See Press Release, General Motors Corporation (Oct. 4, 2006).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(f) Resignation. Any director may resign at any time upon notice given in writing or by electronic transmission to the chairman of the board and the presiding director. A resignation is effective when the resignation is delivered unless the resignation specifies (a) a later effective date or (b) an effective date determined upon the happening of an event or events (including but not limited to a failure to receive more than 50% of the votes cast in an election and the Board's acceptance of the resignation).</p> <p>(g) Filling A Vacancy. Any vacancy occurring in the board for any cause may be filled by a majority of the remaining members of the board, although such majority is less than a quorum. Each director so elected shall hold office until the expiration of the term of the other directors or until his successor is elected and qualified, or until the earlier of his resignation or removal.</p> <p><b>Policy:</b></p> <p>GM's bylaws provide that, in uncontested elections (i.e., those where the number of nominees is the same as the number of directors to be elected), directors are elected by a majority of the votes cast. The bylaws further provide that in order for any incumbent director to become a nominee of the board for further service on the board, such person must submit an irrevocable resignation, contingent (i) on that person not receiving more than 50% of the votes cast, and (ii) acceptance of that resignation by the Board in accordance with policies and procedures adopted by the Board for such purposes.</p> <p>Within 90 days after receipt of the Certified Vote, the Directors &amp; Corporate Governance Committee (the "Committee") and the Board will consider the tendered resignation(s) in light of the best interests of GM and its stockholders. In determining whether to accept or reject the resignation(s), or whether other action should be taken to select substitute person(s) to serve as a director(s) in place of an unsuccessful incumbent, the Committee and the Board may consider any factors they determine appropriate and relevant, but in any event will accept the resignation of an unsuccessful incumbent absent a compelling reason to reject the resignation. Compelling reasons for rejecting a resignation might include, among other things and without limitation; (i) any stated reasons why stockholders voted against such director; (ii) any alternatives for addressing the reason for the "against" votes; (iii) loss of a given director would eliminate a financial expert from the audit committee; (iv) loss of a given director would cause the board to have less than a majority of independent directors; (v) loss of a given director would cause the corporation to fail to satisfy stock exchange listing requirements; (vi) loss of a given director would result in a default or breach under any loan covenants, or (vii) loss of a given director would trigger a significant payment under an executive employment contract(s) or other contract(s).</p> <p>The Board expects an unsuccessful incumbent to exercise voluntary recusal from participation, except in limited circumstances, in considering and acting upon the recommendation of the Directors and Corporate Governance Committee or the decision of the Board of Directors with regard to these matters.</p> <p>Within four business days following acceptance or rejection of the resignation, the Corporation will file a report with the U.S. Securities Exchange Commission on Form 8-K in which it will publicly disclose its decision and set forth in reasonable detail the rationale relied upon by the Board in making that decision.</p> <p>If all directors are unsuccessful incumbents following an annual or special meeting of stockholders (or solicitation of written consent of stockholders), the incumbent Board will nominate a new slate of directors and, within 180 days after the certification of the stockholder vote, hold a special meeting for the purpose of electing a board of directors. In such circumstances, the incumbent Board will continue to serve until new directors are elected and qualified.</p>
Gen-Probe Incorporated <sup>156</sup>	Bylaw (including	<p><b>ARTICLE III</b></p> <p>Section 2. <b>Election of Directors.</b> Each director shall be elected by the vote of the majority of the votes cast with respect to that director</p>

<sup>156</sup> At the 2007 annual meeting of Gen-Probe, Inc., incumbent director Mae C. Jemison received a majority against vote. Nonetheless, the board voted 5-0 not to accept her resignation. The company indicated that it consulted with ISS, which had recommended voting against Ms. Jemison, before the company decided not to accept the resignation. See Jamie Livengood, [Gen-Probe Retains Director Rejected in Shareholder Vote](#), Dow Jones Newswires, Jul. 24, 2007. ISS originally based its "against" recommendation upon the failure of Ms. Jemison to attend at least 75% of board meetings. See Stephen Taub, [The Majority Doesn't Rule](#), CFO.com, Jul. 20, 2007 and Stephen Taub, [Resolved: A Question of Board Resignation](#), Compliance Week, Aug. 14, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(2/8/07)	director resignation policy)	at any meeting for the election of directors at which a quorum is present, subject to the complete provisions of this Section 2 and Section 3 below. If the number of nominees exceeds the number of directors to be elected, the directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at such meeting and entitled to vote on the election of directors. For purposes of this Section, “a majority of the votes cast” means that the number of votes cast for a director’s election exceeds fifty percent (50%) of the number of votes cast with respect to that director’s election. The number of votes cast with respect to a director’s election shall exclude abstentions with respect to that director’s election. If a nominee for director who is an incumbent director is not elected and no successor is elected at such meeting, the director shall promptly tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee’s recommendation, and publicly disclose its decision regarding the tendered resignation and the rationale behind the decision within ninety (90) days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If the incumbent director’s resignation is not accepted by the Board of Directors, such director shall continue to serve until the end of his or her term of office and until his or her successor shall have been elected and qualified or his or her earlier resignation or removal. If a director’s resignation is accepted by the Board of Directors pursuant to this Section, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3 of this Article or may seek to decrease the authorized number of directors in accordance with Section 1 of this Article.
GenTek Inc. <sup>157</sup> (3/9/06)	Bylaw (including director resignation policy)	ARTICLE II SECTION 2. Number, Terms and Election of Directors. Each director shall be elected or re-elected, as the case may be, by the vote of a majority of the votes cast with respect to the director at each Annual Meeting at which a quorum is present; provided, however, that if the number of directors nominated at any such meeting exceeds the number directorships to be filled, the directors to fill such directorships shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For the purposes of this Section, a majority of votes cast shall mean the number of votes “For” a director exceeds the number of votes “Against” the director. If a director is not elected by a majority of votes cast, the director shall promptly tender his or her resignation to the Board of Directors and either (1) a committee appointed by the Board of Directors shall make a recommendation to the Board of Directors whether to accept or reject the resignation, and the Board of Directors shall subsequently act on such committee’s recommendation or (2) the Board of Directors shall decide whether to accept or reject the resignation. The director who tenders his or her resignation as a result of a failed election shall not participate in the Board of Directors’ decision regarding whether to accept such resignation. Within 90 days of certification of the election results, the Board of Directors shall act on its decision and shall publicly disclose its decision. If the Board of Directors accepts the director’s resignation, the Board of Directors may appoint another individual to fill the vacant directorship until the next annual meeting or leave the directorship vacant until the directorship is filled by vote of the stockholders at the next annual meeting.
Genworth Financial, Inc. <sup>158</sup>	Bylaw (consisting of director	Bylaw: ARTICLE III

<sup>157</sup> Concurrently with announcing the adoption of a majority vote bylaw, the board announced that it had approved declassifying the board, subject to stockholder approval at the 2006 annual meeting. Press Release, GenTek Inc. (Mar. 15, 2006). See also definitive proxy statement filed on Apr. 17, 2006 at 4-5. The declassification proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 9, 2006 at 23.

<sup>158</sup> According to the Current Report on Form 8-K filed on Oct. 20, 2006, concurrently with adopting the majority vote provision described above, the company also adopted several administrative amendments to the bylaws to reflect the fact that General Electric Company no longer holds any shares of the capital stock of Genworth Financial, Inc.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(10/19/06)	resignation policy tied to a plurality standard) and Policy	<p>Section 3.2 Election; Resignation; Vacancies. . . . Any nominee for a member of the Board of Directors in an uncontested election as to whom a majority of the shares of the corporation that are properly cast at such election are designated to be “withheld” from his or her election shall promptly tender his or her resignation from the Board of Directors and all committees thereof following certification of the stockholder vote. The Nominating and Corporate Governance Committee shall assess the appropriateness of such nominee continuing to serve as a director and shall recommend to the Board of Directors whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors shall act on the Nominating and Corporate Governance Committee’s recommendation and publicly disclose its decision and the reason for its decision. Any director may resign at any time upon notice to the corporation. Unless otherwise provided by law, any newly created directorship or any vacancy occurring in the Board of Directors for any cause shall be filled in the manner set forth in the Amended and Restated Certificate of Incorporation, and each director so elected shall hold office until the expiration of the term of office of the director whom he or she has replaced or until his or her successor is elected and qualified, subject to such director’s earlier death, resignation, disqualification or removal.</p> <p>Policy:</p> <p>Genworth has adopted a Bylaw provision, included in Section 3.2 of the Bylaws, providing for majority voting for directors in uncontested elections. The Bylaw provision generally provides as follows: A director nominee in an uncontested election for whom a majority of the votes cast are designated as “withheld” from his or her election must promptly tender his or her resignation to the board. The nominating and corporate governance committee shall assess the appropriateness of such nominee continuing to serve as a director and shall make a recommendation to the board on whether to accept or reject the resignation, or whether other action should be taken. The board shall act on the nominating and corporate governance committee’s recommendation, and publicly disclose its decision and the reason for its decision.</p>
Genzyme Corporation <sup>159</sup> (5/24/07)	Bylaw and Policy	<p>Bylaw:</p> <p><b>ARTICLE I</b></p> <p><b>Section 8. <u>Action by Vote.</u></b> With respect to each voting group, when a quorum is present at any meeting with respect to a matter, (a) upon any matter other than an election of a director, votes properly cast in the voting group favoring the matter exceeding the votes properly cast in the voting group opposing the matter shall constitute favorable action on the matter, except when a larger number of affirmative votes is required by law, the articles of organization or these bylaws or when the board of directors requires a larger aggregate number of affirmative votes upon such matter (to the extent permitted by law), (b) in an uncontested election, votes properly cast in favor of election of a director exceeding the votes properly cast against such election shall effect the election of a director, and (c) in a contested election, the vote required to effect the election of a director shall be a plurality of the votes cast in such election. An election of directors shall be considered contested if, as of the record date for the applicable meeting, there are more nominees for election than positions on the board of directors to be filled by election at the meeting. All other elections of directors shall be considered uncontested.</p>

<sup>159</sup> Management’s 2007 majority vote bylaw amendment proposal is set forth in the definitive proxy statement filed on Apr. 12, 2007 at 39-40. According to the disclosure accompanying such management proposal, both AFSCME and the UBCJA submitted majority vote proposals for 2007. The majority vote proposal submitted by AFSCME was in the form of a binding bylaw amendment. Press Release, AFSCME (Jan. 29, 2007). Genzyme Corporation sought to omit the AFSCME proposal on the grounds that it was impermissible under Massachusetts law, beyond the company’s legal power to implement and false and misleading. The SEC denied no-action relief (letter available Feb. 8, 2007). Neither union proposal was included in the definitive proxy statement filed on Apr. 12, 2007. The letter to stockholders accompanying the 2007 definitive proxy statement stated:

Two separate shareholder groups advocated majority voting provisions for our director elections during this proxy season. We have worked diligently with these shareholders to prepare an appropriate response to address this issue. Our proposed bylaw amendment is a result of extensive and thoughtful discussions with these shareholders.

Management’s 2007 majority vote proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 9, 2007 at 69. The company indicated that the majority vote policy set forth above would be added to the company’s governance guidelines “promptly” if the bylaw amendment were approved. As of Nov. 1, 2007, the guidelines posted on the company’s web site were not so amended. The company’s stockholders approved declassifying the board at the 2006 annual meeting. See letter to stockholders in definitive proxy statement filed on Apr. 12, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u> <u>Expectations with respect to Majority Voting for the Election of Directors.</u></p> <p>In an uncontested election of directors (as defined in our bylaws), any nominee for re-election for whom a greater number of votes are cast "against" than are cast "for" his or her election is expected to offer to tender his or her resignation from the Board of Directors promptly after certification of the shareholder vote. The Governance Committee will promptly consider the offer and recommend to the full Board whether to accept or reject it. In making its recommendation, the Governance Committee will consider all factors it considers relevant, including the stated reasons shareholders did not vote in favor of the nominee, other actions that the Company intends to take to address such reasons, the length of service and qualifications of the director, the director's contributions to the Company, the overall composition of the Board, and whether accepting the resignation would cause the Company to fail to meet any applicable listing standards or would violate state law. We expect that any director who offers to tender his or her resignation pursuant to this provision will also recuse himself or herself from participating in the Governance Committee's and the Board's deliberations regarding the resignation. If a majority of the members of the Governance Committee are expected to offer to tender their resignations because of this provision, then the remaining independent directors will appoint a special committee from among themselves for the purpose of considering the offers to resign and recommending whether to accept or reject them.</p>
		<p>The Board will act on the Governance Committee's recommendation no later than 90 days following certification of the shareholder vote. Promptly thereafter, the Company will publicly disclose the outcome.</p> <p>To the extent that one or more directors resign, the Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>The Board also anticipates that any director who is expected to offer to tender his or her resignation and fails to do so, or who fails to resign after the Board has accepted his or her offer to resign, will not be re-nominated for an additional term.</p>
<p>GeoEye, Inc. (f/k/a ORBIMAGE Holdings Inc.) (4/26/06)</p>	<p>Bylaw (including director resignation policy)</p>	<p><b>ARTICLE III</b></p> <p>Section 3.2. Except as provided in Section 2 of this Article, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board. The Nominating and Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board's decision. Directors shall hold office until the next annual meeting and until their successors shall be duly elected and qualified. Directors need not be stockholders. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these Bylaws.</p>
<p>Gilead Sciences, Inc. (12/19/06)</p>	<p>Bylaw and Policy</p>	<p><u>Bylaw:</u></p> <p>SECTION 26. REQUIRED VOTE FOR DIRECTORS.</p> <p>(a) MAJORITY VOTE. Except as otherwise provided in subsection (b) of this Bylaw in the case of a contested election (as defined below), each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting of stockholders for the election of directors at which a quorum is present. For purposes of this Bylaw, a majority of votes cast shall mean that the number of shares voted "for" exceeds 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority or votes against in each case as applicable and shall exclude abstentions with respect to that director's election.</p> <p>(b) PLURALITY VOTE. In the event of a contested election of directors, subsection (a) of this Bylaw shall not apply and directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy and voting for nominees in the election of directors</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>at any meeting of stockholders for the election of directors at which a quorum is present. For purposes of this Bylaw, a contested election shall mean any election of directors in which the number of candidates for election as directors exceeds the number of directors to be elected.</p> <p><u>Policy:</u></p> <p><b>35. Election of Directors</b></p> <p>If a nominee for director who is an incumbent director does not receive the vote of at least the majority of the votes cast at any meeting of stockholders for the election of directors at which a quorum is present and at which the number of candidates for election as directors does not exceed the number of directors to be elected, and no successor has been elected at such meeting, the director will promptly tender his or her resignation to the Board.</p>
		<p>The Nominating and Corporate Governance Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether any other action should be taken. The Board will act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board, such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>If a director's resignation is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 18 of the Company's By-laws or may decrease the size of the Board pursuant to the provisions of Section 15 of the Company's By-laws and Section VI(1)(a) of the Company's Certificate of Incorporation.</p> <p>This corporate governance policy will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Global Aircraft Solutions, Inc. (date unknown)	Policy	<p>According to page 35 of the Annual Report on Form 10-K filed on 4/23/07:</p> <p style="padding-left: 40px;">The Board of Directors has adopted a Majority Voting Policy. Any nominee for director in an uncontested election who receives a greater number of "withheld" votes than "for" votes shall promptly tender his or her resignation. The Nominating and Corporate Governance Committee will promptly consider the tendered resignation and will recommend to the Board of Directors whether to accept the tendered resignation or to take some other action, such as rejecting the tendered resignation and addressing the apparent underlying causes of the "withheld" votes.</p> <p style="padding-left: 40px;">In making this recommendation, the Committee will consider all factors deemed relevant by its members. These factors may include the underlying reasons why shareholders "withheld" votes for election from such director (if ascertainable), the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to Global, whether by accepting such resignation Global will no longer be in compliance with any applicable law, rule, regulation or governing document, and whether or not accepting the resignation is in the best interests of Global and our shareholders.</p> <p style="padding-left: 40px;">In considering the Committee's recommendation, the Board of Directors will consider the factors considered by the Committee and such additional information and factors that the Board of Directors believes to be relevant. We will promptly publicly disclose the Board of Directors' decision and process in a periodic or current report filed with the SEC.</p>
The Goldman	Bylaw	ARTICLE II

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Sachs Group, Inc. <sup>160</sup> (effective 12/11/06)	(including director resignation policy)	<p>Section 2.2. <u>Election; Term of Office; Vacancies</u>. Directors elected at each annual meeting of stockholders shall hold office until the next annual meeting of stockholders, and until their successors are elected and qualified or until their earlier resignation or removal. Each director shall be elected by a majority of the votes cast for or against the director at any meeting for the election of directors, provided that if the number of director nominees exceeds the number of directors to be elected, the directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at any such meeting and entitled to vote on the election of directors. If an incumbent director is not elected, the director shall immediately tender his or her resignation to the Board of Directors. Vacancies and newly created directorships resulting from any increase in the authorized number of directors (other than any directors elected in the manner described in the next sentence) or from any other cause shall be filled by, and only by, a majority of the directors then in office, although less than a quorum, or by the sole remaining director.</p>
		<p>Whenever the holders of any class or classes of stock or series thereof are entitled by the certificate of incorporation to elect one or more directors, vacancies and newly created directorships of such class or classes or series may be filled by, and only by, a majority of the directors elected by such class or classes or series then in office, or by the sole remaining director so elected. Any director elected or appointed to fill a vacancy or a newly created directorship shall hold office until the next annual meeting of stockholders, and until his or her successor is elected and qualified or until his or her earlier resignation or removal.</p> <p>Section 2.10. <u>Director Resignation and Removal</u>. (a) Any director may resign at any time upon written notice to the Board of Directors or to a Chairman of the Board, a Vice Chairman of the Board, a Chief Executive Officer, a President, a Chief Operating Officer or a Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein (and except for a resignation described in subsection (b) below), no acceptance of such resignation shall be necessary to make it effective. No director may be removed except as provided in the certificate of incorporation.</p> <p>(b) In the case of a resignation required to be tendered under Section 2.2 of these by-laws, the Board of Directors will determine, through a process managed by the Corporate Governance and Nominating Committee and excluding the incumbent director in question, whether to accept the resignation at or before its next regularly scheduled Board meeting after the date of the meeting for the election of directors. Absent a significant reason for the director to remain on the Board of Directors, the Board shall accept the resignation. The Board's decision and an explanation of any determination not to accept the director's resignation shall be disclosed promptly in a Form 8-K filed with the United States Securities and Exchange Commission.</p>
Goodrich Corporation <sup>161</sup> (12/12/06)	Policy	<p>31. <u>Majority Voting for Uncontested Election of Directors</u></p> <p>If an incumbent nominee for Director is uncontested and the nominee does not receive the vote of at least the majority of the votes cast at any meeting for the election of Directors at which a quorum is present and no successor has been elected at such meeting, the Director will promptly tender his or her resignation to the Board of Directors. A majority of votes cast for the purposes of this provision means that the number of shares voted "for" a Director's election exceeds 50% of the number of votes cast with respect to that Director's election. Votes cast include votes to withhold authority in each case and exclude abstentions with respect to that Director's election.</p> <p>The Committee on Governance will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Committee on Governance's recommendation, and publicly disclose its decision regarding the tendered resignation and the rationale behind the decision within</p>

<sup>160</sup> Note that the resignation provision for The Goldman Sachs Group, Inc. indicates that a resignation will be accepted absent a "significant reason", which appears to be a somewhat looser standard than the "compelling reason" standard first utilized by General Electric Company.

<sup>161</sup> Since the company does not appear to have adopted a majority vote bylaw or charter provision, the language referring to the possibility of a nominee not being elected is inconsistent with the concept of plurality voting. Note that the policy, like director resignation policies found in majority vote bylaws, is limited to incumbent directors. Concurrently with adopting a majority vote policy, Goodrich Corporation also amended the company's governance guidelines to require that directors retire from the board no later than the end of the term in which the director becomes 72. Previously, the guidelines provided that directors retire no later than the end of the term in which the director became 70, with the board specifically reserving discretion to permit additional board service. See Current Report on Form 8-K filed on Dec. 15, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		90 days from the date of the certification of the election results. The Committee on Governance in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The Director who tenders his or her resignation will not participate in the recommendation of the Committee on Governance or the decision of the Board of Directors with respect to his or her resignation, except that if a majority or more of the Committee on Governance is required to tender resignations, then the entire Committee on Governance will participate in the recommendation and if a majority of the Board of Directors is required to tender resignations, then the entire Board of Directors will participate in the decision. If such incumbent Director's resignation is not accepted by the Board of Directors, such Director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.
		If a Director's resignation is accepted by the Board of Directors, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 15 of these Guidelines or may decrease the size of the Board of Directors pursuant to the provisions of Section 12 of these Guidelines.  When an election of Directors is contested, a plurality voting standard will apply.
Granite Construction Incorporated <sup>162</sup> (5/21/07)	Bylaw	ARTICLE II, Section 8, paragraph 3  Each director to be elected by the stockholders shall be elected by a vote of a majority of the votes cast for the election of directors; provided, however, that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by a vote of the holders of a plurality of the votes cast. For purposes of director elections, a majority of votes cast for a director means that the number of votes "for" a director exceeds the number of votes cast "against" that director, with abstentions being excluded. Except as otherwise required by law, all other matters shall be determined by a majority of the votes cast affirmatively or negatively. Each stockholder shall have one vote for every share of stock entitled to vote which is registered in his or her name on the record date for the meeting, except as otherwise provided herein or required by law.

<sup>162</sup> In a press release issued on Mar. 10, 2006, Granite Construction Incorporated announced its intention to adopt a majority vote bylaw, subject to stockholder approval at its 2007 annual meeting, to be effective at its 2008 annual meeting:

The Board of Directors of Granite Construction Incorporated (NYSE: GVA) announced plans to further enhance its corporate governance policies by committing today to adopt a majority vote standard for the election of directors in uncontested elections. The new standard will be implemented at Granite's 2008 Annual Meeting of Shareholders. In addition to strengthening accountability of directors to shareholders, the Board's decision underscores Granite's commitment to continually improve and review its corporate governance best practices.

Granite is a Delaware corporation and, under Delaware law, the plurality vote is the default standard in the election of the board of directors. In uncontested elections, under the plurality vote system, a director nominee receiving an affirmative vote is elected, without regard to the number of "withhold" votes received. In contested elections, where there are more nominees than directors to be elected, Granite will continue to apply the plurality standard.

Under the majority vote standard, a director nominee would have to receive support from holders of a majority of the votes cast in order to be elected or re-elected to the board. The failure of a nominee to receive majority support would necessitate the nominee to tender a resignation and may require further action by the board.

Granite's plan to adopt the majority vote standard includes a Board sponsored proposal, developed during the ensuing year, to amend its bylaws and board governance guidelines and presentation of that proposal in the proxy statement for the 2007 Annual Meeting. Upon approval of the amendment at the 2007 Annual Meeting, the majority vote standard will be implemented at the 2008 Annual Meeting.

Management's majority vote bylaw amendment proposal was set forth in the definitive proxy statement filed on Apr. 13, 2007 at 30-31. The proposal passed. See Quarterly Report on form 10-Q filed on Jul. 30, 2007 at 27.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Greater Bay Bancorp <sup>163</sup> (1/06)	Policy	<p>In an uncontested election of Directors (<i>i.e.</i>, an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will promptly tender his or her resignation to the Chair of the Board following certification of the shareholder vote.</p> <p>The Governance Committee will promptly consider the resignation submitted by a Director receiving a greater number of votes “withheld” from his or her election than votes “for” his or her election, and the Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Governance Committee will consider all factors deemed relevant by the members of the Governance Committee including, without limitation, the stated reasons why shareholders “withheld” votes for election from such Director, the length of service and qualification of the Director whose resignation has been tendered, the Director’s contributions to the Company, and these Corporate Governance Guidelines.</p> <p>The Board will act on the Governance Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting where the election occurred. In considering the Governance Committee’s recommendation, the Board will consider the factors considered by the Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision on the Governance Committee’s recommendation, the Company will promptly publicly disclose the Board’s decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more Directors’ resignations are accepted by the Board, the Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Governance Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the independent Directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a greater number of votes “withheld” from their election than votes “for” their election or who were not standing for election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Haemonetics Corporation (date unknown)	Policy	<p>Nominees for director must receive the favorable vote of at least a majority of the votes cast. A majority means that the number of shares voted “for” a director’s election exceeds 50% of the votes cast, including votes to withhold, but excluding abstentions. If a nominee for director does not receive a majority vote, he/she shall tender his/her resignation and the Nominating and Governance Committee will consider the resignation for appropriate action.</p>

<sup>163</sup> Concurrently with announcing the adoption of a majority vote policy, Greater Bay Bancorp also announced that the board had: (a) approved an amendment to the company’s bylaws to declassify the board, subject to stockholder approval at the 2006 annual meeting, and (b) amended the company’s stockholder rights plan to increase the trigger from 10% to 20% and include a sunset provision and certain new redemption features. Press Release, Greater Bay Bancorp (Feb. 6, 2006). The company was acquired by Wells Fargo on Oct. 1, 2007. See Item 8.01 of the Current Report on Form 8-K filed on Oct. 1, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Halliburton Company <sup>164</sup> (10/19/06)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>At the annual meeting, each Director shall be elected by the vote of the majority of the votes cast, provided that if the number of nominees exceeds the number of Directors to be elected and any stockholder proposed nominee has not been withdrawn as of the day before the Corporation mails proxy materials to stockholders for the annual meeting, the Directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at the meeting and entitled to vote on the election of Directors. For purposes of this Section 4, a majority of the votes cast means that the number of shares voted "for" a Director must exceed the number of votes cast "against" that Director; abstentions will be ignored. The Corporation's Corporate Governance Guidelines provide that each incumbent Director nominee prior to being nominated for election or re-election will have signed and delivered to the Board an irrevocable letter of resignation that is deemed tendered as of the date of the certification of the election results for any Director who fails to achieve a majority of the votes cast at an election of Directors. The letter of resignation will be limited to and conditioned on that Director failing to achieve a majority of the votes cast at an election of Directors and such resignation shall only be effective upon acceptance by the Board of Directors. If an incumbent Director fails to achieve a majority of the votes cast, the Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Nominating and Corporate Governance Committee's recommendation considering all factors that the Board believes to be relevant and will publicly disclose its decision and the rationale behind it within ninety (90) days from the date of the certification of the election results. The resignation, if accepted by the Board, will be effective at the time of the Board of Director's determination to accept the resignation. Directors shall hold office until the next annual meeting and until their successors shall be duly elected and qualified.</p> <p><u>Policy:</u></p> <p>4. <i>Annual Election of All Directors.</i> As provided in Halliburton's By-laws, all Directors are elected annually by the majority of votes cast, unless the number of nominees exceeds the number of Directors to be elected, in which event the Directors shall be elected by a plurality vote. Should a Director's principal title change during the year, he or she must submit a letter of Board resignation to the Chairman of the Nominating and Corporate Governance Committee who, with the full Committee, shall have the discretion to accept or reject the letter.</p> <p>7. <i>Director Tenure.</i> The Nominating and Corporate Governance Committee, in consultation with the Chief Executive Officer, will review each Director's continuation on the Board annually in making its recommendation to the Board concerning his or her nomination for election or reelection as a Director. As a condition to being nominated by the Board to continue to serve as a Director, each incumbent Director nominee will be required to sign and deliver to the Board an irrevocable letter of resignation in a form satisfactory to the Board that is deemed tendered as of the date of the certification of the election results for any Director nominee who fails to achieve a majority of the votes cast at an election of Directors. The letter of resignation is limited to and conditioned on that Director failing to achieve a majority of the votes cast at an election of Directors and such resignation shall only be effective upon acceptance by the Board of Directors. Each nominee who is not an incumbent Director shall agree upon his or her election as a Director to sign and deliver to the Board such irrevocable letter of resignation. Further, the Board shall fill vacancies and new directorships only with candidates who agree to tender promptly following their appointment as a Director, a letter of resignation as described above. The Board's expectation is that any Director whose resignation has been tendered as described in this section will abstain from participation in both the Nominating and Corporate Governance Committee's consideration of the resignation, if they are a member of that committee, and the Board's decision regarding the resignation. There are no term limits on Directors' service, other than mandatory retirement.</p>

<sup>164</sup> 2004 non-binding majority proposal from the UBCJA received support from 13.1% of votes cast, per Georgeson Shareholder. See 2004 Georgeson Review at 12. 2005 non-binding majority proposal from the UBCJA received support from 46.7% of votes cast, per Georgeson Shareholder. See Georgeson Review at 22. The UBCJA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 2006 at 36-37. The proposal received support from 51% of votes cast, per ISS. See Growing Support. Thereafter, the company adopted the provisions set forth above.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Handleman Company (4/5/06)?	Policy	<p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Corporate Governance and Nominating Committee shall consider the resignation and recommend to the Board whether to accept it. The Board will act on the Committee’ recommendation within 90 days following the shareholder meeting. Board action on the matter will require the approval of a majority of the independent Directors.</p> <p>The Company will disclose the Board’s decision on a Form 8-K furnished to the Securities and Exchange Commission within four business days after the decision was reached and, if applicable, the reasons why the Board rejected the Directors’ resignation. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance and Nominating Committee’s deliberations regarding whether to accept the resignation offer.</p> <p>If each member of the Corporate Governance and Nominating Committee receives a Majority Withheld Vote at the same election, then the independent Directors who do not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignations and recommend to the Board whether to accept them.</p>
Hanover Compressor Company <sup>165</sup> (2/7/06, as amended 7/21/06)?	Policy	<p><u>7/21/06 Amended Version:</u></p> <p>The Board has adopted the following policy that will be adhered to by all current Directors and any Director subsequently elected to the Board.</p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall tender a letter of resignation from the Board within ten business days following certification of the shareholder vote, which letter of resignation will be subject to acceptance by the Board.</p> <p>Within 90 days of certification of the shareholder vote, the nominating and corporate governance committee shall recommend that the Board either reject or accept such resignation or whether other action should be taken and, in the event the resignation is accepted, shall determine to (i) allow the Director position to become vacant and fill such position as expeditiously as possible, or (ii) reduce the size of the Board to eliminate the Director position. Thereafter, the Board will vote to decide whether to accept the recommendation of the nominating and corporate governance committee on these matters and will promptly disclose its decision (and, if applicable, the reasons for rejecting a Director’s resignation) in a press release to be disseminated in the manner that Company press releases are typically distributed. The nominating and corporate governance committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant.</p> <p>In the event of a Director’s resignation under these circumstances, only those Directors who received a greater number of votes “for” their election than votes “withheld” from their election at the most recently held meeting of shareholders (the “Approved Directors”) shall participate in the deliberations by and the actions of the nominating and corporate governance committee and the Board pursuant to this policy. Therefore, if each member of the nominating and corporate governance committee received a Majority Withheld Vote at the same election, then the Approved Directors shall appoint a committee of the Board composed of Approved Directors only to consider the resignation offers and recommend to the Board whether to accept them. If the Approved Directors number three or fewer Directors, all Directors (other than the Director whose resignation is under consideration) may participate in the action regarding whether to accept the resignation offers.</p> <p>If a Director’s resignation is not accepted by the Board, such Director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p>

<sup>165</sup> To address the possibility of a director refusing to tender a resignation required by the policy, Hanover Compressor Company’s policy provides that such a director shall not be nominated at the next annual meeting. Other companies have addressed this issue by requiring the tender of a resignation letter contingent upon a majority withhold vote, as a condition to being nominated initially or upon joining a board. Hanover Compressor was acquired on Aug. 20, 2007 in connection with a merger involving the company and Universal Compression Holdings, Inc. See Item 2.01 of the Current Report on Form 8-K filed on Aug. 23, 2007. The corporate governance guidelines adopted by Exterran Holdings, Inc. contain the same majority vote policy as set forth above.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Any Director who fails to adhere to this policy and does not tender his or her letter of resignation as required shall not be nominated for election as a Director at the next annual meeting of shareholders.</p> <p><u>2/7/06 Version:</u></p> <p>Due to limitations in the enforceability of a majority vote standard under Delaware General Corporate Law, the Board has adopted the following policy that will be adhered to by all current Directors and any Director subsequently elected to the Board:</p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall tender a letter of resignation from the Board within three business days following certification of the shareholder vote, which letter of resignation will be subject to acceptance by the Board.</p> <p>Within 90 days of certification of the shareholder vote, the Nominating and Governance Committee shall recommend that the Board either reject or accept such resignation, and in the latter event, shall determine to (i) allow the director position to become vacant and fill such position as expeditiously as possible, or (ii) reduce the size of the Board to eliminate the director position. Thereafter, the Board will promptly disclose their decision (and, if applicable, the reasons for rejecting a Director’s resignation) in a press release to be disseminated in the manner that Company press releases are typically distributed.</p> <p>In the event of a Director’s resignation under these circumstances, only those directors who received a greater number of votes “for” their election than votes “withheld” from their election at the most recently held meeting of shareholders (the “Approved Directors”) shall participate in the deliberations by and the actions of the Nominating and Governance Committee and the Board pursuant to this policy. Therefore, if each member of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the Approved Directors shall appoint a committee of the Board composed of Approved Directors only to consider the resignation offers and recommend to the Board whether to accept them. If the Approved Directors numbers three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.</p> <p>Any Director who fails to adhere to this policy and does not tender his or her letter of resignation as required shall not be nominated for election as a Director at the next annual meeting of shareholders.</p>
<p>The Hanover Insurance Group, Inc. (11/16/06)</p>	<p>Bylaw (including director resignation policy)</p>	<p>Except as provided in Section 3.4, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. If a director is not elected, the director shall promptly tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. In making their determinations, the Nominating and Corporate Governance Committee and the Board of Directors may consider any factors deemed relevant. The Board of Directors will act on the Nominating and Corporate Governance Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Nominating and Corporate Governance Committee’s recommendation or the Board of Directors’ decision. Directors shall hold office until the next annual meeting and until their successors shall be duly elected and qualified.</p>
<p>Harman International Industries, Incorporated (8/06)</p>	<p>Policy</p>	<p>In an uncontested election of Directors, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) shall tender his or her resignation as a Director to the Board of Directors promptly following the certification of the election results. Neither broker non-votes nor abstentions shall be deemed to be votes “withheld” from a Director’s election.</p> <p>The Nominating and Governance Committee will consider the tendered resignation and recommend to the Board of Directors whether to accept or reject it. The Board of Directors will act on the tendered resignation, taking into account the Nominating and Governance Committee’s recommendation, within 90 days following the certification of the election results. The Board of Directors will disclose its decision whether to accept or reject the tendered resignation (and the reasons for rejecting the tendered resignation, if applicable) promptly thereafter in a press</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>release disseminated in the manner that Company press releases typically are distributed. The Nominating and Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant.</p> <p>If a Director's tendered resignation is accepted by the Board of Directors, then the Board of Directors may fill the resulting vacancy or decrease the number of directors comprising the Board of Directors in accordance with the provisions of the Company's By-Laws. If the Director's resignation is not accepted by the Board of Directors, such Director will continue to serve until the annual meeting of stockholders held in the third year following the year of his or her election and until his or her successor is elected and qualified.</p> <p>Any Director who tenders his or her resignation pursuant to this policy shall not participate in the Nominating and Governance Committee recommendation or Board of Director action regarding whether to accept the resignation offer.</p> <p>The Board of Directors may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to director elections with such terms as the Board of Directors determines in its sole discretion to be appropriate. The Board of Directors will have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board of Directors in good faith will be final, conclusive and binding.</p>
Harris Corporation (2/23/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p><i>Section 2. Manner of Election.</i> Except as may be otherwise required by the Certificate of Incorporation, each director shall be elected by the vote of the majority of the votes cast (meaning the number of shares voted "for" a nominee must exceed the number of shares voted "against" such nominee) at any meeting for the election of directors at which a quorum is present, provided that the directors shall be elected by a plurality of the votes cast (instead of by votes cast for or against a nominee) at any meeting at which a quorum is present for which (i) the Secretary of the Company receives a notice in compliance with the applicable requirements for shareholder nominations for director set forth in these By-Laws and (ii) such proposed nomination has not been withdrawn by such shareholder on or prior to the tenth day preceding the date the Company first mails its notice of meeting for such meeting to the shareholders.</p> <p><u>Policy:</u></p> <p><b>XI. ELECTION OF DIRECTORS.</b></p> <p>Any nominee in an uncontested election who receives a greater number of "against" votes than "for" votes shall promptly tender his or her resignation following certification of the vote. A contested election shall be an election for which (i) the Secretary of the Corporation receives a notice in compliance with the applicable requirements for shareholder nominations for director set forth in the Corporation's By-Laws and (ii) such proposed nomination has not been withdrawn by such shareholder on or prior to the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to the shareholders. The Corporate Governance Committee shall consider the resignation offer and shall recommend to the Board the action to be taken. Any director whose resignation is under consideration shall not participate in the Corporate Governance Committee recommendation regarding whether to accept the resignation. The Board shall take action within 90 days following certification of the vote, unless such action would cause the Corporation to fail to comply with any requirement of the New York Stock Exchange or any rule or regulation promulgated under the Securities Exchange Act of 1934, in which event the Corporation shall take action as promptly as is practicable while continuing to meet such requirements. The Board will promptly disclose its decision and the reasons therefore, in a Form 8-K furnished to the Securities and Exchange Commission.</p>
Harris Interactive Inc. (9/7/06)	Policy	<p>In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will promptly tender his or her resignation to the Chairman of the Board following certification of the stockholder vote.</p> <p>The Nominating and Governance Committee of the Board of Directors will promptly consider the resignation submitted by a director receiving a</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>greater number of votes “withheld” than votes “for” his or her election, and will recommend to the Board of Directors whether to accept or reject the tendered resignation. In making its recommendation, the Committee may consider any factors or other information that it considers appropriate and relevant, including without limitation, any known stated reasons why stockholders “withheld” votes for election from such director, the length of service and qualifications of the director, the director’s contributions to the Company, and this policy. The Board of Directors will act to accept or reject the tendered resignation, taking into account the Governance Committee’s recommendation and any other information and factors it deems relevant, within 90 days after the date of certification of the election results. Promptly after making its decision, the Board of Directors will publicly disclose, by a filing with the Securities and Exchange Commission, its decision regarding the tendered resignation and the rationale behind it.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Governance Committee recommendation or Board consideration as to whether or not to accept the tendered resignation.</p> <p>If one or more director’s resignations are accepted by the Board of Directors, the Nominating and Governance Committee will recommend to the Board of Directors whether to fill such vacancy or vacancies pursuant to the provisions of Article III, Section 5 of the Bylaws of the Company, or to reduce the size of the Board of Directors pursuant to the provisions of Article III, Section 1 of the Bylaws of the Company. If the Board of Directors determines to fill such vacancy or vacancies, the Nominating and Governance Committee will nominate a person or persons to fill such vacancy or vacancies for consideration by the Board of Directors.</p> <p>If a director’s resignation is not accepted by the Board of Directors, such director will continue to serve until the expiration of his or her term, or his or her earlier resignation or removal.</p> <p>This policy will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
The Hartford Financial Services Group, Inc. <sup>166</sup> (5/17/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p><b>2.2 Number, Terms of Office of Directors, Method of Election. . . .</b></p> <p>Nominations of persons for election as Directors may be made by the Board or by any stockholder entitled to vote for the election of Directors. Any stockholder entitled to vote for the election of Directors may nominate a person or persons for election as Directors only if written notice of such stockholder’s intent to make such nomination is given in accordance with the procedures for bringing business before the meeting set forth in Section 1.3(b) of these By-laws, either by personal delivery or by United States mail, postage prepaid, to the Secretary not later than (i) with respect to an election to be held at an annual meeting of stockholders, 90 days in advance of the anniversary date of the immediately preceding annual meeting (or, if the date of the annual meeting is more than 30 days before or after the anniversary date of the immediately preceding annual meeting, not later than the later of (a) 90 days prior to the date of such annual meeting or (b) ten days after the first public disclosure, which may include any public filing with the Securities and Exchange Commission, of the date of such annual meeting) and (ii) with respect to an election to be held at a special meeting of stockholders for the election of Directors, the close of business on the seventh day following the date on which notice of such meeting is first given to stockholders. Each such notice shall set forth: . . . (f) whether, if elected, the nominee intends to tender any advance resignation notice(s) requested by the Board in connection with subsequent elections, such advance resignation to be contingent upon the nominee’s failure to receive a majority vote and acceptance of such resignation by the Board; and (g) if the stockholder intends to solicit proxies in support of such stockholder’s nominee(s), a representation to that effect. The presiding officer of any meeting of stockholders to elect Directors and the Board may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure or if the stockholder solicits proxies in support of such stockholder’s nominee(s) without such stockholder having made the representation required by clause (g) of the preceding sentence.</p>

<sup>166</sup> According to page 6 of the definitive proxy statement filed on Apr. 3, 2006:

The Company received a shareholder proposal from the United Brotherhood of Carpenters Pension Fund (the “Carpenters Fund”) for consideration at the 2006 Annual Meeting. The proposal requested that the Company’s Board of Directors initiate a process to amend the Company’s governance documents to provide that director nominees would be elected by the affirmative vote of the majority of votes cast. The Company subsequently committed to amend its bylaws, no later than the date of the first Board meeting following the Company’s 2007 Annual

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>At each meeting of the stockholders for the election of Directors at which a quorum is present, each Director shall be elected by the vote of the majority of the votes cast with respect to the Director, excluding abstentions, provided that if the number of Director nominees exceeds the number of Directors to be elected, the Directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section 2.2, a majority of the votes cast shall mean that the number of shares voted "for" a Director must exceed the number of votes "against" that Director.</p> <p>Policy:</p> <p><b>Selection of Directors to Stand for Election . . .</b></p> <p>The qualifications of each prospective director considered by the Nominating and Corporate Governance Committee shall include, but not be limited to the following: the relevance of the prospective director's experience to the business and objectives of the Company; the prospective director's potential contribution to the diversity of the Board; the prospective director's independence from conflicts of interest and from actual or potential economic relationships with the Company; the availability of the prospective director to attend regularly scheduled board meetings and to devote appropriate amounts of time to preparation for such meetings; and whether the director has tendered any advance resignation notice requested by the Board, consistent with the <i>"Policy for the Contingent, Irrevocable Resignation of directors In Connection With the Failure to Receive a Majority Vote in Subsequent Uncontested Elections"</i> set forth below. . . .</p> <p><b>Policy for the Contingent, Irrevocable Resignation of Directors In Connection With the Failure to Receive a Majority Vote in Subsequent Uncontested Elections</b></p> <p>In order to stand for re-election to the Board, each prospective director nominee must submit, in writing, to the chairperson of the Nominating and Corporate Governance Committee (or, if the nominee serves as the Chairperson of the Nominating and Corporate Governance Committee, to the Chairperson of the Audit Committee), an irrevocable, contingent resignation. Such resignation shall only become effective upon (i) the nominee's failure to receive more votes cast "for" than votes cast "against" his or her election to the Board, excluding abstentions, as certified by the inspector of election in an uncontested election of directors at any meeting of stockholders of the Company duly called for that purpose, and (ii) the Board's acceptance of such resignation. For purposes of this policy, "uncontested" shall mean any election of directors in which the number of director nominees equals the number of directors to be elected.</p> <p>The Nominating and Corporate Governance Committee, or any other committee of the Board comprised of at least three persons and comprised solely of non-management directors, shall, in the event of an incumbent nominee's failure to receive a majority vote, promptly review and consider any resignations tendered pursuant to this policy and shall recommend to the Board whether the Board should accept or reject such resignation.</p> <p>Any director who tenders his or her resignation pursuant to this policy shall not participate in any deliberations or votes undertaken by the Board and/or any committee of the Board regarding such resignation.</p> <p>In considering any resignation tendered pursuant to this policy, each of the Board, the Nominating and Corporate Governance Committee and any other committee of the Board appointed to consider such resignation shall consider any such factors and information that it determines to be relevant and appropriate.</p>

Meeting, to require directors, in non-contested elections, to be elected by the affirmative vote of a majority of the votes cast. The Company's commitment will be nullified if there are significant changes in Delaware corporation law related to the holdover of incumbent directors who are not reelected. The Carpenters Fund subsequently withdrew its proposal.

The company subsequently reiterated its intentions in the definitive proxy statement filed on Apr. 2, 2007 at 2: "The Company intends to amend its by-laws, no later than the date of the first meeting of the Board of Directors following the Annual Meeting, to require directors, in non-contested elections, to be elected by the affirmative vote of a majority of the votes cast. This amendment would first be effective for the annual meeting of shareholders in 2008." The bylaw adopted by the company is described in Item 5.03 of the Current Report on Form 8-K filed on May 21, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Board shall vote and act on any resignation tendered pursuant to this policy no later than 90 days following the stockholder meeting at which the director failed to be elected by a majority of the votes cast. The Company shall then promptly disclose publicly the Board's determination.</p>
HCP, Inc. (f/k/a Health Care Property Investors, Inc.) (4/7/06)	Policy (based on shares outstanding)	<p>Any nominee for director in an uncontested election as to whom a majority of the shares of common stock of the Company that are outstanding and entitled to vote in such election are designated to be "withheld" from or are voted "against" his or her election shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall evaluate the best interests of the Company and its stockholders and shall recommend to the Board the action to be taken with respect to such tendered resignation.</p>
Health Management Associates, Inc. (2005)	Policy	<p>Any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall tender his or her resignation for consideration by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee shall recommend to the Board the action taken with respect to such resignation.</p>
HealthSouth Corporation (2/28/07)	Bylaw and Policy	<p><u>Bylaw:</u> Section 3.4</p> <p>(a) Except as otherwise provided by law, the Certificate of Incorporation or these By-laws, after the first meeting of the Corporation at which Directors are elected, Directors of the Corporation shall be elected in each year at the annual meeting of stockholders, or at a special meeting in lieu of the annual meeting called for such purpose, by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present; provided, however, that Directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation received a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for Director set forth in Article III, Section 3.4(b), of these By-laws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the tenth (10th) day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders. For purposes of this By-law, a majority of votes cast shall mean that the number of shares voted "for" a nominee exceeds fifty percent (50%) of the number of votes cast with respect to such nominee. Votes cast with respect to a nominee shall include votes to withhold authority and exclude abstentions with respect to such nominee. The voting on Directors at any such meeting shall be by written ballot unless otherwise provided in the Certificate of Incorporation."</p> <p>(b) . . .To be in proper written form, a stockholder's notice to the Secretary must set forth (a) as to each person whom the stockholder proposes to nominate for election as a director (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially or of record by the person, (iv) a statement whether such person, if elected, intends to tender, promptly following such person's election or re-election, an irrevocable resignation effective upon such person's failure to receive the required vote for re-election at the next meeting at which such person would face re-election and upon acceptance of such resignation by the Board of Directors, in accordance with the Corporation's Corporate Governance Guidelines, and (v) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of Directors pursuant to Section 14 of the Securities Exchange Act 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder; and (b) as to the stockholder giving the notice (i) the name and record address of such stockholder, (ii) the class or series and number of shares of capital stock of</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>the Corporation which are owned beneficially or of record by such stockholder, (iii) a description of all arrangements or understandings between such stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder, (iv) a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice and (v) any other information relating to such stockholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of Directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder. Such notice must be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.</p> <p><u>Selection of Members Policy:</u></p> <p><u>of the Board of Directors.</u> The Board of Directors shall be elected in the manner provided in the By-laws of the Company. A Director who fails to receive the required number of votes for re-election in accordance with the By-laws will offer to resign. In addition, the Director whose resignation is under consideration will abstain from participating in any decision regarding that resignation. The Board of Directors may refuse to accept a Director's resignation for any compelling reason. The Board of Directors will publicly disclose its decision regarding the resignation within ninety (90) days after the results of the election are certified. If the resignation is not accepted, the Director will continue to serve until the next annual meeting and until the Director's successor is elected and qualified. The Nominating/Corporate Governance Committee shall identify, and recommend to the Board of Directors, candidates who are qualified to become members of the Board of Directors in accordance with the policies and principles set forth in its charter, the By-laws of the Company, the Certificate of Incorporation of the Company and these guidelines.</p> <p><u>Annual Meeting of Stockholders.</u> The Board of Directors shall select, from among the candidates identified and recommended by the Nominating/Corporate Governance Committee, the slate of nominees for membership on the Board of Directors at each annual meeting of the Company's stockholders. In accordance with the provisions of its charter, the Nominating/Corporate Governance Committee shall consider candidates recommended by stockholders in accordance with applicable law, rule or regulation. The Board of Directors will nominate for election or re-election as Directors only candidates who agree to tender, following the annual meeting at which they are elected or re-elected as Directors, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they are nominated for re-election and (ii) acceptance by the Board of Directors of such resignation.</p>
		<p><u>Vacancies/New Positions.</u> The Board of Directors may fill vacancies on the Board of Directors and newly-created positions on the Board of Directors resulting from any increase in the authorized number of Directors in the manner provided in the By-laws of the Company. Should the Board of Directors choose to fill such vacancies or newly-created positions, the Board of Directors shall select such Directors from among the candidates identified and recommended by the Nominating / Corporate Governance Committee. The Board of Directors shall fill vacancies and newly created positions on the Board of Directors only with candidates who agree to tender, promptly following their appointment to the Board of Directors, the same form of resignation tendered by other Directors in accordance with these guidelines.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
H.J. Heinz Company <sup>167</sup> (8/07 Charter, replacing? 11/06 Policy)	Charter	<p><u>Charter:</u></p> <p><b>SECTION V. MAJORITY VOTING</b></p> <p>Each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, then the nominees receiving the highest number of votes up to the number of directors to be elected shall be elected. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. If an incumbent director is not elected, the director shall offer to tender his or her resignation to the Board. The Corporate Governance Committee of the Board will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the decisions of the Corporate Governance Committee or of the Board with respect to his or her own resignation.</p> <p><u>Former ? Policy:</u></p> <p>In an uncontested election for directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for director who receives a greater number of votes “withheld” from his or her election than “for” such election shall promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote. The Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation offer or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the decisions of the Corporate Governance Committee or the Board with respect to his or her own resignation.</p>

<sup>167</sup> In a press release issued on Nov. 8, 2006, H.J. Heinz Company announced that its board had approved an amendment “to the company’s Articles of Incorporation that, if adopted by the shareholders, will required approval of the election of directors in uncontested elections by a majority vote of shareholders.” The press release indicated that under the proposed charter amendment, “a director who does not receive a majority of “for” votes based on the number of votes cast will be required to offer his or her resignation, which will be reviewed promptly by the Corporate Governance Committee and acted upon by the full Board.” The press release also indicated that in order to implement majority voting commencing with the 2007 director election, “the Board adopted a majority voting policy for the election of directors in uncontested elections. The policy will be incorporated into the company’s Corporate Governance Principles and will operate in a manner consistent with the proposed amendment to the Articles.” The board concurrently adopted a policy requiring shareholder approval within one year in the event it adopts a poison pill. Press Release, H. J. Heinz Company (Nov. 8, 2006).

A press release issued by H.J. Heinz Company on Jul. 20, 2006 indicated that the presiding director of the company delivered a letter to CalPERS highlighting five key areas of governance reform, the first of which is: ‘Adopting “majority voting” in the election of Directors.’ Other areas of governance reform highlighted by the letter included: (a) recommending that H.J. Heinz Company stockholders reduce supermajority voting provisions from 80% to 60%, (b) seeking stockholder approval within one year of the date of adoption if the company were to adopt a poison pill, (c) a commitment to hold regular meetings between Heinz’s independent directors and key stockholders and (d) a commitment to add up to two additional independent directors to the board through the boards normal governance and nomination process. Press Release, H.J. Heinz Company (Jul. 20, 2006). Note that the potential reforms discussed in the press release were announced during a highly publicized proxy fight between the company and Trian Group. Management’s 2007 majority vote charter amendment proposal is set forth on pages 35-36 of the definitive proxy statement filed on Jul. 3, 2007. The charter amendment proposal passed. See Exhibit 3.1 to the Quarterly Report on Form 10-Q filed on Aug. 24, 2007. The 2007 definitive proxy statement also included management proposals to reduce the stockholder vote required to amend or repeal provisions relating to limitation of director liability and director and officer indemnification at 33-34, and to reduce the vote required to approve certain business combinations with 10% stockholders at 34-35.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Hertz Global Holdings, Inc. <sup>168</sup> (11/20/06)	Bylaw	ARTICLE I  Section 1.06. <u>Voting</u> . . . Except as otherwise required by law, the Certificate of Incorporation, these By-Laws, the rules and regulations of any stock exchange applicable to the Corporation or pursuant to any other rule or regulation applicable to the Corporation or its stockholders, the vote of a majority of the shares entitled to vote at a meeting of stockholders on the subject matter in question represented in person or by proxy at any meeting at which a quorum is present shall be sufficient for the transaction of any business at such meeting. The stockholders do not have the right to cumulate their votes for the election of Directors. . . .
Hewitt Associates, Inc. (date unknown)	Policy	In an election of directors, any nominee who receives a greater number of votes “withheld” from or voted “against” his or her election than votes “for” his or her election, other than elections in which the number of nominees exceeds the number of directors to be elected, shall tender his or her resignation to the Board. The Nominating and Corporate Governance Committee shall then review the matter and recommend to the Board whether it should accept the resignation.
Hewlett-Packard Company <sup>169</sup> (1/18/07 Bylaw and Policy, replacing 11/2/05 Policy)	Bylaw and Policy	<u>Bylaw</u> :  3.3 <u>ELECTION AND TERM OF OFFICE OF DIRECTORS</u> . Each director shall be elected by the vote of the majority of the votes cast with respect to the nominee at any meeting for the election of directors at which a quorum is present, provided, however, that the directors shall be elected by a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors and cast in the election of directors at any meeting of stockholders for which (i) the secretary of HP receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 2.2 of these Bylaws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date HP first mails its notice of meeting for such meeting to the stockholders. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a nominee must exceed the votes cast “against” such nominee’s election.

<sup>168</sup> Hertz Global Holdings, Inc. went public on Nov. 16, 2006. Following the offering, investment funds associated with or designated by Clayton, Dubilier & Rice, Inc., The Carlyle Group and Merrill Lynch Global Private Equity owned approximately 72% of the common stock of the company. These funds had purchased a predecessor in interest to the company from Ford Motor Company LLC on Dec. 21, 2005. See Rule 424(b)(4) prospectus filed on Nov. 16, 2006 at iii and 8. The company was thus a “controlled company” for purposes of NYSE listing standards. The majority vote bylaw does not contain a carve-out for contested elections.

<sup>169</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals. William Steiner also submitted a majority proposal for 2006. See Activists Emphasize Accountability. Hewlett-Packard Company sought to exclude the UBCJA’s 2006 proposal on the grounds that it had been substantially implemented, but the SEC denied no action relief (letter available Jan. 5, 2006). The UBCJA proposal appeared in the 2006 proxy statement and received support from 45.1% of votes cast, per ISS. See Growing Support. Note that Hewlett-Packard Company has cumulative voting. In opposing the 2006 UBCJA proposal, the company indicated that majority voting could raise difficult technical issues in the context of cumulative voting. See definitive proxy statement filed on Jan. 23, 2006 at 29. As to cumulative voting generally, see Note 66.

Following the disclosure of investigative techniques used to track a board leak and the resulting resignation of the chairman of the board, four public pension funds headed by the New York State Common Retirement Fund filed a binding stockholder access proxy proposal with the company in Sep. 2006. The other pension funds are the Connecticut Retirement Plans and Trust Funds, the North Carolina Retirement System and the American Federation of State, County and Municipal Employees Pension Funds. See James S. Granelli, California and the West; 4 Funds, Panel Target HP, L.A. Times, Sep. 26, 2006, Part C at 2. The company sought no-action relief in respect of the proposal. In its response (letter available Jan. 22, 2007), the SEC noted that the decision of the United States Court of Appeals for the Second Circuit in American Federation of State, County and Municipal Employees, Employees Pension Plan v. American International Group, Inc. (2d Cir., Sep. 5, 2006) disagreed with certain prior staff interpretations upon which the company’s request for no-action relief relied as precedent, and that the Ninth Circuit was the applicable circuit for purposes of the company’s request. The SEC response letter went on to state: “Since we are unable to dispute or concur in this assumption, we express no view concerning whether HP may exclude the proposal under rule 14a-8(i)(8) as relating to an election for membership on its board of directors.” The proxy access proposal appeared in the definitive proxy statement for the company’s 2007 annual meeting, scheduled to be held on Mar. 14, 2007. See definitive proxy statement filed on Jan. 23, 2007 at 22-23. According to the proxy statement, the company “believes” that approval of the proposal will require the affirmative vote of 66-2/3% of the outstanding shares entitled to vote on the proposal at the annual meeting. See definitive proxy statement at 5. Note that AFSCME and the Connecticut Retirement Plans & Trust Funds filed suit on Jan. 23, 2007 in the United States District Court in Connecticut seeking to force the company to include the proxy access proposal in its 2007 proxy statement, and that the proponents also filed suit in the United States District Court of Appeals for the Second Circuit seeking to prevent the company from

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>1/18/07 Amended Version of Policy:</u></p> <p>In accordance with HP's Bylaws, directors are elected annually by the stockholders at the annual meeting. The Board proposes a slate of nominees for consideration each year. Directors are elected using a majority vote standard, which means that the number of shares voted "for" a nominee must exceed the votes cast "against" such nominee's election. In the case of a contested election, which is defined as when (i) the secretary of HP receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in the Bylaws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date HP first mails its notice of meeting, directors are elected using a plurality standard, which means that the nominees who receive the most affirmative votes are elected to serve as directors. Furthermore, in accordance with the cumulative voting provision of HP's Certificate of Incorporation, stockholders are permitted to aggregate their votes for director in favor of one or more nominees.</p> <p>For an election where the majority vote standard applies, HP also has adopted a policy whereby any incumbent director who receives a greater number of votes "against" his or her election than votes "for" such election will tender his or her resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee will recommend to the Board the action to be taken with respect to such offer of resignation.</p> <p><u>11/2/05 Version of Policy:</u></p> <p>Page 9 of the definitive proxy statement filed by Hewlett-Packard Company on January 23, 2006, states: "Any nominee for director who receives a greater number of votes "withheld" from his or her election than "for" such election shall tender his or her resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee will recommend to the Board the action to be taken with respect to such offer of resignation."</p>

omitting the proposal. See Lorraine Woellert, HP Fight Forecasts Stormy Proxy Season, BusinessWeek.com, Jan. 24, 2007. The proxy access proposal was cast as a binding proposal and received 43% support. See Proxy Access Gets Majority Support. For a general discussion of proxy access, see Note 18.

At the 2007 annual meeting, a non-binding stockholder proposal requesting that the board amend the company's bylaws to require that the company submit any future poison pill to a stockholder vote was approved. At the time of the proposal, Hewlett-Packard Company had an existing policy which provided that the company would submit any future poison pill to a stockholder vote unless the board "in the exercise of its fiduciary duties under Delaware law," determined that the adoption of a poison pill prior to stockholder approval would be in the best interests of the stockholders. Following approval of the stockholder proposal, the board added a new Section 8.13, to the bylaws effective Sep. 20, 2007. See Item 5.03 of the Current Report on Form 8-K filed on Sep. 21, 2007. That section provides as follows:

8.13 STOCKHOLDER RIGHTS PLAN. HP will seek stockholder approval prior to its adoption of a Rights Plan, unless the Board of Directors, in the exercise of its fiduciary duties, determines that, under the circumstances existing at the time, it is in the best interests of the stockholders of HP to adopt or extend a Rights Plan without delay. If a Rights Plan is adopted or extended by the Board of Directors without prior stockholder approval, such plan must provide that it will expire unless ratified by the stockholders of HP within one year of adoption. For purposes of this bylaw, the term "Rights Plan" refers generally to any plan providing for the distribution of preferred stock, rights, warrants, options or debt instruments to the stockholders of HP, designed to assist the Board of Directors in responding to unsolicited takeover proposals and significant stock accumulations in a manner that facilitates the exercise of the Board of Directors' fiduciary responsibilities to stockholders of HP by conferring certain rights on them upon the occurrence of a "triggering event" such as a tender offer or third party acquisition of a specified percentage of stock.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Hilton Hotels Corporation <sup>170</sup> (3/22/07 Bylaw, replacing 2006 Policy)	Bylaw (including director resignation policy)	<p><u>Bylaw:</u></p> <p>7. (a) Each Director to be elected by the stockholders of the Corporation shall be elected by the affirmative vote of a majority of the votes cast with respect to that Director by the shares represented and entitled to vote thereon at a meeting of the stockholders at which a quorum is present; provided, however, that if the Board of Directors determines that the number of nominees exceeds the number of Directors to be elected at such meeting (a "Contested Election"), and such determination has not been rescinded by the Board of Directors by the date that is 20 days prior to the date for such meeting as initially announced, each of the Directors to be elected at such meeting shall be elected by the affirmative vote of a plurality of the votes cast by the shares represented and entitled to vote at such meeting. For purposes of this Section, a "majority of the votes cast" means that the number of votes cast "for" a candidate for Director exceeds the number of votes cast "against" that Director. In a Contested Election, stockholders will be given the choice to cast "for" or "withhold" votes for the election of Directors and shall not have the ability to cast any other vote with respect to such election of Directors.</p>

<sup>170</sup> 2005 majority proposal from the SMWIA received support from 43.1% of votes cast, per Georgeson Shareholder. See Georgeson Review at 22. The SMWIA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 19, 2006 at 34-36. The 2006 proposal received support from 48% of votes cast, per ISS. See Growing Support. The SMWIA submitted a binding majority proposal for 2007. See Proxy Fights. Thereafter, the company adopted the majority vote bylaw set forth above. Concurrently with announcing the adoption of a majority vote bylaw, the company also announced that the board had terminated the company's poison pill, effective at the close of business on Mar. 22, 2007, and adopted a new bylaw provision restricting the future adoption and maintenance of a poison pill. That bylaw provision provides as follows:

44. (a) The Corporation will not adopt or maintain a stockholder rights plan, rights agreement or similar plan or agreement unless either: (i) the rights plan or agreement has been approved by the Corporation's stockholders by the affirmative vote of a majority of the shares of the Corporation's stock represented and entitled to vote on the matter at an annual or special meeting of stockholders; or (ii) the Board of Directors determines in the exercise of its fiduciary responsibilities that it is in the best interests of the Corporation's stockholders to adopt the rights plan or agreement prior to stockholder approval, provided that the Corporation must seek stockholder approval of such rights plan or agreement within twelve (12) months from the date of adoption.

(b) Notwithstanding anything to the contrary contained in these By-Laws, the Board of Directors may not amend this Section 44 of the By-Laws without stockholder ratification by the affirmative vote of a majority of the shares of the Corporation's stock represented and entitled to vote on the matter at an annual or special meeting of stockholders.

At a special meeting held on Sep. 18, 2007, the stockholders of Hilton Hotels Corporation approved the merger agreement providing for the acquisition of the company by affiliates of The Blackstone Group, L.P. Press Release, Hilton Hotels Corporation (Sep. 18, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(b) If an incumbent Director who was nominated for reelection does not receive the affirmative vote of a majority of the votes cast with respect to that Director at an annual meeting at which there was no Contested Election, the Director shall promptly tender his or her resignation to the Board of Directors. The Corporate Governance and Nominating Committee will make a recommendation to the Board of Directors whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Committee's recommendation, within 90 days from the date of the certification of the election results and shall notify the Director concerned of its decision. The Corporate Governance and Nominating Committee in making its recommendation, and the Board of Directors in making its decision, may each consider all factors it considers relevant, including any stated reasons for "against" votes, whether the underlying cause or causes of the "against" votes are curable, the criteria for selection of Directors, if any, set forth in the Corporation's Corporate Governance Guidelines or other policies that are to be considered by the Corporate Governance and Nominating Committee in evaluating potential candidates for the Board of Directors as such criteria relate to each Director who has so tendered his or her resignation, the length of service of such Director, and such Director's contributions to the Corporation. The Corporation shall, within five business days after the Board of Directors reaches its decision, publicly disclose the decision in a periodic or current report filed with the Securities and Exchange Commission. Notwithstanding the foregoing, if the result of the Board of Directors accepting all of the tendered resignations then pending, would be that the Corporation would have fewer than three Directors who were in office before the election of Directors, the Board of Directors may determine to extend such 90-day period by an additional 90 days if it determines that such an extension is in the best interests of the Corporation and its stockholders.</p> <p>(c) Director who tenders his or her resignation shall not participate in the recommendation of the Corporate Governance and Nominating Committee or the decision of the Board of Directors with respect to his or her resignation. If a majority of the members of the Corporate Governance and Nominating Committee have tendered their resignations, the Board of Directors shall appoint a committee of independent Directors who either (i) received the affirmative vote of a majority of the votes cast at the meeting or (ii) whose terms did not expire at such meeting and thus were not nominated for reelection, to consider the tendered resignations and make recommendations to the Board of Directors. If there are not two such independent Directors, the Board of Directors shall act on the tendered resignations; provided that no Director nominated for reelection who did not receive a majority of the votes cast with respect to that Director at such meeting shall participate in or vote on the decision whether to accept or reject such Director's tendered resignation. If an incumbent Director's tendered resignation is not accepted by the Board of Directors, such Director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a Director's resignation is accepted by the Board of Directors pursuant to this Section, or if a nominee for Director is not elected and the nominee is not an incumbent Director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy or decrease the size of the Board of Directors pursuant to the provisions of Section 15 of these By-Laws.</p> <p>(d) The above process relating to nominees for Directors who do not receive the affirmative vote of a majority of the votes cast will be described in each proxy statement of the Corporation pertaining to the election of Directors.</p>
		<p><u>Former Policy:</u></p> <p>In an uncontested election of directors, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation following certification of the stockholder vote. The Corporate Governance and Nominating Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Corporate Governance and Nominating Committee's recommendation within 90 days following certification of the stockholder vote. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance and Nominating Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Corporate Governance and Nominating Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. In the event that the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
HNI Corporation <sup>171</sup> (5/8/07)	Bylaw (consisting of director resignation policy tied to a plurality standard) and Policy	<p><u>Bylaw:</u></p> <p>Section 2.16. Notice of Shareholder Business and Nominations.</p> <p>(a) Annual Meeting of Shareholders.</p> <p>(1) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the shareholders may be made at an annual meeting of shareholders (i) pursuant to the Corporation's notice of meeting, (ii) by or at the direction of the Board of Directors, or (iii) by any shareholder of the Corporation who was a shareholder of record at the time of giving of notice provided for in this By-law, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this By-law.</p> <p>(2) For nominations or other business to be properly brought before an annual meeting by a shareholder pursuant to Subsection 2.16(a)(1)(iii), the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation... Such shareholder's notice shall set forth: (i) as to each person whom the shareholder proposes to nominate for election or reelection as a Director, (A) all information relating to such person that is required to be disclosed in solicitations of proxies for election of Directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (including such person's written consent to being named in the proxy statement as a nominee and to serving as a Director if elected), and (B) a statement whether such person, if elected, intends to tender, promptly following such person's election or re-election and in accordance with Section 3.02 of these By-laws and the Corporation's Corporate Governance Guidelines, an irrevocable resignation that is effective ninety (90) days after the date of the certification of the election results upon such person's failure to receive the required vote for re-election at the next meeting at which such person would face re-election. . . .</p>
		<p>Section 3.02. Election of Directors.</p> <p>(a) Subject to the Articles of Incorporation, the common shareholders shall elect one class of Directors at each annual meeting of shareholders. At each election of Directors, each common shareholder entitled to vote shall have the right to vote, in person or by proxy, the number of common shares owned by him and entitled to vote, for as many persons as the number of the class to be elected. Cumulative voting shall not be permitted. The election of Directors may be conducted by written ballot, but need not be conducted by written ballot unless required by a rule or motion adopted by the shareholders. (As amended 2/12/76 and 5/08/07.)</p> <p>(b) In an Uncontested Election, a nominee for Director who receives a greater number of votes "AGAINST" his or her election than votes "FOR" such election shall, to the extent permitted by law, resign no later than ninety (90) days after the date of the certification of the election results. "Uncontested Election" shall mean any election of Directors of the Corporation other than a Contested Election. "Contested Election" shall mean any election of Directors of the Corporation in which (i) the Secretary of the Corporation has received a notice that a shareholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for shareholder nominees for Director set forth in Section 2.16 of these By-laws, and (ii) such nomination has not been withdrawn by such shareholder on or prior to the day next preceding the date the Corporation first mails its notice of meeting for its meeting of shareholders (As amended 5/08/07.)</p>

<sup>171</sup> The effectiveness of the majority vote bylaw amendment set forth above was conditioned upon the approval by the stockholders at the May 8, 2007 annual meeting of board-approved amendments to the charter of HNI Corporation. The charter amendment proposal passed. See Item 5.03 of the Current Report on Form 8-K filed on May 8, 2007 and Quarterly Report on Form 10-Q filed on Aug. 2, 2007 at 23. The charter amendment eliminated the company's supermajority stockholder voting requirements and implemented the voting requirements prescribed by Iowa law for all matters submitted to the stockholders, including the election of directors. According to the definitive proxy statement, Iowa law requires that the votes cast "For" an item exceed the votes cast "Against" that item. Prior to that amendment, the company's charter required that directors be elected by the vote of 2/3 of the outstanding shares, a particularly high threshold. See definitive proxy filed on Mar. 23, 2007 at 11-15. The majority vote policy is notable for providing that an incumbent director who does not receive the requisite vote will simply resign, without providing for the board to consider whether to accept the resignation.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Policy:</p> <p><b>3. Director Resignation Upon Failed Election.</b></p> <p>In accordance with the By-laws of the Corporation, in an Uncontested Election (as defined in the Corporation’s By-laws), a nominee must receive more votes cast “FOR” than “AGAINST” his or her election or re-election in order to be elected or re-elected to the Board. To the extent permitted by law, the Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as Directors only candidates who agree to tender, promptly, following the annual meeting at which they are elected or re-elected as Director, irrevocable resignations in the form set forth on Exhibit B hereto that will be effective ninety (90) days after the date of the certification of the election results. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with this governance policy.</p>
		<p style="text-align: center;"><b>Exhibit B</b> <b>Form of Director Resignation</b></p> <p><b>[Date]</b></p> <p><b>[Address]</b></p> <p>Attention: Chairman of the Board of Directors of HNI Corporation</p> <p>Dear _____:</p> <p>In accordance with the HNI Corporation Corporate Governance Guidelines regarding majority voting in director elections, I hereby tender my resignation as a director of HNI Corporation (“HNI”), provided that this resignation shall be effective ninety (90) days after the date of the certification of the election results only in the event that I fail to receive a number of votes sufficient for re-election (as provided in the By-laws of HNI Corporation) at the next meeting of the shareholders of HNI at which my seat on the HNI Board of Directors will be subject to election (the “Applicable Annual Meeting”).</p> <p>If I am re-elected at the Applicable Annual Meeting, this resignation will be deemed withdrawn upon my re-election. However, if I am not re-elected at the Applicable Annual Meeting, this resignation will remain in effect following such meeting.</p> <p>This resignation may not be withdrawn by me at any time other than as set forth in this paragraph.</p> <p style="text-align: right;">Very Truly Yours.</p> <p style="text-align: right;">_____ Director</p>
The Home Depot, Inc. <sup>172</sup>	Bylaw (including	Each director nominee shall be elected to the Board of Directors by the vote of the majority of the votes cast with respect to that director nominee’s election at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the

<sup>172</sup> 2004 non-binding majority proposal from the UBCJA received support from 11.4% of votes cast, per Georgeson Shareholder. See 2004 Georgeson Review at 12. 2005 non-binding majority proposal from the UBCJA received support from 41.3% of votes cast, per Georgeson Shareholder. See Georgeson Review at 22. The UBCJA also submitted a non-binding proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Apr. 14, 2006 at 18-19. The proposal received support from 56% of votes cast. See Press Release, The Home Depot, Inc. (Jun. 1, 2006) and Press Release, The Home Depot, Inc. (Aug. 29, 2006). Following stockholder approval of the proposal at the 2006 annual meeting (which meeting drew considerable criticism for the manner in which it was conducted), the company announced that it would implement majority vote measures prior to the 2007 annual stockholders meeting. Press Release, The Home Depot, Inc. (Jun. 1, 2006). Thereafter, the company adopted the majority vote bylaw set forth above. Stockholders, such as the AFL-CIO and AFSCME, indicated that they were likely to withhold votes from certain directors at the 2007 annual meeting, in part due to dissatisfaction



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(effective 8/24/06)	director resignation policy)	<p>number of directors to be elected, the director nominees shall be elected by a plurality of the votes cast. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director nominee must exceed the number of votes cast “against” that director nominee.</p> <p>If an incumbent director is not elected by a majority of votes cast (unless, pursuant to the immediately preceding paragraph, the director election standard is a plurality), the incumbent director shall promptly offer to tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors on whether to accept or reject the director’s offer to tender his or her resignation, or whether other action should be taken. The Board of Directors will act on the Committee’s recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results. An incumbent director who offers to tender his or her resignation will not participate in the Committee’s or the Board of Directors’ recommendation or decision, or any deliberations related thereto. An incumbent director who has offered to tender his or her resignation pursuant to this Section 7 shall promptly tender such resignation upon the Board of Directors’ acceptance of such offer.</p> <p>If a director’s offer to tender his or her resignation is accepted by the Board of Directors pursuant to this Section 7, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Article IV, Section 3 or may decrease the size of the Board of Directors pursuant to Article II, Section 9.</p>
Honeywell International Inc. <sup>173</sup> (12/8/06 Bylaw and Policy, replacing 12/9/05 Policy)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p>SECTION 2. <b>Number, Election and Terms.</b></p> <p style="padding-left: 40px;">b) <u>Majority Voting.</u> . . .</p> <p style="padding-left: 80px;">(i) Except as provided in paragraph (c) of this by-law, a nominee for director will be elected to the Board if the number of votes cast “for” that nominee’s election exceed the number of votes cast “against” that nominee’s election (excluding abstentions) at any meeting for the election of directors at which a quorum is present (a “Majority Vote”).</p>

with the company’s executive compensation practices. At the 2006 annual meeting, 10 of 11 directors received at least 30% withhold votes. See Kaja Whitehouse, Home Depot Shareholders Take Aim at Board, Dow Jones Newswires (Jan. 4, 2007). At the 2007 annual meeting, approximately 33.5% of the votes cast with respect to incumbent director Kenneth G. Langone and 27% of the votes cast with respect to incumbent director Claudio X. Gonzalez were “against” votes. See Quarterly Report on Form 10-Q filed on Jun. 6, 2007 at 21.

The company’s corporate governance guidelines reiterate the majority vote standard set forth in its bylaws: “Members of the Board are elected each year by the majority vote of the Company’s shareholders at the annual meeting of shareholders as set forth in the Company’s Bylaws.”

<sup>173</sup> William Steiner submitted a majority proposal for 2006, see Activists Emphasize Accountability, as did the American Federation of State, County and Municipal Employees (“AFSCME”) and the MLPF. Honeywell International Inc. sought to exclude each of the proposals on the grounds of substantial implementation, but the SEC denied no action relief (letters available Jan. 20, 2006). In its requests for no action relief, Honeywell International Inc. indicated that if relief were denied, it would include the AFSCME proposal (which is a binding proposal in the form of a bylaw amendment) in its 2006 proxy statement because it was the first of the three majority vote proposals received. The binding AFSCME proposal, which appeared on pages 44-45 of the definitive proxy statement filed on Mar. 13, 2006, received support from 49% of votes cast, per ISS. See Growing Support. Since the proposal was binding and came close to passing, the vote is noteworthy. AFSCME indicated that it submitted a binding majority proposal for 2007 which was withdrawn after the company amended its bylaws to provide for majority voting. Press Release, AFSCME (Jan. 29, 2007).

Concurrently with adopting a majority vote bylaw, the board also adopted bylaw amendments: (a) regarding determination of the authorized number of directors and (b) providing that the company will seek stockholder approval prior to adoption of a poison pill, unless a majority of its independent directors determine that it is in the best interest of the company and its stockholders to adopt the pill without delay, in which case, the pill would expire by its terms within 12 months unless earlier ratified by the stockholders. The poison pill provision incorporated the company’s prior policy on the subject. The board also amended the company’s corporate governance guidelines to include a policy under which the board may seek recoupment of incentive compensation paid to senior executives in the event it is later determined that their misconduct caused a restatement of financial results that led to awarding of unearned incentive compensation. See Press Release, Honeywell International, Inc. (Dec. 11, 2006) and Current Report on Form 8-K filed on Dec. 11, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(ii) Any nominee who does not receive a Majority Vote is expected to promptly tender his or her resignation to the Chairman of the Board following certification of the Stockholder vote. The Corporate Governance and Responsibility Committee will promptly consider the resignation submitted by each nominee failing to receive a Majority Vote and recommend to the Board whether to accept the tendered resignation or reject it. The Board will consider the Corporate Governance and Responsibility Committee's recommendation and decide whether to accept or reject any tendered resignations no later than at its first regularly scheduled meeting following certification of the Stockholder vote.</p>
		<p>Following the Board's decision on the Corporate Governance and Responsibility Committee's recommendation, the Company will promptly publicly disclose the Board's decision and process (including, if applicable, the reasons for rejecting the tendered resignation) in a periodic or current report filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors' resignations are accepted by the Board, the Corporate Governance and Responsibility Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Corporate Governance and Responsibility Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Corporate Governance and Responsibility Committee failed to receive a Majority Vote at the same election, then the independent directors who were elected will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who were elected.</p> <p>c) Contested Elections. If the number of nominees for director, whether nominated by the Board and/or Stockholders, exceeds the number of directors to be elected, directors shall be elected by a plurality of the votes cast in person or by proxy at any meeting of Stockholders for the election of directors at which a quorum is present; provided, that, nominations by Stockholders (i) have been made in compliance with Section 3 of this Article and (ii) have not been withdrawn (such that the number of nominees no longer exceeds the number of directors to be elected) on or prior to the day immediately preceding the date the Corporation first mails its notice of meeting for such meeting to the Stockholders. If directors are to be elected by a plurality of the votes cast, Stockholders shall not be permitted to vote "against" any nominee.</p> <p><u>12/8/06 Amended Version of Policy:</u></p> <p>The Company's By-laws provide that in any uncontested election of directors, any director nominee who receives a greater number of votes "for" his or her election than votes "against" (excluding abstentions) his or her election (a "Majority Vote") will be elected to the Board. The By-laws also provide that any nominee who does not receive a Majority Vote in an uncontested election is expected to promptly tender his or her resignation to the Chairman of the Board following certification of the shareowner vote, which resignation shall be promptly considered through a process managed by the Corporate Governance and Responsibility Committee and excluding any nominees who did not receive a Majority Vote.</p> <p><u>12/9/05 Version of Policy:</u></p> <p>The Board of Directors recognizes the continuing evolution of investor views and related initiatives addressing the appropriateness of director elections using a majority vote standard, rather than the current plurality standard. The Board notes that these views and initiatives raise uncertainties as to the legal and practical implications of a change in practice, making amendments to the Company's Certificate of Incorporation or By-laws a less desirable means of addressing the investor concerns at this time. Nonetheless the Board endorses the principle of a majority vote standard and is therefore adopting the following Guideline.</p> <p>In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election by shareowners present in person or by proxy at the Annual Meeting of Shareowners and entitled to vote in the election of directors ("Majority</p>

The definitive proxy statement filed on Mar. 13, 2006 included a non-binding stockholder proposal concerning recoupment of bonuses and certain other compensation. See definitive proxy statement at 47-49. According to the Quarterly Report on Form 10-Q filed on Jul. 21, 2006, the proposal received material support, but did not pass. See Quarterly Report on Form 10-Q at 52.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Withheld Vote”) will promptly tender his or her resignation to the Chairman of the Board following certification of the shareowner vote.</p> <p>The Corporate Governance and Responsibility Committee will promptly consider the resignation submitted by a director receiving a Majority Withheld Vote and recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the resignation, the Corporate Governance and Responsibility Committee will consider all factors deemed relevant, including without limitation, the underlying reasons for the Majority Withheld Vote (if ascertainable), the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to the Company, compliance with listing standards, and the Company’s Corporate Governance Guidelines.</p>
		<p>The Board will act on the Corporate Governance and Responsibility Committee’s recommendation no later than at its first regularly scheduled meeting following certification of the shareowner vote, which action may include, without limitation, acceptance of the tendered resignation, adoption of measures designed to address the issues underlying the Majority Withheld Vote, or rejections of the tendered resignation. Following the Board’s decision on the Corporate Governance and Responsibility Committee’s recommendation, the Company will promptly publicly disclose the Board’s decision and process (including, if applicable, the reasons for rejecting the tendered resignation) in a periodic or current report filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Corporate Governance and Responsibility Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Corporate Governance and Responsibility Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Corporate Governance and Responsibility Committee received a Majority Withheld Vote at the same election, then the independent directors who are on the Board who did not receive a Majority Withheld Vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a Majority Withheld Vote.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Hospira, Inc. (2006)	Policy	<p><i>Majority Voting for Directors.</i> Any nominee for director who fails to receive more votes in favor of election than “withhold” votes at an annual or special meeting held for the purpose of electing directors where the election is uncontested must, promptly following certification of the shareholder vote, tender his or her resignation to the board. For purposes of the previous sentence, an uncontested election is an election in which the number of nominees is equal to the number of directors being elected at the meeting. The independent directors (excluding the director(s) who tendered the resignation) will evaluate any such resignation in light of the best interests of the Company and its shareholders in determining whether to accept or reject the resignation, or whether other action should be taken. In reaching its decision, the board may consider any factors it deems relevant, including the director’s qualifications, the director’s past and expected future contributions to the Company, the overall composition of the board and whether accepting the tendered resignation would cause the Company to fail to meet any applicable rule or regulation (including New York Stock Exchange listing requirements and federal securities laws). The board will act on the tendered resignation, and publicly disclose its decision, within 90 days following certification of the shareholder vote. The foregoing procedures will be summarized and disclosed in the proxy statement related to each annual meeting of the shareholders.</p>
Host Hotels & Resorts, Inc. (f/k/a Host Marriott Corporation) <sup>174</sup>	Bylaw and Policy	<p><u>Bylaw:</u> ARTICLE II Section 7. <u>Voting.</u> Except as otherwise provided in this Section, each director shall be elected by a majority of the total votes cast for and against</p>

<sup>174</sup> 2005 non-binding majority proposal from the UBCJA received support from 45.9% of votes cast, per Georgeson Shareholder. See Georgeson Review at 22. The UBCJA also submitted a non-binding majority proposal for 2006, which was supported by the board. See definitive proxy statement filed on Apr. 21, 2006 at 7-8. The Quarterly Report on Form 10-Q of Host Hotels & Resorts, Inc. filed on Jul. 24, 2006 indicated on page 35 that the proposal was supported by more than 95% of the votes cast. Thereafter, the company adopted the bylaw and policy set forth above. Concurrently with adopting such provisions, the board also approved, effective Oct. 25, 2006, an amendment to the charter of the

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(10/25/06)		<p>such director nominee at a meeting of stockholders duly called and at which a quorum is present. Directors shall be elected by a plurality of votes cast at a meeting of stockholders duly called and at which a quorum is present for which (i) the secretary of the Corporation receives notice that a stockholder has nominated an individual for election as a director in compliance with the requirements of advance notice of stockholder nominees for director set forth in Article II, Section 11 of these Bylaws, and (ii) such nomination has not been withdrawn by such stockholder on or prior to the date of the definitive proxy statement of the Corporation, as filed with the Securities and Exchange Commission, and, as a result of which, there are more nominees than directorships. Each share may be voted for as many individuals as there are directors to be elected and for whose election the share is entitled to be voted. Stockholders are not entitled to cumulative voting in the election of directors. . . .</p> <p><u>Policy:</u></p> <p>Any nominee for director not elected by the vote required in the Company's Bylaws and who is an incumbent director shall promptly tender his or her resignation to the Board for consideration. The Nominating and Corporate Governance Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action is recommended, taking into account any factors or other information that they consider appropriate and relevant, including the circumstances that led to the failed election, if known. The Board will act on the tendered resignation within 90 days following certification of the stockholder vote resulting in the failed election and will promptly disclose its decision and rationale as to whether to accept the resignation (or the reasons for rejecting the resignation, if applicable) in a press release, filing with the Securities and Exchange Commission or by other public announcement, including a posting on the Company's website. No director who tenders his or her resignation pursuant to this Guideline shall participate in the Nominating and Corporate Governance Committee recommendation or Board action with respect to his or her resignation. Notwithstanding the foregoing, in the event that no nominee for director receives the vote required in the Company's Bylaws, the Nominating and Corporate Governance Committee shall make a final determination as to whether the Company shall accept any or all resignations, including those resignations from the members of the committee. If a director's resignation is accepted by the Board pursuant to this Guideline, or if a nominee for director is not elected and is not an incumbent director, the Board may fill the resulting vacancy or decrease the size of the Board pursuant to the Company's Bylaws. The Board may not fill any vacancy so created with a director who was not elected by the vote required under the Company's Bylaws.</p>
Humana Inc. (effective 1/4/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Section 1.6 <u>Voting.</u></p> <p>A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Article I, Section 1.10 of these Bylaws and (ii) such nomination has not been withdrawn by such stockholder on or before the tenth day before the Corporation first mails its notice of meeting for such meeting to the stockholders. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee. All other questions submitted to stockholders shall be determined by a majority of the votes cast affirmatively or negatively on such question, except where otherwise provided by law, the Certificate of Incorporation of the Corporation or the Bylaws. All voting shall be on a non-cumulative basis.</p>

nominating and governance committee, which adds to the criteria considered by the committee in recommending candidates for election to the board the stated intent of a candidate to comply with the corporate governance guidelines, including the guideline on resignation. At the 2007 annual meeting, approximately 36% of the votes cast with respect to incumbent director Terrence C. Golden were "against" votes. See Quarterly Report on Form 10-Q filed on Jul. 24, 2007 at 36.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Section 1.10 <u>Stockholder Nominations</u>.</p> <p>Subject to the rights, if any, of the holders of any series of Preferred Stock then outstanding, only persons nominated in accordance with the procedures set forth in this Section 1.10 shall be eligible for election as directors. . . A stockholder's notice to the Secretary shall set forth (i) as to each person whom the stockholder proposes to nominate for election or reelection as a director . . . (d) a statement whether such person, if elected, intends to tender, promptly following such person's election, an irrevocable resignation effective upon such person's failure to receive the required vote for re-election at any future meeting at which such person would face re-election and upon acceptance of such resignation by the Board of Directors, in accordance with the Corporation's Board Practice on Director Elections which is part of the Corporate Governance Guidelines . . . .</p>
		<p>Section 2.5 <u>Vacancies and Additional Directorships</u>.</p> <p>If any vacancy shall occur among the directors by reason of death, resignation, or removal, or as the result of an increase in the number of directorships, the directors then in office shall continue to act and may fill any such vacancy by a vote of the directors then in office (including any directors who have submitted their resignation but whose resignation has not become effective), though less than a quorum. If the whole board shall submit their resignations, said board, prior to the effectiveness of their resignations, may elect their successors who will take office upon such resignations.</p> <p>Section 2.8 <u>Resignation of Directors</u>.</p> <p>Any director may resign at any time by giving written notice of such resignation to the Board of Directors, the Chairman of the Board or the Chief Executive Officer or the President. Any such resignation shall take effect at the time, or upon the happening of an event, specified therein or, if no time or event is specified, upon receipt thereof by the Board of Directors or one of the above named officers; and, unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.</p> <p>Section 2.9 <u>Removal of Directors</u>.</p> <p>At any special meeting of the stockholders, duly called as provided in these Bylaws, any director or directors may, by the affirmative vote of the holders of a majority of all the shares of stock outstanding and entitled to vote for the election of directors, be removed from office, either with or without cause. At such meeting a successor or successors may be elected or if any such vacancy is not so filled, it may be filled by the directors as provided in Section 2.5.</p> <p><u>Policy:</u></p> <p>3. Qualification of Board</p> <p>Members</p> <p>The Board will have a majority of Directors who meet the criteria for independence established by the New York Stock Exchange and, for the Audit and Organization &amp; Compensation Committees, the criteria established by the Securities and Exchange Commission. The Organization &amp; Compensation Committee members must also meet the independence criteria of the Internal Revenue Code. The Nominating &amp; Corporate Governance Committee will review with the Board the requisite skills and characteristics for new Board members. This assessment will include members' qualification as independent as well as consideration of background, board skill needs, diversity and business experience. Additionally, nominees must agree to comply with the Company's Majority Vote Policy.</p> <p>Majority Vote Policy</p> <p>In accordance with the Corporation's Bylaws, if none of our stockholders provides the Corporation notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if our stockholders have withdrawn all such nominations by the tenth day before the Corporation mails its notice of meeting to our stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Board shall nominate for election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected as director, resignations that will be effective upon (i) the failure to receive the required vote at any future meeting at which they face re-election and (ii) Board acceptance of such resignation. The Board shall nominate for re-election as directors only candidates who have tendered resignations that will be effective upon (i) the failure to receive the required vote at any future meeting at which they face re-election and (ii) Board acceptance of such resignations. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this paragraph. A resignation tendered in accordance with this paragraph must provide that it may not be withdrawn unless the Board eliminates this policy on majority voting in director elections.</p>
		<p>If an incumbent director fails to receive the required vote for reelection, and submits his or her resignation, the Nominating &amp; Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating &amp; Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.</p> <p>Form of Director Resignation Letter</p> <p>[Date]  Humana Inc.  The Humana Building  500 West Main Street  Louisville, Kentucky 40202  Attention: General Counsel</p> <p>Dear Sir:</p> <p>In accordance with the Majority Vote Policy of Humana Inc. (the "Corporation"), I hereby tender my resignation as a director of the Corporation, provided that this resignation shall be effective only in the event that (i) I fail to receive a sufficient number of votes for re-election at any future meeting of the stockholders of the Corporation and (ii) the Board accepts this resignation following my failure to be re-elected at such meeting. If the Board decides not to accept my resignation following my failure to be re-elected at such meeting, this resignation will not be effective unless and until I fail to receive a sufficient number of votes for re-election at a subsequent meeting of the stockholders of the Corporation and the Board accepts this resignation following such subsequent meeting.</p> <p>This resignation will be deemed withdrawn if and when the Board eliminates its policy regarding majority voting in director elections. However, this resignation may not be withdrawn by me at any other time.</p> <p>Very truly yours,</p> <p>_____</p> <p>Director</p>
Illinois Tool Works Inc. <sup>175</sup> (2/10/06)	Policy	<p>In an uncontested election any nominee for Director who receives less than a majority of "for" votes for his or her election at the Annual Meeting will promptly tender his or her resignation to the Chairman of the Board following certification of the stockholder vote.</p> <p>The Corporate Governance and Nominating Committee will consider the resignation submitted by such Director and will recommend to the Board</p>

<sup>175</sup> 2005 non-binding majority proposal from the UBCJA received support from 40.4% of votes cast, per Georgeson Shareholder. See Georgeson Review at 22. The UBCJA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 28, 2006 at 40-41. The 2006 proposal received support from 38% of votes cast, per ISS. See Growing Support.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>whether to accept the resignation or reject it. In considering whether to accept or reject the resignation, the Committee will consider all factors deemed relevant including, without limitation, the stated reasons why stockholders “withheld” votes for election from such Director, the length of service and qualifications of that Director, the Director’s contributions to the Company, and the Company’s Corporate Governance Guidelines.</p> <p>The Board will act on the Committee’s recommendation no later than 90 days following the date of the Company’s Annual Meeting. In reviewing the Committee’s recommendation, the Board will consider such additional information that it believes to be relevant. Following the Board’s decision, the Company will publicly disclose the Board’s decision in a Form 8-K filed with the Securities and Exchange Commission.</p>
		<p>To the extent that one or more Directors’ resignations are accepted by the Board, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Committee’s recommendation or Board consideration regarding the tendered resignation.</p>
<p>IndyMac Bancorp, Inc.<sup>176</sup> (2000 Bylaw, as amended 1/23/07, and 5/07 Policy)</p>	<p>Bylaw (including director resignation policy) and Policy</p>	<p><u>1/23/07 Amended Version of Bylaw:</u></p> <p>ARTICLE II</p> <p>SECTION 6. <i>Voting.</i> Except as otherwise provided in this Section, the affirmative vote of a majority of the shares of common stock which are present in person or represented by proxy and entitled to vote on the matter at a meeting of stockholders, duly called and at which a quorum is present, shall be sufficient to constitute the act of the stockholders as to any matter which properly comes before the meeting, unless more than a majority of the votes shall be required by statute or by the Certificate of Incorporation. If a vote shall be taken for the election of directors, a nominee for director shall be elected to the Board of Directors if the votes cast for such nominee’s election exceed the votes cast against such nominee’s election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of the stockholders at which the number of nominees for election nominated by (i) the Board of Directors, (ii) any stockholder, or (iii) a combination of nominees by the Board of Directors and any stockholder, exceeds the number of directors to be elected to the Board of Directors. Votes cast shall exclude abstentions with respect to the election of directors. Voting at meetings of stockholders need not be by written ballot. . . .</p> <p>SECTION 10. <i>Nomination of Directors.</i> Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation, except as may be otherwise provided in the Certificate of Incorporation of the Corporation with respect to the right of holders of preferred stock of the Corporation to nominate and elect a specified number of directors in certain circumstances. Nominations of persons for election to the Board of Directors may be made at any annual meeting of stockholders, or at any special meeting of stockholders called for the purpose of electing directors, (a) by or at the direction of the Board of Directors (or any duly authorized committee thereof) or (b) by any stockholder of the Corporation (i) who is a stockholder of record on the date of the giving of the notice provided for in this Section 10 and on the record date for the determination of stockholders entitled to vote at such meeting and (ii) who complies with the notice procedures set forth in this Section 10. . . .</p> <p>To be in proper written form, a stockholder’s notice to the Secretary must set forth (a) as to each person whom the stockholder proposes to nominate for election as a director . . . (v) a statement whether such person, if elected, intends to tender, promptly following such person’s election or re-election, an irrevocable offer of resignation in the form contemplated by Article II, Section 12 hereof . . . .</p>

<sup>176</sup> Note that the bylaw amendment changed the majority standard from one which would count abstentions as votes against, to a majority standard which excludes abstentions from the calculation of a majority. Concurrently with adopting the amended majority vote bylaw set forth above, the board amended the board policy relating to compensation payable to non-employee directors to provide, among other things, that the options and restricted shares payable to non-employee directors will become immediately vested in the event the recipient ceases to be a director pursuant to the board’s acceptance of a director’s resignation after failing to receive a sufficient number of votes for re-election. In the case of options, such director will have one year after termination to exercise such option(s). See Item 5.02(a) of the Current Report on Form 8-K filed on Jan. 25, 2007. The date of the majority vote policy set forth above was provided by the company’s investor relations department.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>SECTION 12. <i>Resignation.</i></p> <p>(a)(i) In order for any incumbent director to become a nominee of the Board of Directors for further service on the Board of Directors, such person must submit an irrevocable offer of resignation effective upon (A)(1) such person's failure to receive the required vote for re-election, in accordance with Article II, Section 6 (the "Required Vote"), at the next annual or special meeting of the stockholders at which such person would stand for re-election (the "Applicable Meeting"), or (2) the determination by the Board of Directors not to nominate such person to stand for re-election and the failure of the candidate nominated to succeed such person, if any, to obtain the Required Vote, and (B) acceptance of such resignation by the Board of Directors. In addition, the Board of Directors shall fill director vacancies and newly created directorships only with candidates who agree to tender, promptly following their appointment to the Board of Directors, the same form of resignation tendered by other directors in accordance with this Section 12(a)(i). For purposes of this Section 12, a resigning director meeting the conditions referred to in Section 12(a)(i)(A)(1) or Section 12(a)(i)(A)(2) shall be referred to as an "Unsuccessful Incumbent."</p> <p>(ii) A resignation under Section 12(a)(i) will become effective upon its acceptance by the Board of Directors following the occurrence of the condition stated in Section 12(a)(i)(A)(1) or Section 12(a)(i)(A)(2).</p> <p>(iii) The Board of Directors, acting on the recommendation of the Corporate Governance Committee, shall within 90 days of receiving the certified vote pertaining to any director election, determine whether to accept the resignation of any Unsuccessful Incumbent, and make a public disclosure with respect to its decision regarding any tendered resignation. The Corporate Governance Committee, in making this recommendation and the Board of Directors, in acting on such recommendation, may consider any factors or other information that they determine appropriate and relevant.</p> <p>(iv) The Corporate Governance Committee and the Board of Directors shall take the actions required under this Section 12 without the participation of any Unsuccessful Incumbent except that:</p> <p style="padding-left: 40px;">A. If every member of the Corporate Governance Committee is an Unsuccessful Incumbent, then those members of the Board of Directors qualifying as independent under the definitions and standards adopted by the New York Stock Exchange and that are not Unsuccessful Incumbents shall name a committee comprised of some or all of such independent directors to make recommendations under this subsection to the Board of Directors; and</p> <p style="padding-left: 40px;">B. If the number of independent directors who are not Unsuccessful Incumbents is three or fewer, all directors may participate in the decisions under this Section 12(a).</p> <p>(b) If an incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>(c) If a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article III, Section 5 hereof or may decrease the size of the Board of Directors pursuant to the provisions of Article III, Section 1 hereof.</p> <p><u>2000 Bylaw:</u></p> <p>SECTION 6. <i>Voting.</i> The affirmative vote of a majority of the shares of common stock which are present in person or represented by proxy and entitled to vote on the matter at a meeting of stockholders, duly called, and at which a quorum is present, shall be sufficient to constitute the act of the stockholders as to any matter which properly comes before the meeting, unless more than a majority of the votes shall be required by statute or by the Certificate of Incorporation. If a vote shall be taken on any question other than the election of directors (which shall be by written ballot), then unless required by statute or these bylaws, or determined by the chairman of the meeting to be advisable, any such vote need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or by his proxy, and shall state the number of shares voted.</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Policy:</p> <p>C. Voting for Directors</p> <p>In order for an incumbent Director to become a nominee of the Board at the Company's next Annual Meeting of Stockholders, such Director must submit his or her irrevocable offer of resignation. In an uncontested election, such irrevocable offer of resignation will become effective if any incumbent nominee for Director receives a greater number of votes "withheld" from his or her election than votes cast "for" such election (a "Majority Withhold Vote") following certification of the shareholder vote. The Corporate Governance Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Corporate Governance Committee's recommendation and will make a public disclosure regarding its decision with respect to the tendered resignation.</p>
Integra Bank Corporation <sup>177</sup> (10/17/07)	Policy	<p><b>7. Resignation Policy for Directors Who Fail to Receive a Majority Vote</b></p> <p>In the case of an election of director [sic] in which the number of nominees is the same as the number of directors to be elected, then, each director must receive a majority of the votes cast in favor of his or her election. For these purposes, a "majority of votes cast" shall mean that the number of shares voted "for" a director's election exceeds the number of votes cast as "withheld authority" or similar formulations used in that director's election. If a nominee for director does not receive a majority vote, the director shall promptly tender his or her resignation to the Board of Directors, subject to acceptance by the Board of Directors. The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation and the Board of Directors in making its decision may each consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors, then the Board of Directors may fill the resulting vacancy or decrease the size of the Board of Directors. In the case of an election in which the number of nominees exceeds the number of directors to be elected, then the directors shall be elected by a plurality of the shares represented in person or by proxy at our meeting and entitled to vote on the election of directors.</p>
Integra LifeSciences Holdings Corporation (10/30/06)	Bylaw (including director resignation policy)	<p>The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 3.02 hereof. Except as provided in Section 3.02 hereof, each director shall be elected by the vote of the majority of the votes cast with respect to the director, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board of Directors' decision. Directors shall hold office until the next annual meeting of stockholders and until their successors shall be duly elected and qualified or until their earlier death, resignation or removal. Directors need not be stockholders. If, for any cause, the Board of Directors shall not have been elected at an annual meeting of stockholders, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these By-Laws.</p>

<sup>177</sup> Concurrently with adopting a majority vote policy, the board also: (a) terminated the company's poison pill and (b) amended the bylaws to phase out the classified board structure, beginning in 2008. See Items 1.02 and 5.03 of the Current Report on Form 8-K filed on Oct. 19, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Intel Corporation <sup>178</sup> (1/17/07 Bylaw and Policy, replacing 1/18/06 Bylaw)	Bylaw and Policy	<p><u>1/17/07 Amended Version of Bylaw:</u></p> <p>Except as provided in Section 3 of this Article, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if as of a date that is fourteen (14) days in advance of the date the corporation files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. The Corporate Governance and Nominating Committee has established procedures under which any director who is not elected shall offer to tender his or her resignation to the Board. The Corporate Governance and Nominating Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. Directors shall hold office until the next annual meeting and until their successors shall be duly elected and qualified. Directors need not be stockholders. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these Bylaws.</p> <p><u>Policy:</u></p> <p><b>13. Advance Resignation to Address Majority Voting</b></p> <p>Director nominees annually submit a contingent resignation in writing to the Chairman of the Corporate Governance and Nominating Committee to address majority voting in director elections. The resignation becomes effective only if the Director fails to receive a sufficient number of votes for re-election at the Annual Meeting and the Board accepts the resignation.</p> <p><u>1/18/06 Version of Bylaw:</u></p> <p>Except as provided in Section 3 of this Article, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board. The Corporate Governance and Nominating Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who</p>

<sup>178</sup> Member of Majority Vote Work Group. See Note 18. Intel Corporation’s 2006 binding majority vote bylaw was the first bylaw amendment to incorporate a response to the state law “holdover” issue. Following Intel’s 2006 adoption of a majority vote bylaw including a director resignation policy, Ed Durkin, the corporate affairs director of the UBCJA, stated: “Intel has got it right.” He also indicated: “They have set the standard.” Phyllis Plitch, Intel Gets Activist’s Nod with Move to Majority-Vote Plan, Dow Jones Newswires, Jan. 20, 2006. Concurrently with announcing adoption of a majority vote bylaw, Intel Corporation announced that its board also amended the bylaws to set a range for the number of directors at between 9 and 15 members and to provide that the range cannot be changed except by a vote of stockholders. Press Release, Intel Corporation (Jan. 19, 2006).

When Intel Corporation initially adopted majority voting in Jan. 2006, its majority vote bylaw included director resignation provisions. The bylaw was amended in Jan. 2007 to put the resignation provisions in the company’s corporate governance guidelines, rather than its bylaws. Those resignation provisions were modified to take into account the 2006 amendments to Delaware’s General Corporation Law recognizing advance irrevocable contingent resignations, and to delete the mandatory recusal requirements for incumbent directors receiving who receive a majority withhold vote. Additionally, the bylaw was amended to address the issue of what constitutes a contested election, by providing that the date for determining if an election is contested or uncontested is 14 days before the company files its definitive proxy statement. The company noted that this addition is intended to clarify whether directors will be elected under a majority or plurality standard prior to soliciting proxies. See Item 5.03 of the Current Report on Form 8-K filed on Jan. 18, 2007. At the 2007 annual meeting, approximately 29% of the votes cast with respect to incumbent director Charlene Barshefsky were “against” votes. See Quarterly Report on Form 10-Q filed on Aug. 6, 2007 at 47.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		tenders his or her resignation will not participate in the Board's decision. Directors shall hold office until the next annual meeting and until their successors shall be duly elected and qualified. Directors need not be stockholders. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these Bylaws.
Intermec, Inc. <sup>179</sup> (Preexisting Charter and 9/14/06 Bylaw)	Charter and Bylaw	<p><u>Charter:</u></p> <p>ARTICLE X</p> <p>Section 1. <u>Number, Election and Terms of Directors.</u> . . . Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, at each annual meeting of the stockholders of the Corporation, each director shall stand for election and shall be elected by a majority vote of all votes cast at such meeting to hold office for a term expiring at the next succeeding annual meeting of stockholders and until his or her successor is duly elected and qualified.</p> <p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>SECTION 2.8 Procedures for Election of Directors; Required Vote.</p> <p>Election of directors at all meetings of the stockholders at which directors are to be elected shall be by ballot. Subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this Section 2.8, "a majority of the votes cast" shall mean that the number of shares voted "for" a director nominee's election exceeds 50% of the number of votes cast with respect to that nominee's election or, in the case where the number of nominees exceeds the number of directors to be elected, cast with respect to election of directors generally. "Votes cast" (a) shall include, as to each nominee, (i) votes cast "for" such nominee's election and (ii) instructions to withhold authority to vote "for" such nominee's election in all proxies submitted in connection with such election and (b) shall exclude abstentions with respect to that nominee's election or, in the case where the number of nominees exceeds the number of directors to be elected, abstentions with respect to election of directors generally. Except as otherwise provided by law, the Certificate of Incorporation, or these By-Laws, in all matters other than the election of directors, the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter shall be the act of the stockholders.</p>
International Business Machines Corporation <sup>180</sup>	Policy	<p>20. <u>Voting for Directors.</u></p> <ul style="list-style-type: none"> <li>In an uncontested election, any nominee for director who receives a greater number of votes "withheld" for his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation after such election.</li> </ul>

<sup>179</sup> According to Item 5.03 of the Current Report on Form 8-K filed by Intermec, Inc. on Sep. 14, 2006, the company's charter provides that directors will be elected by a majority of votes cast and the bylaws previously provided that directors would be elected by a vote of a plurality of the votes cast at any meeting for the election of directors. Accordingly, it appears that the bylaw amendment was intended to resolve the apparent conflict between the charter and bylaws as to the vote required in director elections. Note that the majority vote bylaw does not contain a carve-out for contested elections, and the company does not appear to have adopted a director resignation policy for holdover directors who fail to receive a majority vote. While the company's charter provision relating to director elections was amended on May 17, 2006, the change did not involve an amendment to the majority vote election standard.

<sup>180</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Mar. 9, 2006 at 34-35. The proposal received support from 40.1% of votes cast, per ISS. See Growing Support. The UBCJA also submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 12, 2007 at 76-77. The 2007 proposal received support from approximately 51% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Jul 31, 2007 at 54.

According to the definitive proxy statement filed on Mar. 12, 2007, management presented four charter amendments to the stockholders for approval:

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(2/06)		<ul style="list-style-type: none"> <li>The independent directors of the Board, giving due consideration to the best interests of the Company and its stockholders, shall evaluate the relevant facts and circumstances, including whether the underlying cause(s) of the Majority Withheld Vote can be cured, and shall make a decision, within 90 days after the election, on whether to accept the tendered resignation. Any Director who tenders a resignation pursuant to this provision shall not participate in the Board's decision. The Board will promptly disclose publicly its decision and, if applicable, the reasons for rejecting the tendered resignation.</li> </ul>
International Flavors & Fragrances Inc. (1/29/07)	Policy	<p><b>8. Voting for Directors</b></p> <p>Any nominee for Director in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall, promptly following certification of the shareholder vote, offer his or her resignation to the Board. For this purpose, an election shall be "uncontested" if none of the Company's shareholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a Director election in accordance with the Company's By-Laws or if the Company's shareholders have withdrawn all such nominations by the tenth day before the Company mails its notice of meeting to the Company's shareholders.</p> <p>The resignation offer to be submitted by such nominee for Director shall be in writing and shall be an irrevocable resignation offer pending acceptance or rejection as provided herein. The Nominating and Governance Committee shall consider the resignation offer and make a recommendation to the Board. The Independent members of the Board will act on the Nominating and Governance Committee's recommendation within 90 days following certification of the shareholder vote.</p> <p>In deciding the action to be taken with respect to any such resignation offer, the members of the Nominating and Governance Committee and the Independent members of the Board should consider all factors they deem relevant to the best interest of the Company, which may include : (i) any stated reasons why shareholders voted against such Director, (ii) any alternatives for curing the underlying cause of the "withhold" votes, (iii) the Director's tenure, (iv) the Director's qualifications, (v) the Director's past and expected future contributions to the Company, and (vi) the overall composition of the Board, including whether accepting the resignation offer would cause the Company to be in violation of its constituent documents or to fail to meet any applicable regulatory or contractual requirements. The Nominating and Governance Committee's recommendations, and the Board's actions, with respect to any such resignation offer may include: (i) accepting the resignation offer, (ii) deferring acceptance of the resignation offer until a replacement Director with certain necessary qualifications held by the subject Director (e.g., Audit Committee financial expertise) can be identified and elected to the Board, (iii) maintaining the Director but addressing what the Independent members of the Board believe to be the underlying cause of the "withhold" votes, (iv) resolving that the Director will not be re-nominated in the future for election, or (v) rejecting the resignation offer. An accepted resignation offer will become effective immediately upon acceptance or upon such other time as determined by the Independent members of the Board consistent with this policy.</p> <p>Following the determination by the Independent members of the Board, the Company shall promptly disclose publicly in a document furnished or filed with the Securities and Exchange Commission the decision of whether or not to accept the resignation offer. The disclosure shall also include an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the resignation offer.</p> <p>A Director who is required to offer to resign in accordance with this section of these Guidelines shall not participate in the deliberations or voting by the Nominating and Governance Committee or the Board as to whether to recommend or accept his or her resignation offer or (except as set forth below) an offer by any other Director to tender his or her resignation in accordance herewith. If a majority of the members of the Nominating</p>

The IBM Board of Directors has approved the four separate amendments to our Certificate of Incorporation set forth below, and is now recommending these amendments to stockholders for approval. Together, these amendments, if approved by stockholders, will lower all statutory supermajority voting provisions now applicable to the Company under the New York State Business Corporation Law (BCL) from two-thirds of the outstanding shares to a majority of the outstanding shares. The IBM Board is presenting these amendments to stockholders at this time in response to the vote by IBM stockholders at the 2006 Annual Meeting of Stockholders, in which a majority of the votes cast supported a stockholder proposal asking the Company to implement simple majority voting to the greatest extent possible on all matters other than director elections.

See definitive proxy statement filed on Mar. 12, 2007 at 68-70. The four charter amendments were approved. See Quarterly Report on Form 10-Q filed on Jul. 31, 2007 at 53-54.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>and Governance Committee do not receive more “for” votes than “withhold” votes in the same uncontested election, then the Nominating and Governance Committee will not consider or make recommendations with respect to the resignations and the Independent Directors who received a greater number of “for” votes than “withhold” votes in that election (whether or not such directors are members of the Nominating and Governance Committee) will consider and decide whether to accept the resignation offers of the affected Directors. If only three or fewer Independent Directors received more “for” votes than “withhold” votes in the same uncontested election, then all Independent Directors may participate in any discussions or actions with respect to accepting or rejecting the resignation offers (except that no Director will vote to accept or reject his or her own resignation offer). Any affected Director may provide the Committee and/or the Board with any information or statement that he or she deems relevant to the Committee’s or the Board’s consideration of his or her tendered resignation.</p>
<p>International Game Technology (6/13/06)</p>	<p>Policy</p>	<p><b>CORPORATE GOVERNANCE POLICY ON MAJORITY VOTING</b></p> <p>In an uncontested election of directors (that is, where the number of nominees is equal to the number of seats open), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” at any meeting for the election of directors at which a quorum is present, such director shall promptly tender his or her resignation to the Nominating and Corporate Governance Committee (following certification of the stockholder vote) for consideration in accordance with the following procedures. Abstentions with respect to a director’s election shall not be counted.</p> <p>The Nominating and Corporate Governance Committee will promptly consider such resignation and will recommend to the Qualified Independent Directors (as defined below) the action to be taken with respect to such offered resignation, which may include (i) accepting the resignation; (ii) maintaining the director but addressing what the Qualified Independent Directors believe to be the underlying cause of the withheld votes; (iii) determining that the director will not be renominated in the future for election; or (iv) rejecting the resignation. The Nominating and Corporate Governance Committee will consider all relevant factors including, without limitation, (i) the stated reasons why votes were withheld from such director; (ii) any alternatives for curing the underlying cause of the withheld votes; (iii) the tenure and qualifications of the director; (iv) the director’s past and expected future contributions to the Company; (v) the Company’s director criteria; (vi) the Company’s Corporate Governance Guidelines (of which this policy is a part); and (vii) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable Securities and Exchange Commission or New York Stock Exchange requirement.</p> <p>The Qualified Independent Directors will act on the Nominating and Corporate Governance Committee’s recommendation no later than 90 days following the date of the stockholders’ meeting when the election occurred. In considering the Nominating and Corporate Governance Committee’s recommendation, the Qualified Independent Directors will consider the factors considered by the Nominating and Governance Committee and such additional information and factors the Board believes to be relevant. Following the Qualified Independent Directors’ decision, the Company will promptly disclose in a Report on Form 8-K filed with the Securities and Exchange Commission the decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation).</p> <p>To the extent that any resignation is accepted, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Corporate Governance Committee’s recommendation or Qualified Independent Directors’ consideration regarding whether or not to accept the tendered resignation. Prior to voting, the Qualified Independent Directors will afford the director an opportunity to provide any information or statement that he or she deems relevant. If a majority of the members of the Nominating and Corporate Governance Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the remaining Qualified Independent Directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election (or who were not standing for election) would consider the matter directly or may appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations that would make the recommendation to the Board whether to accept or reject them.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>For purposes of this Policy, the term “Qualified Independent Directors” means:</p> <ul style="list-style-type: none"> <li>a. All directors who (1) are independent directors (as defined in accordance with applicable NYSE rules) and (2) are not required to offer their resignation in accordance with this policy.</li> <li>b. If there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this policy, then the Qualified Independent Directors shall mean all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this policy shall recuse himself or herself from the deliberations and voting only with respect to his or her individual offer to resign.</li> </ul> <p>This policy will be summarized or included in each proxy statement relating to election of directors of the Company.</p>
International Paper Company <sup>181</sup> (10/10/06)	Bylaw (consisting of director resignation policy tied to a plurality standard) (company to present majority vote charter amendment proposal at 2008 annual meeting)	<p>Except as otherwise provided in the Certificate of Incorporation or other certificate filed pursuant to law, at each annual meeting of the Stockholders, the successors to the class of Directors whose terms shall then expire, up to the number determined in accordance with the foregoing provisions and with the provisions of the Certificate of Incorporation or other certificate filed pursuant to law, in a contested election, shall be elected by ballot or by proxy by the holders of the Common Stock by a plurality of the votes cast at such election.</p> <p>In any non-contested election of directors, any director nominee who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election, of the votes cast by ballot or by proxy by the holders of the Common Stock at such election, shall immediately tender his or her resignation, and the Board of Directors will decide, through a process managed by the Governance Committee and excluding the nominee in question, whether to accept the resignation at its next regularly scheduled Board meeting. Unless the Board determines in its judgment that it is in the best interests of the Company for the director to remain on the Board, the Board shall accept the resignation. The Board’s explanation of its decision shall be disclosed on Form 8-K filed with the Securities and Exchange Commission.</p>

<sup>181</sup> The UBCJA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 29, 2006 at 7-9 and Majority Election Proposals. The proposal received support from 66% of votes cast, per ISS. See Growing Support. Thereafter, the company adopted the bylaw provision set forth above. The International Brotherhood of Teamsters submitted a non-binding majority proposal for 2007, which the company sought to exclude on the grounds that it had been substantially implemented. The SEC denied no action relief (letter available Mar. 7, 2007). Although that proposal did not appear in the 2007 proxy statement, a non-binding majority proposal from an unnamed proponent appeared. See definitive proxy statement filed on Apr. 5, 2007 at 65-66. International Paper Company’s board endorsed the non-binding 2007 proposal:

Our Board of Directors endorses this proposal. Our Board amended our By-laws in October 2006 to implement majority voting and plans to propose an amendment to our certificate of incorporation to be submitted to our shareholders for a vote at the 2008 annual meeting. Until such time as an amendment to our certificate of incorporation is approved by shareholders and is effective, our By-law amendment, which includes a post-election director resignation provision, will continue to be effective. . .

The voting standard, which we will incorporate into our certificate of incorporation, and the standard already adopted under our amended By-laws, will produce the same result.

See definitive proxy statement filed on Apr. 5, 2007 at 65-66. The majority vote proposal was supported by approximately 85.5% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Aug. 8, 2007 at 46.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
The Interpublic Group of Companies, Inc. <sup>182</sup> (3/23/06)	Bylaw (including director resignation policy)	Except as otherwise provided by law, by the Certificate of Incorporation or by Section 3.15 hereof, all elections of directors where the number of nominees exceeds the number of directors to be elected, i.e., “contested elections,” shall be decided by the vote of the holders of a plurality of the shares of stock present in person or by proxy at the meeting and entitled to vote, and all other questions shall be decided by the vote of the holders of a majority of the shares of stock present in person or by proxy at the meeting and entitled to vote on the question, including the election of directors where the number of nominees does not exceed the number of directors to be elected, i.e., an “uncontested election.” Incumbent directors running for reelection in an uncontested election who fail to receive the required vote shall, to the extent permitted by law, resign within 120 days after the election.
inVentiv Health Inc. <sup>183</sup> (9/6/06)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 2. <u>Qualification; Number; Term; Remuneration.</u> . . .</p> <p>(b) (i) Except as provided in Section 12 of this Article, each director shall be elected by the vote of the majority of votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected (a “contested election”), the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of shares as to which authority to vote is withheld for that director.</p> <p>(ii) Each incumbent director who is nominated for reelection as a director of the Corporation in a non-contested election shall as a condition to such nomination submit to the Corporation a resignation effective upon such director receiving less than a majority of the votes cast at the meeting, which resignation shall state that it is irrevocable upon acceptance by the Board of Directors but shall automatically become void if the election is a contested election as of the time voting for directors is determined. If an incumbent director nominated in a non-contested election is not elected, the Board shall determine, through a process managed by the Nominating and Corporate Governance Committee, whether to accept or reject the tendered resignation at its next regularly scheduled meeting. The director who tenders his or her resignation shall not participate in the determination with respect to his or her resignation. Unless the Board determines that retention of the director is clearly in the best interests of the Corporation, the Board of Directors shall accept the resignation. The determination of the Board of Directors shall be promptly disclosed on a filing with the Securities and Exchange Commission. If a incumbent director’s resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If an incumbent director’s resignation is accepted by the Board of Directors, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 12 of this Article or may decrease the size of the Board of Directors pursuant to the provisions of Section 2(a) of this Article.</p>

The company is included in CalPERS 2007 annual focus list of underperforming companies. Press Release, CalPERS, (Mar. 15, 2007). According to definitive additional proxy materials filed by the company on Apr. 27, 2007 “certain shareholder advisory services” had recommended withholding votes at the 2007 annual meeting from two incumbent candidates who participated in the board’s decision not to declassify the board, after a non-binding declassification proposal was supported by a majority of votes cast. At the 2007 annual meeting, approximately 39% of votes were withheld from incumbent John L. Townsend and approximately 26% of votes were withheld from incumbent Martha F. Brooks. See Quarterly Report on Form 10-Q filed on Aug. 8, 2007 at 46. CalPERS supported the withhold campaign. See Kaja Whitehouse, Board Weathers Vote at International Paper, Wall St. Journal, May 8, 2007 at B7.

<sup>182</sup> Interpublic Group of Companies, Inc. also concurrently announced that it had adopted a policy on the recoupment of bonuses paid to executive officers in the event of a future restatement of financial results. Press Release, Interpublic Group (Mar. 29, 2006).

<sup>183</sup> The language in inVentiv Health, Inc.’s bylaw providing for director nominees to submit a resignation conditioned upon receipt of a majority withhold vote as a condition to nomination is of a type that began to appear in bylaws in Sep. 2006. Such language appears to address concerns about the enforceability of resignation provisions calling for the tender of a resignation following such a withhold vote.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p>Each nominee for election to the Board of Directors in an election where the number of nominees does not exceed the number of directors to be elected (a “non-contested election”) will as a condition to such nomination submit a resignation to the Board in accordance with the Corporation’s By-Laws. Any such resignation may provide that it shall be effective without further act of the director with respect to each subsequent non-contested election in connection with which the director is nominated for election to the Board. For purposes of this corporate governance policy, a majority of votes cast means that the number of shares voted “for” a director’s election exceeds the number of shares as to which authority to vote is withheld for that director’s election. Votes cast include votes to withhold authority in each case and exclude abstentions and broker non-votes.</p> <p>If an incumbent director nominated in a non-contested election is not elected, the Board of Directors will determine, through a process managed by the Nominating and Corporate Governance Committee (the “Committee”) whether to accept or reject the tendered resignation at the next regularly scheduled meeting of the Board of Directors. The Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Committee’s recommendation, and publicly disclose (by a filing with the Securities and Exchange Commission) its decision regarding the tendered resignation and the rationale behind the decision within 120 days from the date of the certification of the election results. Unless the Board determines that retention of the director is clearly in the best interests of the Corporation, the Board of Directors will accept the resignation. The director who tenders his or her resignation will not participate in the recommendation of the Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director’s resignation is not accepted by the Board of Directors, such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>If an incumbent director’s resignation is accepted by the Board of Directors, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board of Directors in accordance with the By-Laws.</p> <p>The Nominating and Corporate Governance Committee will have plenary authority to interpret this corporate governance policy, including as to whether an election is a contested election or a non-contested election. This corporate governance policy will be summarized or included in each proxy statement relating to an election of directors of the Corporation.</p>
Invitrogen Corporation (7/26/06)	Policy	<p>7. <u>Voting For Directors.</u> In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Governance and Nominating Committee shall promptly consider the resignation offer, and a range of possible responses based on the circumstances that led to the Majority Withheld Vote, if known, and make a recommendation to the Board. The Board will act on the Governance and Nominating Committee’s recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the Director’s resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a press release disseminated in the manner that Company press releases typically are distributed and/or in a Form 8-K furnished to the Securities and Exchange Commission.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Governance and Nominating Committee’s recommendation or Board action regarding whether to accept the resignation offer.</p>
		<p>If each member of the Governance and Nominating Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
ISS Governance Services <sup>184</sup> (11/17/06 policy statement regarding majority vote stockholder proposals, replacing 11/18/05 policy statement)	See text	<p><u>11/17/06 Amended Version of Policy Statement:</u></p> <p>ISS will generally recommend FOR precatory and binding resolutions requesting that the board change the company's bylaws to stipulate that directors need to be elected with an affirmative majority of votes cast, provided it does not conflict with the state law where the company is incorporated. Binding resolutions need to allow for a carve-out for a plurality vote standard when there are more nominees than board seats.</p> <p>Companies are strongly encouraged to also adopt a post-election policy (also known as a director resignation policy) that will provide guidelines so that the company will promptly address the situation of a holdover director.</p> <p><u>11/18/05 Version of Policy Statement:</u></p> <p>ISS will generally recommend FOR reasonably crafted shareholders proposals calling for directors to be elected with an affirmative majority of votes cast and/or the elimination of the plurality standard for electing directors (including binding resolutions requesting that the board amend the company's bylaws), provided the proposal includes a carve-out for a plurality voting standard when there are more director nominees than board seats (e.g. contested elections).</p> <p>ISS will consider recommending AGAINST a shareholder proposal if the company has adopted formal corporate governance principles that present a meaningful alternative to the majority voting standard and provide an adequate response to both new nominees as well as incumbent nominees who fail to receive a majority of votes cast.</p> <p>Policies should address the specific circumstances of each company. At a minimum, a company's policy should articulate the following elements to adequately address each director nominee who fails to receive an affirmative of majority of votes cast in an election:</p> <ul style="list-style-type: none"> <li>• Established guidelines disclosed annually in the proxy statement concerning the process to follow for nominees who receive majority withhold votes;</li> <li>• The policy needs to outline a clear and reasonable timetable for all decision-making regarding the nominee's status;</li> <li>• The policy needs to specify that the process of determining the nominee's status will be managed by independent directors and must exclude the nominee in question;</li> <li>• An outline of a range of remedies that can be considered concerning the nominee needs to be in the policy (for example, acceptance of the resignation, maintaining the director but curing the underlying causes of the withheld votes, etc.);</li> <li>• The final decision on the nominee's status should be promptly disclosed via an SEC filing. The policy needs to include the timeframe in which the decision will be disclosed and a full explanation of how the decision was reached.</li> </ul> <p>In addition, the company should articulate to shareholders why this alternative to a full majority threshold voting standard is the best structure at this time for demonstrating accountability to shareholders. ISS will also evaluate the company's history of accountability to shareholders in its governance structure and in its actions. In particular, a classified board structure or a history of ignoring majority supported shareholder proposals will be considered at a company which receives a shareholder proposal requesting the elimination of plurality voting in favor of majority threshold for electing directors.</p>

<sup>184</sup> According to ISS, the rationale for amending its position on majority voting was as follows:

The 2006 proxy season saw incredible progress in the issue of director election reform. The majority vote election standard coupled with a post-election "director resignation policy" has emerged as the current state of the art: shareholders have a clear, legally significant vote, and the board retains the ability to address the situation of "holdover" directors to accommodate both shareholder concerns and the needs for stability and continuity of the board. As such, ISS supports majority voting and has eliminated the alternative structure from its guidelines.

ISS US Corporate Governance Policy 2007 Updates (2006) at 10-11, available at <http://www.issproxy.com/pdf/2007%20US%20Policy%20Update.pdf>. While ISS has eliminated the possibility of supporting an alternative structure, such as a policy, most majority vote policies which are being adopted continue to reflect the minimum criteria set forth in ISS's 2006 position. Additionally, the 2007 policy updates indicate that ISS will describe each company's vote standard for director elections in the analysis ISS prepares:

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
ITT Industries, Inc. (2006, as amended)?	Policy	<p><u>Amended Version of Policy:</u></p> <p>First bullet point amended to read as follows:</p> <ul style="list-style-type: none"> <li>• The Nominating and Governance Committee shall promptly consider the resignation and all relevant facts and circumstances concerning the withhold vote, including whether the cause of the withhold vote may be cured and the best interests of the Company and its shareholders. After consideration, the Nominating and Governance Committee shall make a recommendation to the independent directors of the Board.</li> </ul> <p><u>2006? Version of Policy:</u></p> <p>In an uncontested election any Director nominee who receives less than 50% of the votes cast shall promptly provide a written resignation to the Chair of the Nominating and Governance Committee.</p> <ul style="list-style-type: none"> <li>• The Nominating and Governance Committee shall consider the resignation and recommend to the independent directors of the Board whether to accept, reject (applicable only in clearly compelling situations) or provide an opportunity for cure with respect to the director</li> </ul>

ISS will outline for each company the vote standard for directors (e.g. plurality or majority standard), and the presence or absence of a director resignation policy. In addition, if the company has a majority vote standard but no carve-out for plurality voting in the situation where there are more nominees than seats, ISS will include cautionary language that, in the future, ISS may recommend withholds against the boards of companies without the carve-out for plurality voting in contested situations, if such a carve-out would be permissible under the jurisdictional laws governing the company.

ISS explained the rationale for this position as follows:

When there are more nominees than board seats, the use of a majority vote standard can act as an anti-takeover defense (e.g. although the dissident nominees may have received more shares cast, as long as the combination of withhold/against votes and the votes for the management nominees keep the dissident nominees under 50%, the management nominees will win, due to the holdover rules). This is clearly contradictory to the expressed will of the shareholders. Cautionary language rather than withhold recommendations will be applied in 2007, as companies may need to explore their options under their jurisdictional laws and/or put forth charter amendment proposals on their ballots. Starting in 2008, however, ISS will likely recommend to withhold votes for the entire board at companies who would be permitted to have the carve-out for plurality voting under their jurisdictional laws but have chosen not to do so.

ISS US Corporate Governance Policy 2007 Updates at 11.

On Nov. 13, 2006, ISS announced that it had modified its U.S. Corporate Governance Ratings Quotient (CGQ) ratings model to include indicators for majority voting and director withhold recommendations, as well as financial restatements and options backdating. Press Release, Institutional Shareholder Services (Nov. 13, 2006).

ISS' 2006 position was set forth in ISS US Corporate Governance Policy 2006 Updates at 3-4 (2005), available at <http://www.issproxy.com/pdf/2006USPolicyUpdate111705.pdf>. See also ISS, Majority Elections: Questions and Answers (2005) (providing guidance on ISS' 2006 majority vote policy). According to ISS' Policy Formulation and Outreach Process for the 2007 Proxy Season Policy Communication #2: Key Policy Areas in Focus (Jul. 28, 2006), available at <http://www.issproxy.com/pdf/Policy%20Formulation%20Process%20Communication%202.pdf>, ISS indicated that it was reviewing its position on majority threshold voting requirements and that changes in the policy were likely for the 2007 proxy season. Among other things, ISS subsequently indicated that it was examining whether to remove the "meaningful alternative" evaluation set forth in the 2006 policy, and whether withhold votes should be viewed differently at companies with a majority voting standard. ISS noted that, at a company with a majority voting standard, the impact of a withhold vote could be greater since it could result in a director removal. See ISS' Policy Formulation and Outreach Process for the 2007 Proxy Season: Policy Comment and Review Period (2006), available at <http://www.issproxy.com/pdf/DirectorElectionReform CommentPeriod.pdf>. Thereafter ISS adopted the amended policies described above.

Institutional Shareholder Services was acquired by RiskMetrics Group, Inc. and ISS Governance Services is now one of three principal business units of RiskMetrics Group, Inc.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>nominee receiving less than 50% of the votes cast.</p> <ul style="list-style-type: none"> <li>• The independent directors of the Board will act on the Nominating and Governance Committee's recommendation at its next regularly scheduled Board Meeting or within 90 days after certification of the shareholder vote, whichever is earlier.</li> <li>• The Board will promptly publicly disclose its decision and the reasons for its decision.</li> <li>• Any Director who tenders a resignation shall not participate in the Nominating and Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</li> <li>• If each member of the Nominating and Governance Committee receives less than 50% of the votes cast at the same election, then the independent Directors who receive more than 50% of the votes cast shall appoint a committee among themselves to consider the resignation offers and recommend to the Board whether to accept the offers. However, if the only Directors who receive 50% or more of the votes cast in the same election constitute three or fewer Directors then all Directors may participate in the action regarding whether to accept the resignation offers. If all Directors receive less than 50% of the votes cast at the same election, the election shall be treated as a contested election and the majority vote policy shall be inapplicable.</li> </ul>
Jamba, Inc. <sup>185</sup> (11/29/06)	Bylaw (including director resignation policy)	<p>ARTICLE II Section 2.6 Voting. . . .</p> <p>All elections of directors at which a quorum is present shall be determined by a majority of the votes cast, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section, a "majority of the votes cast" means that the number of shares voted "for" a director exceeds the number of the votes cast "against" a director. If a director is not elected, the director shall tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors on whether to accept or reject such director's resignation. The Board of Directors will act on the Nominating and Corporate Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within ninety (90) days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation and the Board of Directors in making its decision may each consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the Board of Directors' decision with respect to his or her resignation.</p>
		<p>If a director's resignation is accepted by the Board of Directors pursuant to this Bylaw, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Article III, Section 3.2, or may decrease the size of the Board of Directors pursuant to the provisions of Article III, Section 3.1.</p>

<sup>185</sup> The majority vote bylaw was adopted in connection with an amendment and restatement of the bylaws of the company following the acquisition of Jamba Juice, Inc. by Services Acquisition Corp. International ("SACI"). SACI then changed its name to Jamba, Inc. According to Item 5.03 of the Current Report on Form 8-K filed by the company on Dec. 4, 2006, the amended and restated bylaws changed the stockholder vote required for future amendments of the bylaws from a majority vote to a two-thirds vote. The change to a supermajority runs counter to the current movement to remove stockholder supermajority approval requirements.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Janus Capital Group Inc. <sup>186</sup> (3/6/06)	Bylaw (including director resignation policy)	<p>ARTICLE III</p> <p>Section 1. Number, Tenure and Qualifications. . . . Except as provided in Section 3 of this Article, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. If a director does not receive a majority of the votes cast, the director shall offer to tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Nominating and Corporate Governance Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board of Directors’ decision.</p>
Jefferies Group, Inc. (12/1/05)	Policy	<p>In an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will promptly tender his or her resignation to the Chairman following certification of the shareholder vote.</p> <p>The Corporate Governance and Nominating Committee will promptly consider the resignation submitted by a Director receiving a greater number of votes “withheld” from his or her election than votes “for” his or her election, and the Corporate Governance and Nominating Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Corporate Governance and Nominating Committee will consider all factors deemed relevant by the members of the Corporate Governance and Nominating Committee including, without limitation, the stated reasons why shareholders “withheld” votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director’s contributions to the Company, and the Company’s Corporate Governance Guidelines.</p> <p>The Board will act on the Corporate Governance and Nominating Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting where the election occurred. In considering the Corporate Governance and Nominating Committee’s recommendation, the Board will consider the factors considered by the Corporate Governance and Nominating Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision on the Corporate Governance and Nominating Committee’s recommendation, the Company will promptly publicly disclose the Board’s decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more Directors’ resignations are accepted by the Board, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Corporate Governance and Nominating Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Corporate Governance and Nominating Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the independent Directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board</p>

<sup>186</sup> According to a Feb. 23, 2006 press release issued by the office of the New York City Comptroller, the Comptroller submitted a majority vote stockholder proposal to Janus Capital Group Inc. on behalf of the New York City Pension Funds, and was subsequently informed that the board of the company had adopted a policy to address majority withhold votes in the election of directors. The press release also stated the Comptroller’s office subsequently informed the company that the policy failed to satisfy the terms of the proposal. Press Release, New York City Comptroller (Feb. 23, 2006). The proposal did not appear in the definitive proxy statement filed on Mar. 22, 2006, seemingly due to Janus Capital Group Inc.’s adoption of a majority vote bylaw including a director resignation policy.

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		<p>committee may, but need not, consist of all of the independent Directors who did not receive a greater number of votes “withheld” from their election than votes “for” their election or who were not standing for election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
John Wiley & Sons, Inc. (9/15/05)	Policy	Any nominee Director who receives a greater number of “withheld” votes from his or her election than “for” votes shall tender his or her resignation for consideration by the Governance Committee. The Governance Committee shall recommend to the Board the action taken with respect to such resignation.
Johnson & Johnson <sup>187</sup> (2/06)	Policy	<p><b>5. Election of Directors . . . .</b></p> <p>Under New Jersey law, Johnson &amp; Johnson elects directors under the plurality voting system, which means that the candidates with the most votes are elected. Shareholders can either vote “for” or “withhold” their vote from any candidate. In an uncontested election, where the number of candidates seeking election is the same as the number of directors to be elected, a candidate with more “withhold” votes than “for” votes would be elected and seated on the Board. The plurality voting system has come under criticism for allowing directors, with minimal shareholder support, to be elected. In order to address those concerns, and provide our shareholders with a meaningful role in the outcome of director elections, the Board has adopted provisions with respect to “Voting for Directors in Uncontested Elections” as part of these Principles. These provisions are attached to these Principles as Annex C.</p> <p><b>Annex C</b></p> <p><b>Majority Withheld Policy: Voting for Directors in Uncontested Elections</b></p> <p>In any uncontested election for directors, any nominee who receives more votes “withheld” from his or her election than votes “for” his or her election (referred to as a “Majority Withheld Vote”) must promptly tender an offer of resignation following certification of the shareholder vote. The Nominating &amp; Corporate Governance Committee will consider and recommend to the Board whether to accept the resignation offer. Following the recommendation of the Nominating &amp; Corporate Governance Committee, the independent members of the Board will decide the action to take with respect to the offer of resignation within 90 days following certification of the shareholder vote.</p> <p>The Nominating &amp; Corporate Governance Committee and Board of Directors will evaluate any such tendered resignation in the best interests of the Company and its shareholders. When deciding the action to take, the Board could accept or turn down the offer of resignation or decide to pursue additional actions such as the following:</p> <ul style="list-style-type: none"> <li>• allow the director to remain on the Board but not be re-nominated to the Board at the end of the current term;</li> <li>• defer acceptance of the resignation until a replacement director with certain necessary qualifications held by the subject director (for example, audit committee financial expertise) can be identified and elected to the Board; or</li> <li>• defer acceptance of the resignation if the director can cure the underlying cause of the withheld votes within a specified period of time (for example, if the withheld votes were due to another board directorship, by resigning from that other board).</li> </ul>

<sup>187</sup> The SMWIA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 15, 2006 at 36. The proposal received support from 39% of votes cast, per ISS. See Growing Support. The SMWIA also submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 14, 2007 at 43-45. The proposal received support from approximately 45% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Aug. 8, 2007 at 45.

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		<p>The Board's decision will be disclosed in a Form 8-K furnished by the Company to the SEC within four business days of the decision. If the Board has decided to turn down the tendered resignation, or to pursue any additional action (as described above or otherwise), then the Form 8-K will fully disclose the Board's reasons for doing so.</p> <p>Any director who offers his or her resignation pursuant to this provision will not participate in any discussions with or actions by either the Nominating &amp; Corporate Governance Committee or the Board of Directors with respect to accepting or turning down his or her own resignation offer, but will otherwise continue to serve as a director during this period. However, if enough members of the Nominating &amp; Corporate Governance Committee receive a Majority Withheld Vote in the same uncontested election, so that a quorum of the Nominating &amp; Corporate Governance Committee can not be attained, then the other independent directors who received a greater number of votes "for" than "withheld" in that election will be asked to consider and decide whether to accept the resignation offer of each director who received a Majority Withheld Vote. If only three or fewer independent directors did not receive a Majority Withheld Vote in the same election, then all independent directors may participate in any discussions or actions with respect to accepting or turning down the resignation offers (except that no director will vote to accept or turn down his or her own resignation offer).</p> <p>For purposes of this Section, an uncontested election will be any election where the number of candidates seeking election is less than or equal to the number of directors to be elected.</p>
Jones Apparel Group, Inc. <sup>188</sup> (6/14/07)	Bylaw (including director resignation policy)	<p>ARTICLE V</p> <p>5.2 <b>Number and Term of Office.</b> The number of Directors of the Corporation shall be one, or such larger number as the Board of Directors may fix from time to time. Except as provided in Section 5.8, each Director shall be elected by the vote of the majority of the votes cast with respect to the Director at any meeting for the election of Directors at which a quorum is present, provided that if the number of nominees exceeds the number of Directors to be elected, the Directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of Directors. For purposes of this Section 5.2, a majority of the votes cast means that the number of shares voted "for" a Director must exceed the number of votes "withheld" from or voted "against" that Director. If a director is not elected, the Director shall offer to tender his or her resignation to the Board. The Nominating/Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The Director who tenders his or her resignation will not participate in the Board's decision. Directors shall hold office until the next annual meeting and until their successors shall be duly elected and qualified, or until their earlier death, resignation or removal. Directors need not be shareholders. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the shareholders called for that purpose in the manner provided in these By-Laws.</p>
Jones Lang LaSalle Incorporated <sup>189</sup> (11/20/06)	Policy	<p>If a nominee for director who is an incumbent director does not receive the vote of at least the majority of the votes cast at any meeting for the election of directors at which a quorum is present and no successor has been elected at such meeting, the director will promptly tender his or her resignation to the Board. For purposes of these Guidelines, a majority of votes cast means that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election or, in the case where the number of nominees exceeds the number of directors to be elected, cast with respect to election of directors generally. Votes cast include votes to withhold authority in each case and exclude abstentions with respect to that director's election, or, in the case where the number of nominees exceeds the number of directors to be elected, abstentions with respect to election of directors generally.</p>

<sup>188</sup> Management presented a majority vote bylaw amendment proposal at the 2007 annual meeting. See pages 46-47 of the definitive proxy statement filed on May 14, 2007. In the disclosure accompanying the bylaw proposal, the company indicated that the UBCJA submitted a majority vote proposal for 2007, and "the Board took it upon itself to adopt such a change and propose it for stockholder approval." See definitive proxy statement filed on May 14, 2007 at 47. Management's majority vote proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 14, 2007 at 34.

<sup>189</sup> Since the company does not appear to have adopted a majority vote bylaw or charter provision, the language referring to the possibility of a nominee not being elected is inconsistent with the concept of plurality voting. Note that the policy, like director resignation policies found in majority vote bylaws, is limited to incumbent directors. At the 2005 annual meeting, the stockholders approved a charter amendment to declassify the board. See definitive proxy statement filed on Apr. 19, 2006 at 13.

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		<p>The Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will act on the tendered resignation, taking into account the recommendation of the Committee, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Committee in making its recommendations, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Committee or the decision of the Board with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board, such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>If a director's resignation is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article III, Section 4 of the By-Laws of the Company or may decrease the size of the Board pursuant to the provisions of Article III, Section 1 of the By-Laws of the Company.</p>
Journal Register Company <sup>190</sup> (2/7/07)	Bylaw (including director resignation policy)	<p>ARTICLE II</p> <p>SECTION 2.7. NOTICE OF STOCKHOLDER BUSINESS AND NOMINATIONS.</p> <p>(A) ANNUAL MEETINGS OF STOCKHOLDERS. (1) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders only (a) pursuant to the Corporation's notice of meeting (or any supplement thereto), (b) by or at the direction of the Board of Directors or any committee thereof or (c) by any stockholder of the Corporation who was a stockholder of record of the Corporation at the time of giving of the stockholder's notice provided for in this By-Law and at the time of the annual meeting, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this By-Law.</p> <p>(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(1) of this By-Law, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and any such proposed business other than the nominations of persons for election to the Board of Directors must constitute a proper matter for stockholder action. . . . Such stockholder's notice shall set forth. . . (d) with respect to each nominee for election or reelection to the Board of Directors, include the completed and signed questionnaire, representation and agreement required by Section 2.8 of this By-Law.</p> <p>SECTION 2.8. PROCEDURE FOR ELECTION OF DIRECTORS; REQUIRED VOTE.</p> <p>(A) MAJORITY VOTE: Except as otherwise required by law or by the Certificate of Incorporation, election of directors at all meetings of the stockholders at which directors are to be elected shall be by ballot, and, subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present; provided, however, that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this By-Law, a majority of the votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the votes cast with respect to that director. Votes cast shall include votes to withhold authority and exclude abstentions with respect to that director's election.</p> <p>(B) If a nominee who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the Board of Directors in accordance with the agreement contemplated by Section 2.8 (C) below of these By-Laws. The Corporate Governance Committee shall make a recommendation to the Board of Directors on whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account</p>

<sup>190</sup> The New York City Comptroller indicated that he submitted a non-binding majority proposal to Journal Register Company which he withdrew following the company's adoption of the majority vote bylaw set forth above. Press Release, New York City Comptroller (Mar. 15, 2007).

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		<p>the Committee's recommendation and publicly disclose (in a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results.</p> <p>The Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the end of his or her term and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this By-Law, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3.9 of Article III of these Amended and Restated By-Laws or may decrease the size of the Board of Directors pursuant to the provisions of Section 3.2 of Article III of these Amended and Restates By-Laws.</p> <p>(C) SUBMISSION OF QUESTIONNAIRE, REPRESENTATION AND AGREEMENT. To be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 2.4 of this Article II) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) will abide by the requirements of this Section 2.8 of this Article II, . . . and (D) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation.</p> <p>(D) Except as otherwise provided by law, the Certificate of Incorporation, or these By-Laws, the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter shall be the act of the stockholders.</p>
JPMorgan Chase & Co. <sup>191</sup> (7/17/07 Bylaw and Policy, replacing 10/17/06 plurality-plus Bylaw and Policy, which in turn,	Bylaw (including director resignation policy) and Policy	<p><u>7/17/07 Amended Version of Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 2.09</p> <p><i>Majority Voting for Directors.</i> The vote required for election of a director by the shareholders shall, except in a contested election, be the affirmative vote of a majority of the votes cast in favor of or withheld from the election of a nominee at a meeting of shareholders. In a contested election, directors shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares present in person or by proxy at the meeting and entitled to vote in the election. An election shall be considered contested if there are more nominees for election than</p>

<sup>191</sup> Member of Majority Vote Work Group. See Note 18. The language included in the Oct. 17, 2006 versions of the bylaw and policy indicating that a resignation will be accepted absent "a compelling reason" was first used by General Electric Company. That language does not appear in the current bylaw and policy. John Chevedden, as agent for Kenneth Steiner, submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 30, 2007 at 36. The 2007 proposal received support from 46.41% of shares present at the meeting (including abstentions). See Item 8.01 of the Current Report on Form 8-K filed on May 18, 2007. In discussing its corporate governance, the company stated on page 3 of the definitive proxy statement filed on Mar. 30, 2007 that its governance initiatives during 2006 included: (a) establishing the position of presiding director, (b) amending its bylaws to set a range for the size of the board at 8 to 18 members, with the number to be determined by the board and to permit stockholders to fix the number of members for any year by resolution at an annual meeting and (c) amending the bylaws to permit stockholders holding at least one-third of the outstanding shares to call special meetings (following a 2006 stockholder proposal to permit stockholders to call special meetings receiving a 64% vote in favor).

The company recommended that stockholders vote against cumulative voting proposals presented at the 2006 and 2007 annual meetings, noting, among other things, that many advocates of majority voting do not support majority voting in combination with cumulative voting "because of the risk that the combination could be destabilizing and imprudent." See definitive proxy statement filed on Mar. 31, 2006 at 26 and definitive proxy statement filed on Mar. 30, 2007 at 35. As to cumulative voting generally, see Note 66.



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replaced Policy of unknown date)		<p>positions on the board of directors to be filled by election at the meeting.</p> <p>In any non-contested election of directors, any incumbent director nominee who receives a greater number of votes cast withheld from his or her election than in favor of his or her election shall immediately tender his or her resignation, and the Board of Directors shall decide, through a process managed by the Corporate Governance and Nominating Committee, whether to accept the resignation at its next regularly scheduled Board meeting. The Board's explanation of its decision shall be promptly disclosed through a public statement.</p> <p><u>7/17/07 Version of Policy:</u></p> <p>The By-laws provide for majority voting for directors in non-contested elections and read as follow:</p> <p>The vote required for election of a director by the shareholders shall, except in a contested election, be the affirmative vote of a majority of the votes cast in favor of or withheld from the election of a nominee at a meeting of shareholders. In a contested election, directors shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares present in person or by proxy at the meeting and entitled to vote in the election. An election shall be considered contested if there are more nominees for election than positions on the board of directors to be filled by election at the meeting.</p> <p>In any non-contested election of directors, any incumbent director nominee who receives a greater number of votes withheld from his or her election than in favor of his or her election shall immediately tender his or her resignation, and the Board of Directors shall decide, through a process managed by the Corporate Governance and Nominating Committee, whether to accept the resignation at its next regularly scheduled Board meeting. The Board's explanation of its decision shall be promptly disclosed through a public statement.</p> <p><u>10/17/06 Version of Bylaw (consisting of director resignation policy tied to a plurality standard):</u></p> <p>Section 2.09.</p> <p>Majority Voting for Directors. In any non-contested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall immediately tender his or her resignation, for decision by the Board of Directors at its next regularly scheduled Board meeting. Absent the Board's determination that there is a compelling reason for the director to remain on the Board and public disclosure of that reason, the Board shall accept the resignation.</p> <p><u>10/17/06 Amended Version of Policy:</u></p> <p>The By-laws provide that in any non-contested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall immediately tender his or her resignation, for decision by the Board of Directors at its next regularly scheduled Board meeting. Absent a compelling reason for the director to remain on the Board and public disclosure of that reason, the Board shall accept the resignation.</p>
		<p><u>Prior Version of Policy:</u></p> <p>In any non-contested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall immediately tender his or her resignation, for decision by the Board of Directors at its next regularly scheduled Board meeting. Absent a compelling reason for the director to remain on the Board and public disclosure of that reason, the Board shall accept the resignation.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Kaman Corporation <sup>192</sup> (9/19/06)	Policy	<p>3. Director Elections.</p> <p><i>Majority Vote.</i> In an uncontested election for Directors (one in which the number of nominees does not exceed the number of Directors to be elected) at a meeting of shareholders duly called and held, any Director nominee who does not receive a majority of the votes cast but is elected pursuant to a plurality vote, shall promptly tender his or her resignation following certification of the shareholder vote by the Company's tabulation agent. For purposes of this policy, a "majority of the votes cast" means that the number of shares voted "for" a Director's election exceeds fifty percent (50%) of the number of votes cast with respect to that Director's election. "Votes cast" include votes to withhold authority and exclude abstentions with respect to that Director's election.</p> <p><i>The Process.</i> The Corporate Governance Committee shall make a recommendation to the Board as to acceptance or rejection of the tendered resignation or whether other action should be taken, and, depending on the recommendation, whether or not a resulting vacancy should be filled. The Board will act on the tendered resignation, taking into account the Committee's recommendation. The Board will publicly disclose its decision and the rationale therefor in a press release to be disseminated in the customary manner together with the filing of an SEC Form 8-K. This deliberation and disclosure process shall be completed within ninety (90) days after the aforementioned shareholder vote certification. A Director who has tendered his or her resignation in accordance with this Section 3 shall not participate in the Corporate Governance Committee's determination process and/or the Board's action regarding the matter.</p> <p><i>Factors.</i> In arriving at their recommendations/decision, the Corporate Governance Committee and the Board shall evaluate such tendered resignation in light of the best interests of the Company and its shareholders and may consider any information that they consider relevant and appropriate, including the:</p> <ul style="list-style-type: none"> <li>• Director's qualifications in light of the overall composition of the Board;</li> <li>• Director's past and anticipated future contributions to the Board;</li> <li>• stated reasons, if any, for the "withheld" votes and if the underlying cause can be otherwise addressed; and</li> <li>• potential adverse consequences of accepting the resignation, including failure to comply with any applicable rule or regulation (including NASDAQ rules or federal securities laws) or triggering defaults or other adverse consequences under material contracts or the acceleration of change-in-control provisions and other rights in employment agreements, if applicable.</li> </ul> <p><i>Determination; Board Vacancies.</i> If the Board determines to accept the resignation of a Director nominee, the Board may, in its sole discretion, (a) fill the resulting vacancy with any other person pursuant to the provisions of Article Seventh of the Company's Amended and Restated Certificate of Incorporation, or (b) reduce the number of Directors of the Board to equal the number of remaining Directors pursuant to the provisions of Article Seventh of the Company's Amended and Restated Certificate of Incorporation. In the event the Board elects to fill the resulting vacancy on the Board, the term of the Director so elected shall expire at the next annual meeting of shareholders at which Directors are to be elected.</p>
		<p>If the Board determines not to accept the resignation of a Director nominee, such Director will continue to serve until the annual meeting for the year in which such Director's term expires and until such Director's successor shall be duly elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.</p>

<sup>192</sup> Frank Coleman Inman presented a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 9, 2006 at 32-33. According to page 36 of the Quarterly Report on Form 10-Q filed on May 2, 2006, the proposal was not submitted to a stockholder vote since neither the proponent nor his representative appeared at the 2006 annual meeting to present the proposal.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
KB Home <sup>193</sup> (4/5/07 Bylaw and Policy, replacing 1/17/01 Bylaw and 12/8/05 Policy)	Bylaw and Policy	<p>4/5/07 Amended Version of Bylaw:</p> <p>ARTICLE III</p> <p>Section 14. <u>Majority Election of Directors</u>. At a meeting of stockholders a nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 15 of this Article III and (ii) such nomination has not been withdrawn by such nominating stockholder on or prior to the day next preceding the date the Corporation first delivers its notice of meeting for such meeting to stockholders. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against any nominee for director.</p> <p>Section 15. <u>Nomination of Directors</u>. Nominations for the election of directors at a meeting of stockholders may be made by the Board of Directors or by a nominating committee appointed by the Board of Directors or by any stockholder entitled to vote in such election of directors. However, any stockholder entitled to vote in the election of directors may so nominate a director only if written notice of such stockholder's intent to make such nomination or nominations has been given, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the Corporation not later than, (i) with respect to an election of directors at an annual meeting of stockholders (except as provided in clause (ii) of this Section 15), 90 days prior to the first anniversary of the preceding year's annual meeting, and (ii) with respect to an election to be held at a special meeting of stockholders or at an annual meeting of stockholders advanced more than 30 days before or delayed more than 60 days after the first anniversary of the preceding year's annual meeting, the close of business on the seventh day following the date on which notice of such meeting is first given to stockholders. In no event shall the adjournment of a meeting of stockholders commence a new time period for the giving of a stockholder's notice as described herein.</p> <p>Each such notice shall set forth: . . .</p> <p>(f) a statement that such person, if elected, intends to tender promptly following such person's election (or reelection) an irrevocable resignation in the form then set forth in the Corporation's Corporate Governance Principles effective upon such person's failure to receive the required vote for election at any subsequent meeting at which such person faces election and upon acceptance of such resignation by the Board of Directors, in accordance with the Corporation's Corporate Governance Principles.</p> <p><u>Current Amended Version of Policy:</u></p> <p>The form resignation letter referred to in the majority vote policy of KB Home adopted on 4/5/07 was amended to read in its entirety as follows:</p>

<sup>193</sup> According to page 5 of the definitive proxy statement filed on Mar. 5, 2007, the board of KB Home resolved "to move our mandatory majority voting for Directors policy from our Governance Principles to our Bylaws." The amended majority vote bylaw and policy set forth above were adopted thereafter. When KB Home originally adopted a majority vote policy, it appeared inconsistent with the company's then pre-existing majority vote bylaw. Management's 2007 proposals to amend the company's charter to declassify the board and remove a fair price provision were approved by the stockholders. See Current Report on Form 10-Q filed on Apr. 9, 2007 at 33 and Exhibit 3.1.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p style="text-align: center;"><b>EXHIBIT A</b> <b>Form Resignation</b> [Date]</p> <p>KB Home 10990 Wilshire Boulevard Los Angeles California, 90024</p> <p>Attention: Chairman of the Board of Directors and Chair of the Nominating and Corporate Governance Committee</p> <p>In accordance with the Principles of the Board of Directors of KB Home (the "Company") regarding majority voting in director elections, I hereby tender my resignation as a director of the Company, provided that this resignation shall be effective only in the event that (i) I fail to receive a sufficient number of votes for re-election at any meeting of the stockholders of the Corporation at which my seat on the Board will be subject to election (the "Applicable Annual Meeting") and (ii) the Board accepts this resignation following my failure to be re-elected at the Applicable Annual Meeting. However, if I am not re-elected at the Applicable Annual Meeting, this resignation will remain in effect following such meeting but will be deemed withdrawn if and when the Board decides not to accept this resignation.</p> <p style="text-align: right;">Very truly yours,</p> <p style="text-align: right;">_____ Director</p> <p><u>4/5/07 Amended Version of Policy:</u></p> <p><b>P. Majority Vote Requirement.</b> In accordance with the Company's Bylaws, if no shareholders provide the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a Director election, or if shareholders have withdrawn all such nominations by the day before the Company delivers its notice of meeting to shareholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as Director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as a Director, irrevocable resignations substantially in the form of Exhibit A hereto that will be effective upon (i) the failure of the Director to receive the required vote at the next annual meeting at which he or she faces re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, an irrevocable resignation substantially in the form of Exhibit A hereto tendered by other Directors in accordance with this Section III.P. If an incumbent Director fails to receive the required vote for re-election, the Nominating and Corporate Governance Committee will act on an expedited basis to determine whether to accept the Director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the Director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director's resignation.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p style="text-align: center;"><b>EXHIBIT A</b> <b>Form Resignation</b> [Date]</p> <p>KB Home 10990 Wilshire Boulevard Los Angeles California, 90024 Attention: Chairperson of the Board of Directors</p> <p>Dear _____:</p> <p>In accordance with the Principles of the Board of Directors of KB Home (the "Company") regarding majority voting in director elections, I hereby tender my resignation as a director of the Company, provided that this resignation shall be effective only in the event that (i) I fail to receive a sufficient number of votes for re-election at the next meeting of the Shareholders of the Corporation at which my seat on the Board will be subject to election (the "Applicable Annual Meeting") and (ii) the Board accepts this resignation following my failure to be re-elected at the Applicable Annual Meeting. If I am re-elected at the Applicable Annual Meeting, this resignation will be deemed withdrawn upon my re-election. However, if I am not re-elected at the Applicable Annual Meeting, this resignation will remain in effect following such meeting but will be deemed withdrawn if and when the Board decides not to accept this resignation. This resignation may not be withdrawn by me at any time other than as set forth in this paragraph.</p> <p style="text-align: right;">Very truly yours,  _____ Director</p> <p><u>12/8/05 Version of Policy:</u> Any Director elected to the Board at an Annual Meeting of Stockholders in an uncontested election with less than the affirmative vote of a majority of shares present in person or by proxy shall promptly tender his or her resignation to the Chair of the Nominating and Corporate Governance Committee. The Committee will then promptly evaluate all relevant factors (including, but not limited to, the underlying reasons why a majority of affirmative votes was not received (if ascertainable), the Director's length of service and qualifications, the Director's contributions to the Company, and compliance with regulatory requirements, listing standards and the Company's Corporate Governance Principles) and recommend to the full Board whether to accept the resignation or, if appropriate, to adopt another course of action to remedy the underlying cause(s) of the election result. Subject to any applicable legal or regulatory requirements, the Board shall within ninety (90) days following certification of the stockholder vote decide whether to accept the resignation, reject the resignation or, if appropriate, reject the resignation but adopt measures designed to address the issues underlying the election result. A full explanation of the Board's decision will be promptly publicly disclosed in a periodic or current report filed with the Securities and Exchange Commission. A Director who tenders his or her resignation pursuant to this principle and any non-independent Director will not participate in the deliberations and decisions made hereunder. The foregoing guidelines will be summarized or included in the Company's annual proxy statement.</p> <p><u>1/17/01 Version of Bylaw:</u> Unless otherwise provided in Delaware Law, the Certificate of Incorporation or these Bylaws, the affirmative vote of a majority of the shares of capital stock of the Corporation present in person or by proxy, at a meeting of stockholders and entitled to vote on the subject matter shall be the act of the stockholders.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Kellogg Company <sup>194</sup> (4/29/06)	Policy	<p>In an uncontested election of directors (that is, the number of nominees is equal to the number of seats open) any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall promptly tender his or her resignation to the Nominating Committee (following certification of the shareholder vote) for consideration in accordance with the following procedures.</p> <p>The Nominating Committee will promptly consider such resignation and will recommend to the Qualified Independent Directors (as defined below) the action to be taken with respect to such offered resignation, which may include (i) accepting the resignation; (ii) maintaining the director but addressing what the Qualified Independent Directors believe to be the underlying cause of the withheld votes; (iii) determining that the director will not be renominated in the future for election; or (iv) rejecting the resignation. The Nominating Committee will consider all relevant factors including, without limitation, (i) the stated reasons why votes were withheld from such director; (ii) any alternatives for curing the underlying cause of the withheld votes; (iii) the tenure and qualifications of the director; (iv) the director’s past and expected future contributions to the Company; (v) the Company’s director criteria; (vi) the Company’s Corporate Governance Guidelines (of which this Policy is a part); and (vii) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NYSE requirement.</p> <p>The Qualified Independent Directors will act on the Nominating Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting where the election occurred. In considering the Nominating Committee’s recommendation, the Qualified Independent Directors will consider the factors considered by the Nominating and Governance Committee and such additional information and factors the Board believes to be relevant. Following the Qualified Independent Directors’ decision, the Company will promptly disclose in a Form 8-K the decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation).</p> <p>To the extent that any resignation is accepted, the Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Nominating Committee’s recommendation or Qualified Independent Directors’ consideration regarding whether or not to accept the tendered resignation. Prior to voting, the Qualified Independent Directors will afford the director an opportunity to provide any information or statement that he or she deems relevant. If a majority of the members of the Nominating Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the remaining Qualified Independent Directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election (or who were not standing for election) would consider the matter directly or may appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations that would make the recommendation to the Board whether to accept or reject them.</p> <p>For purposes of this Policy, the term “Qualified Independent Directors” means:</p> <ol style="list-style-type: none"> <li>a. All directors who (1) are independent directors (as defined in accordance with the NYSE Corporate Governance Rules) and (2) are not required to offer their resignation in accordance with this Policy.</li> <li>b. If there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this Policy, then the Qualified Independent Directors shall mean all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this Policy shall recuse himself or herself from the deliberations and voting only with respect to his or her individual offer to resign.</li> </ol> <p>This Policy will be summarized or included in each proxy statement relating to election of directors of the Company.</p>

<sup>194</sup> An unidentified party presented a non-binding majority vote proposal for 2007. See definitive proxy statement filed on Mar. 19, 2007 at 56-57. The proposal received support from approximately 31% of votes present and entitled to vote (including abstentions). See Quarterly Report on Form 10-Q filed on May 7, 2007 at 23.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
KeyCorp. <sup>195</sup> (3/7/07)	Policy	In an uncontested election, any nominee for director who receives a greater number of votes “Withheld” from his or her election than votes “For” such election (a “Majority Withheld Vote”) shall submit to the Board of Directors promptly following certification of the shareholder vote a written offer to resign as a director. The Nominating and Corporate Governance Committee shall consider the resignation offer and recommend to the Board whether to accept or reject it. The Board will act on the Nominating and Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote. As soon as practicable thereafter, the Board will disclose its decision (citing the reasons for rejecting the resignation offer, if applicable), in a press release to be disseminated in accordance with KeyCorp’s Disclosure Policy. Any director who submits a written offer to resign as a director pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept or reject the resignation offer. However, if each member of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the directors who meet KeyCorp’s independence standards and who did not receive a Majority Withheld Vote shall appoint a special committee comprised exclusively of independent directors to consider the resignation offers and recommend to the Board to accept or reject them. Further, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the Board action regarding whether to accept or reject the resignation offers.
Kimberly-Clark Corporation (9/14/06) <sup>196</sup>	Bylaw (including director resignation policy)	<p>12. VOTING...</p> <p>Except as provided in Section (5) of Article VIII of the Certificate of Incorporation, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this By-Law 12, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director.</p> <p>15. RESIGNATION...</p> <p>If an incumbent director who is nominated for re-election to the Board does not receive sufficient votes “for” to be elected in accordance with By-Law 12, the incumbent director shall promptly tender his resignation to the Board. The Nominating and Corporate Governance Committee shall make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board shall act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee’s recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his resignation shall not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board with respect to his resignation. If such incumbent director’s resignation is not accepted by the Board, such director shall continue to serve until the next annual meeting and until his successor is duly elected, or his earlier resignation or removal. If a director’s resignation is accepted by the Board pursuant to this By-Law 15, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting</p>

<sup>195</sup> The definitive proxy statement filed on Mar. 21, 2007 contained a management proposal to amend the bylaws of KeyCorp to reduce the size of the board to between 12 and 16 members, down from the current range of 14 to 17 members at 15-16. In the accompanying disclosure, the company indicated that the board believed a smaller board could operate more effectively and efficiently. The proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 8, 2007 at 72.

<sup>196</sup> The UBCJA submitted a non-binding majority proposal for 2006. See [Majority Election Proposals](#) and definitive proxy statement filed on Mar. 14, 2006 at 18-20. The 2006 proposal received support from 60.4% of votes cast, per ISS. See [Growing Support](#). The UBCJA submitted a majority proposal for 2007 which was withdrawn after the company agreed to adopt a majority vote bylaw and director resignation policy, per ISS. See [2007 Preview](#). In the press release announcing the adoption of a majority vote bylaw, the company also indicated that the board had approved a proposal to eliminate the company’s classified board structure and would present this proposal to stockholders at the 2007 annual meeting. Press Release, Kimberly-Clark Corporation (Sep. 14, 2006). The management proposal to declassify the board is set forth in the definitive proxy statement filed on Mar. 14, 2007 at 17-18. That proposal also provided for amending the charter to eliminate the provision specifying that directors may only be removed for cause. The declassification proposal passed. See Quarterly Report on Form 10-Q filed on May 9, 2007 at 25.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		vacancy pursuant to the provisions of Section (5) of Article VIII of the Certificate of Incorporation or may decrease the size of the Board pursuant to the provisions of Section (2) of Article VIII of the Certificate of Incorporation.
KLA-Tencor Corporation (8/3/06) <sup>197</sup>	Policy	<p>According to page 7 of the definitive proxy statement of KLA-Tencor Corporation filed on 2/27/07:</p> <p>If a quorum is present and voting, the three nominees for Class II Directors receiving the highest number of affirmative votes will be elected as Class II Directors and the nominee for Class I Director receiving the highest number of affirmative votes will be elected as a Class I Director. Votes withheld from any Director and broker non-votes are counted for purposes of determining the presence or absence of a quorum but have no other legal effect on the selection of nominees for Directors. Anyone who is elected as a Director in any uncontested election by a plurality and not a majority of votes cast will promptly tender his or her resignation to the Board of Directors, subject to acceptance, after certification of the election results. The Nominating and Governance Committee will make a recommendation to the Board of Directors whether to accept or reject the resignation or take some other appropriate action, taking into account any stated reasons why stockholders withheld votes and any other factors which the Nominating and Governance Committee determines in its sole discretion are relevant to such decision. The Board of Directors will in its sole discretion act on the recommendation of the Nominating and Governance Committee within 90 days after the date of certification of the election results. The Director who tenders his or her resignation will not participate in the decisions of the Nominating and Governance Committee or the Board of Directors regarding his or her resignation.</p>
Kohl's Corporation <sup>198</sup> (5/2/07 Charter (enabling only) and 8/07 Policy)	Charter (enabling only) and Policy	<p><u>Charter:</u></p> <p>ARTICLE V</p> <p>(g) Voting for Directors. Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. Notwithstanding the foregoing, the Board of Directors may determine for any uncontested election of directors that a director shall be elected to a new term only if the director receives the affirmative vote of a majority of the votes cast. If any incumbent director fails to receive such required vote, he or she shall continue to serve until his or her successor is elected and, if necessary, qualifies or until there is a decrease in the number of directors, subject to such director's earlier death, resignation, disqualification or removal from office.</p>

<sup>197</sup> The UBCJA submitted a non-binding majority proposal for 2005 which received support from approximately 61% of votes cast. See Quarterly Report on Form 10-Q filed on Feb. 1, 2006 at 50. The company's majority vote policy was originally disclosed in a Current Report on Form 8-K filed on Aug. 7, 2006. The disclosure in that Form 8-K indicated that the board would act on the recommendation of the Nominating and Governance Committee within 180 days, rather than the 90-day period described above. See also Press Release, KLA-Tencor Corporation (Jan. 31, 2007).

<sup>198</sup> The UBCJA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 20, 2006 at 23-24. The proposal received support from 61.6% of votes cast, per ISS. See Growing Support. The UBCJA also submitted a non-binding majority proposal for 2007, which effectively competed with a management proposal to amend the company's charter to include the enabling charter provision set forth above. See definitive proxy statement filed on Mar. 27, 2007 at 53-54 for the 2007 non-binding UBCJA proposal and at 50-52 for the 2007 management proposal concerning majority voting. According to a request for no-action relief submitted by Kohl's Corporation on Jan. 29, 2007 in respect of the UBCJA proposal, on Nov. 8, 2006 the board unanimously adopted resolutions approving amendments to the company's charter "allowing" the board to establish a majority vote standard in uncontested elections. The company sought to omit the UBCJA proposal on the grounds that it had been substantially implemented and that it conflicted with the company's proposal. The SEC denied no action relief (letter available Mar. 30, 2007). Kohl's Corporation is incorporated in Wisconsin. Pursuant to Section 180.0728(1) of the Wisconsin Business Corporation Law, directors are elected by a plurality unless another standard is provided in the company's charter.

With respect to the 2007 management proposal, pages 50-51 of the definitive proxy statement filed on Mar. 27, 2007 stated:

If this proposal [to amend the company's charter as described above] is approved by our shareholders, the Board intends to modify its Corporate Governance Guidelines to require a majority vote in uncontested elections of Directors, together with the director resignation policy described below, to be effective beginning with the director elections at the 2008 Annual Meeting of Shareholders. . . .



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Policy:</p> <p><u>Election of Board Members</u></p> <p>Except as otherwise provided by law or by the Company's organizational documents, the members of the Board of Directors shall be elected at the Annual Meeting of Shareholders each year. Directors shall hold office until the next Annual Meeting of Shareholders and until their successors shall be duly elected and qualified. Each member of the Board of Directors shall be elected by the vote of the majority of the votes cast with respect to the Director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of Directors to be elected, the Directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of Directors. For purposes of these Corporate Governance Guidelines, a majority of the votes cast means that the number of shares voted "for" a nominee must exceed the number of votes cast "against" that nominee. If a Director is not re-elected in a non-contested election, the Director shall tender his or her resignation to the Board of Directors. The Governance and Nominating Committee will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Governance and Nominating Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The Director who tenders his or her resignation will not participate in the Governance and Nominating Committee's or the Board of Directors' decision.</p>
Kraft Foods Inc. <sup>199</sup> (2007)	Policy	Effective after the 2007 Annual Meeting of Stockholders, any nominee in an uncontested election for director who receives a greater number of votes "Withheld" than votes "For" tenders his or her resignation to the Nominating and Governance Committee for its consideration. Then, the Nominating and Governance Committee makes a recommendation to the Board as to whether to accept the resignation.

Simultaneously with establishing a majority vote requirement for the election of directors, the Board intends to enact a director resignation policy. This policy will require any nominee who is serving as a director who fails to receive a majority vote to offer to tender his or her resignation to the Board of Directors. The Governance & Nominating Committee will then make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Governance & Nominating Committee's recommendation and publicly disclose its decision within 90 days from the date the election results are certified. The director who tenders his or her resignation will not participate in the Board of Director's decision.

If a nominee who was serving as a director fails to receive a majority vote and therefore is not elected at the Annual Meeting, that director would continue to serve on the Board as a "holdover director" under Wisconsin law until the resignation is accepted and the Board either reduces the size of the Board or elects a successor. The resignation policy will not affect nominees who were not already serving as a director. If any such nominee fails to receive a majority vote, that nominee would not become a director.

To date, Kohl's Corporation and DPL, Inc. appear to be the only corporations at which stockholders were presented with competing management and stockholder proposals concerning majority voting. As to Kohl's Corporation, note that: (a) the management proposal, as adopted, permits, but does not require majority voting (seemingly on an election by election basis and potentially, on a director by director basis) and (b) including a majority vote requirement in a policy potentially raises enforceability issues. The Adams Express Company, PerkinElmer, Inc., Petroleum & Resources Corporation and Tidewater Inc. are four other companies which have given their boards the power and discretion to adopt majority voting. According to a press release issued by Kohl's Corporation on May 2, 2007, the management proposal received an affirmative vote from the holders of approximately 83% of the company's outstanding shares, while the UBCJA proposal received support from approximately 21% of the votes cast. Press Release, Kohl's Corporation (May 2, 2007). See also Quarterly Report on Form 10-Q filed on Jun. 8, 2007 at 26, which appears to indicate that abstentions were counted in the calculation of the vote in favor of the stockholder proposal.

At the 2006 annual meeting, management presented a proposal to declassify the board. See definitive proxy statement filed on Apr. 26, 2006 at 21-22. The proposal passed. See Quarterly Report on Form 10-Q filed on Jun. 2, 2006 at 23.

<sup>199</sup> Altria Group, Inc. completed the spin-off of Kraft Foods Inc. on Mar. 30, 2007. Press Release, Kraft Foods Inc. (Apr. 2, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
The Kroger Co. <sup>200</sup> (12/8/05)	Policy	<p>As long as cumulative voting is not in effect, in an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) promptly will tender his or her resignation following certification of the shareholder vote.</p> <p>The Corporate Governance Committee will consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose its decision whether to accept the director’s resignation offer, along with the reasons for rejecting the resignation offer, if applicable, in a press release to be disseminated in the manner that Company press releases typically are distributed.</p> <p>Any director who tenders his or her resignation pursuant to this provision may not participate in the Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>If each member of the Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote will appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>If the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.</p>
LaSalle Hotel Properties (2/15/07)	Bylaw (consisting of director resignation policy tied to a plurality standard)	<p>Section 2.08. VOTING. Subject to the rights of the holders of any series of Preferred Shares (as defined in the Declaration of Trust) to elect additional Trustees under specified circumstances, a plurality of all the votes cast at a meeting of shareholders duly called and at which a quorum is present shall be sufficient to elect a Trustee. Each share may be voted for as many individuals as there are Trustees to be elected and for whose election the share is entitled to be voted. A majority of the votes cast at a meeting of shareholders duly called and at which a quorum is present shall be sufficient to approve any other matter which may properly come before the meeting, unless more than a majority of the votes cast is required herein or by statute or by the Declaration of Trust. Unless otherwise provided in the Declaration of Trust, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.</p> <p>At any meeting of shareholders at which Trustees are elected by the shareholders in an uncontested election, any nominee for Trustee who, of the votes cast in such election with respect to such nominee, receives a greater number of votes “withheld” from his or her election than votes “for” such election shall submit to the Board of Trustees a written offer to resign from the Board of Trustees no later than two weeks after the certification by the Trust of the voting results. An uncontested election is one in which the number of individuals who have been nominated for election as a Trustee is equal to, or less than, the number of Trustees to be elected.</p> <p>A Nominating and Corporate Governance Committee established by the Board of Trustees shall consider the resignation offer and, within 60 days after the certification by the Trust of the voting results, make a recommendation to the Board of Trustees concerning the acceptance or rejection of the resignation offer. In determining its recommendation to the Board of Trustees, the Nominating and Corporate Governance Committee shall consider all factors it deems relevant, which may include (i) the stated reason or reasons why shareholders cast “withheld” votes for the Trustee, (ii) the qualifications of the Trustee, and (iii) whether the Trustee’s resignation from the Board of Trustees would be in the Trust’s best interest and the best interests of the shareholders. The Nominating and Corporate Governance Committee shall also consider alternatives concerning the resignation offer as the Nominating and Corporate Governance Committee members deem appropriate, which may include (i) accepting the resignation offer, (ii) rejection of the resignation offer, and (iii) rejection of the resignation offer coupled with a commitment to seek to address the underlying cause or causes of the majority-withheld vote.</p>

<sup>200</sup> The Kroger Co.’s majority vote policy was announced as part of a package of corporate governance reforms, including the board’s recommendations to: (a) declassify the board in tandem with the elimination of cumulative voting at the 2006 annual meeting, (b) opt out of the Ohio control share acquisition statute and (c) eliminate the 75% supermajority requirement necessary to engage in transactions with 10% shareholders, and the board’s decision to allow The Kroger Co.’s poison pill to expire. Press Release, The Kroger Co. (Dec. 9, 2005). As to the elimination of cumulative voting, see Note 66. For a general discussion of recent legislation in Ohio (the jurisdiction in which The Kroger Co. is incorporated) which modified what had been the state’s mandatory plurality election standard, see Note 116.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Board of Trustees shall act on the Nominating and Corporate Governance Committee's recommendation no later than 90 days after the certification by the Trust of the voting results. The Board of Trustees shall consider the information, factors and alternatives considered by the Nominating and Corporate Governance Committee and such additional information, factors and alternatives the Board of Trustees deems relevant.</p> <p>Any Trustee who offers to resign as provided above shall not participate in the Nominating and Corporate Governance Committee's or the Board of Trustees' consideration of whether to accept his or her resignation offer.</p> <p>If a Trustee's resignation offer is accepted by the Board of Trustees, the Nominating and Corporate Governance Committee shall recommend to the Board of Trustees whether to fill the vacancy created by such resignation or to reduce the number of Trustees constituting the whole Board of Trustees.</p> <p>If a majority of the members of the Nominating and Corporate Governance Committee were required to offer their resignations as described above, the Trustees whom the Board of Trustees has affirmatively determined to be independent in accordance with the applicable stock exchange listing standards and who were not required to offer their resignations shall appoint a special committee of the Board of Trustees to consider the resignation offers and whether to accept the resignation offers, as otherwise described above.</p> <p>The Trust shall disclose publicly the Board of Trustees' decision and an explanation of the process by which the decision was made and, if applicable, the reasons for rejecting the resignation offer, in a Current Report on Form 8-K filed with the Securities and Exchange Commission.</p>
Lattice Semiconductor Corporation <sup>201</sup> (1/31/06)?	Policy	At any shareholder meeting at which directors are subject to an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall submit to the Board a letter of resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee shall recommend to the Board the action to be taken with respect to such offer of resignation. Within 120 days of the shareholder meeting, the Board shall act with respect to each such letter of resignation and shall promptly notify the director concerned of its decision.
LCA-Vision Inc. (2/20/07)	Policy	K. <b>Voting for Directors.</b> Any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall tender his or her resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee shall recommend to the Board the action to be taken with respect to such resignation.
Lehman Brothers Holdings Inc. <sup>202</sup> (12/21/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Except as provided in Section 2 of this Article III and in the Certificate of Incorporation, a nominee for director shall be elected to the Board of Directors by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present; <i>provided, however,</i> that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the votes cast at any such meeting and entitled to vote on the election of directors. For purposes of this Section 1 a majority of the votes cast means that the number of votes cast "for" a director must exceed the number of votes cast "against" that director (with "abstentions" and "broker non-votes" not counted as a vote cast with respect to that director). A director may resign at any time upon notice to the Corporation.</p>

<sup>201</sup> Lattice Semiconductor Corporation agreed to make changes to its corporate governance policies in connection with the settlement of shareholder derivative litigation brought by Ron Tonkin. See Aliza Earnshaw, Lattice Settles with Tonkin, Portland Bus. Journal, Dec. 21, 2005. The governance changes contemplated by the settlement related to: (a) director independence, (b) the appointment of a lead independent director if the chairman is not independent, (c) director education and self-evaluation, (d) evaluation of CEO compensation, (e) director term limits, director employment status and the amount of time directors must spend on company business, (f) director retention of Lattice stock while serving on the board and (g) resignation of directors in uncontested elections if they receive more "withheld" than "for" votes. See Lattice Settles with Tonkin. The policy set forth above appears to have been adopted as a result of this settlement.

<sup>202</sup> The UBCJA submitted a majority proposal for 2007 which was withdrawn after the company agreed to adopt a majority vote bylaw and director resignation policy, per ISS. See 2007 Preview. AFSCME indicated that it submitted a binding majority proposal for 2007 which was withdrawn after the company amended its bylaws to provide for majority

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p>Under Article III, Section 1 of the By-laws, in an uncontested election, each director shall be elected by a majority vote. In that connection, the Board of Directors will not nominate for director any director candidate who is an incumbent director unless and until such director candidate has submitted in writing his or her irrevocable resignation as a director, which resignation would be effective upon the director's failure to receive the required majority vote in any uncontested election and the Board of Director's acceptance of such resignation. If a resignation agreement is not executed by an incumbent director prior to the election of directors, it is the policy of the Board that if such director fails to receive the required majority vote in an uncontested election, he or she shall, promptly after certification of such vote, tender his or her resignation to the Chairman of the Board which resignation would be effective upon its acceptance by the Board of Directors.</p> <p>If an incumbent director is not elected by a majority of the votes cast (unless, pursuant to Article III, Section 1 of the By-laws, the director election standard is a plurality of the votes cast), the incumbent director shall promptly tender his or her resignation to the Board of Directors. A recommendation on whether to accept such resignation shall be made by the Nominating and Corporate Governance Committee, or, if a majority of such committee did not receive the required majority vote, a majority of the Board of Directors shall appoint a special committee of Independent Directors (as defined below) for such purpose of making a recommendation to the Board of Directors (the "<i>Special Nominating Committee</i>"). If fewer than three Independent Directors received the required majority vote, the Board of Directors shall act on the resignation offers. The applicable committee, if any, shall make a recommendation to the Board of Directors on whether to accept or reject the director's resignation, or whether other action should be taken. The Board of Directors shall act on any such resignation offer and publicly disclose its decision within 90 days from the date of the certification of the election results. Notwithstanding the foregoing, if acceptance by the Board of Directors of all the offers of resignation then pending would result in the Corporation having fewer than a majority of the directors who were in office before the election, the Board of Directors may determine to extend such 90-day period by an additional 90 days upon the conclusion that such an extension is in the best interests of the Corporation. The term "<i>Independent Director</i>" for these resignation and recusal policies shall mean a director who complies with the "independent director" requirements under the rules of NYSE, under law or under any rule or regulation of any other regulatory body or self regulatory body applicable to the Corporation.</p> <p>If any director's resignation offer is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting of stockholders and until his or her successor is duly elected and qualified, subject, however, to the director's earlier death, disability, resignation, retirement, disqualification or removal from office. If a director's offer of resignation is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, acting on the recommendation of the Nominating and Corporate Governance Committee, or Special Nominating Committee, as may be applicable, may fill the resulting vacancy pursuant to the By-laws or may decrease the size of the Board pursuant to the By-laws.</p>
		<p>The Board of Directors expects an incumbent director that fails to receive the required majority vote in any uncontested election to exercise voluntary recusal from participation, except in limited circumstances, in any consideration by the Nominating and Corporate Governance Committee (or such other committee as may be designated pursuant to the policy set forth above) and by the Board of Directors with respect to whether to accept or reject such director's resignation or whether other action should be taken; provided that if the number of Independent Directors who were successful incumbents is fewer than three, all directors may participate in the decisions of the Board of Directors pursuant to these resignation and recusal policies.</p>

voting. Press Release, AFSCME (Jan. 29, 2007). Management presented a proposal to declassify the board at the 2006 annual meeting. See definitive proxy statement filed on Feb. 27, 2006 at 35-36. The proposal passed. See Quarterly Report on Form 10-Q filed on Jul. 10, 2006 at 78.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Lexmark International, Inc. <sup>203</sup> (12/20/06)	Bylaw (including director resignation policy)	Except as provided in Section 2.12 of this Article, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed 50% of the votes cast with respect to that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board. The Corporate Governance and Public Policy Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the recommendation of the Corporate Governance and Public Policy Committee or in the Board's decision.
Liberty Property Trust <sup>204</sup> (4/5/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>(a) A majority of all the votes cast in an election for a Trustee at a meeting of shareholders duly called and at which a quorum is present shall be sufficient to elect a Trustee; provided, that if there are more candidates for Trustee than there are board seats to be voted upon at any such meeting, then a plurality of all the votes cast at the meeting shall be sufficient to elect a Trustee at such meeting. For purposes of this section, a majority of all the votes cast in an election for Trustee means that the number of shares voted "for" a candidate for Trustee must exceed the number of votes cast as "withheld" from that candidate.</p> <p>(b) A majority of the votes cast at a meeting of shareholders duly called and at which a quorum is present shall be sufficient to approve any other matter which may properly come before the meeting, unless more than a majority of the votes cast is required by statute or by the Declaration of Trust. Unless otherwise provided in the Declaration of Trust, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.</p> <p><u>Policy:</u></p> <p>The Company has adopted by-laws to provide that the vote standard for the election of trustees in uncontested elections is a majority of all the votes cast.</p> <p>If a candidate for Trustee who is an incumbent Trustee fails to receive a majority of all the votes cast in an uncontested election, the Trustee shall offer to tender his or her resignation to the Board. The Corporate Governance and Nominating Committee shall then make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The Trustee who tenders his or her resignation will not participate in the Board's decision.</p>
Liz Claiborne, Inc. <sup>205</sup>	Policy	In an uncontested election, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation to the Chair of the Nominating and Governance Committee

<sup>203</sup> The New York City Pension Funds filed a non-binding majority proposal for 2007 which was withdrawn in light of the adoption of the majority vote bylaw set forth above. Press Release, NYC Comptroller (Jan. 9, 2007).

<sup>204</sup> 2005 UBCJA non-binding majority proposal received support from 67.3% of votes cast per Georgeson Shareholder. See Georgeson Review at 22. The UBCJA also submitted a non-binding proposal for 2006. See Majority Election Proposals. This proposal did not appear in the definitive proxy statement filed on Apr. 18, 2006, seemingly due to Liberty Property Trust's adoption of a majority vote bylaw and an accompanying director resignation policy.

<sup>205</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Mar. 31, 2006 at 33-35. The proposal received support from approximately 43% of the votes cast (excluding abstentions). See Current Report on Form 8-K filed on May 24, 2006. An unidentified party presented a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 30, 2007 at 52-54. The 2007 proposal received support from approximately 45% of votes cast (excluding abstentions). See Item 8.01 of the Current Report on Form 8-K filed on May 23, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(1/24/06)		<p>following certification of the shareholder vote.</p> <p>The Nominating and Governance Committee shall promptly consider the resignation and recommend to the Board whether to accept the resignation or reject it. In considering whether to accept or reject the resignation, the Nominating and Governance Committee may consider all factors deemed relevant by such Committee, including, without limitation, any stated reasons why shareholders withheld votes from such Director, the length of service and qualifications of the Director, the Director's contributions to the Company and the Company's Corporate Governance guidelines.</p> <p>The Board will act on the Nominating and Governance Committee's recommendation within 90 days following certification of the shareholder vote. In considering the matter, the Board will consider the factors considered by the Nominating and Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision, the Board will promptly publicly disclose the Board's decision whether to accept or reject the Director's resignation as tendered (providing an explanation of the process by which the decision was made and if applicable the reasons for rejecting the tendered resignation).</p> <p>To the extent that one or more such resignations are accepted by the Board, the Nominating and Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. However, if a majority of the members of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote (or who were not standing for election) shall appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and recommend to the Board whether to accept or reject them</p>
Loews Corporation <sup>206</sup> (10/9/07)	Bylaw (including director resignation policy)	<p style="text-align: center;"><u>2.8 Voting; Proxies.</u></p> <p>(a) Unless otherwise provided in the Certificate of Incorporation, every Stockholder shall be entitled at every meeting of Stockholders to one vote for each share of capital stock held by such Stockholder as of the record date determined in accordance with Section 2.4 of the By-laws. If the Certificate of Incorporation provides for more or less than one vote for any share, on any matter, every reference in the By-laws or the General Corporation Law to a majority or other proportion of stock shall refer to such majority or other proportion of the votes of such stock. The provisions of Sections 212 and 217 of the General Corporation Law shall apply in determining whether any shares of capital stock may be voted and the persons, if any, entitled to vote such shares; but the Corporation shall be protected in treating the persons in whose names shares of capital stock stand on the record of Stockholders as owners thereof for all purposes.</p>

<sup>206</sup> According to Item 7.01 of the Current Report on form 8-K filed by Loews Corporation on Apr. 30, 2007:

Management of the registrant has determined to recommend that the registrant's Board of Directors ("Board") adopt two amendments to the registrant's By-Laws. The first amendment would establish a majority vote standard for the election of directors in uncontested elections, requiring that a nominee receive a majority of the votes cast to be elected to the Board. Contested elections would continue to use the plurality vote standard. Under the majority voting standard, any incumbent director who does not receive a majority of the votes cast would be required to offer his or her resignation to the Board. The Board would then establish a committee to consider any such resignations and make a recommendation to the Board on whether to accept or reject the resignation. The Board would publicly disclose its decision and the rationale behind it within 90 days of the certification of the election results.

The second By-law amendment would set a range for the number of directors constituting the entire Board at between 7 and 15 and provide that the range could not be changed except by a vote of shareholders. The Board would have flexibility to increase or decrease the size of the Board within the range without shareholder approval.

If adopted by the registrant's Board, these amendments would be effective for the registrant's 2008 Annual Meeting of Shareholders.

Loews Corporation's adoption of a majority vote bylaw was disclosed in Item 5.03 of the Current Report on Form 8-K filed on Oct. 9, 2007. The company also disclosed in Item 5.03 that it had concurrently adopted bylaw amendments: (a) providing that the number of directors which shall constitute the entire board shall be not less than seven nor more than

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(b) At any meeting of Stockholders, a quorum being present, all matters, except as otherwise provided by law or by the Certificate of Incorporation or by the By-laws, shall be decided by a majority of the votes cast at such meeting by the holders of shares present in person or represented by proxy and entitled to vote thereon.</p> <p>(c) Except as provided in Section 3.4 of the By-laws and except for contested elections, each Director shall be elected by the vote of the majority of the votes cast with respect to such Director at any meeting for the election of Directors at which a quorum is present. For purposes of this Section 2.8: (i) an election is contested when (a) the Secretary receives a notice that a Stockholder has nominated a person for election to the Board in compliance with the advance notice requirements for Stockholder nominees for Director set forth in Section 2.12 of the By-laws and (b) such nomination has not been withdrawn by such Stockholder on or prior to the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to the Stockholders; and (ii) a majority of the votes cast means that the number of votes “for” a nominee must exceed the number of votes cast “against” that nominee. The Board shall require any incumbent Director nominee who is not elected to tender his or her resignation to the Board. The Board shall then establish a committee to consider any such resignation and make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days of the certification of the election results. In contested elections, Directors shall be elected by a plurality of the votes cast. For the avoidance of doubt, any vacancies on the Board as a result of a resignation contemplated by this Section 2.8(c) may be filled by the Board in accordance with Section 3.4 of the By-laws.</p> <p>(d) All elections of Directors shall be by written ballot, unless otherwise provided in the Certificate of Incorporation; if authorized by the Board, such requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Stockholder or proxy holder. Each written ballot shall be signed by the Stockholder voting or by the proxy of such Stockholder, and shall state the number of shares voted. On all other questions, the voting may be voice vote.</p> <p>(e) Every Stockholder entitled to vote at a meeting of Stockholders or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. The validity and enforceability of any proxy shall be determined in accordance with the General Corporation Law.</p> <p>3.3 <u>Election</u>. The vote required to elect Directors is set forth in Section 2.8.</p>
		<p>3.5 <u>Resignations</u>. Any Director may resign at any time by notice given in writing to the Corporation. Such resignation shall take effect at the time therein specified, and the acceptance of such resignation shall not be necessary to make it effective. In addition, a Director shall tender his or her resignation to the Board when required in accordance with Section 2.8(c), and any such resignation shall become effective if so determined by the Board, as provided in Section 2.8(c).</p>
Lowe’s Companies, Inc. <sup>207</sup> (7/3/06)	Charter	<p><b>Standard for Election of Directors by Shareholders.</b> Except as shall be otherwise permitted or authorized by these Articles of Incorporation, Directors are elected by the affirmative vote, at a meeting at which a quorum is present, of a majority of the Voting Shares voted at the meeting in person or by proxy (including those shares in respect of which votes are “withheld” pursuant to Rule 14a-4(b)(2) of the proxy solicitation rules and regulations promulgated under the Securities Exchange Act of 1934, as amended), unless the number of nominees exceeds the number of directors to be elected, in which case, directors are elected by a plurality of the votes cast by the Voting Shares entitled to vote in the election at a meeting at which a quorum is present. In the event that a director nominee fails to receive a majority of the Voting Shares voted in an election where the number of nominees equals the number of directors to be elected, the Board of Directors may decrease the number of directors, fill any vacancy, or take other appropriate action.</p>

fifteen, with the exact number of directors to be fixed by the board, and (b) creating additional procedures with respect to the nomination by shareholders of persons for election as directors of the company.

<sup>207</sup> The company sought stockholder approval of the charter amendment described above at its 2006 annual meeting. See definitive proxy statement filed on Mar. 27, 2006 at 27-28. The proposal received support from approximately 88% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Sep. 7, 2006 at 25. A press release issued by Lowe’s Companies, Inc. on May 25, 2006 announced that the charter had been amended. Press Release, Lowe’s Companies, Inc. (May 25, 2006).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
LSI Corporation (f/k/a LSI Logic Corporation) <sup>208</sup> (2/07)	Policy	<p>(f) Voting for Directors</p> <p>In an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall tender his or her resignation for consideration to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will consider the resignation offer, and a range of possible responses based on the circumstances that led to the “withheld” vote and will make a recommendation to the Board of Directors. The Board will act on the Nominating and Corporate Governance Committee’s recommendation and will promptly disclose its decision-making process and decision regarding whether to accept the director’s resignation offer, including the reasons for rejecting the offer, if applicable.</p>
Luby’s, Inc. (11/17/06)	Bylaw	<p>Section 8. <u>Voting</u>. Each director of the Corporation to be elected by stockholders shall be elected by the vote of a majority of the votes cast with respect to such director by the shares present in person or represented by proxy and entitled to vote on the election of directors at any meeting of stockholders duly called for that purpose at which a quorum is present. In all other matters, when a quorum is present at any meeting, the vote of the holders of the shares present or represented by proxy at such meeting and representing a majority of the votes cast by each class of stock shall decide any question brought before such meeting, unless the vote of a different number is expressly required by statute, the Certificate of Incorporation or these Bylaws. . . .</p>
Lucent Technologies Inc. <sup>209</sup> (10/05, as amended 2/06)	Policy	<p><u>2/06 Amended Version:</u></p> <p>Any nominee for director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes “withheld from” or “against” his or her election than votes “for” such election shall, promptly following certification of the shareowner vote, offer his or her resignation to the Board for consideration in accordance with the following procedures. All of these procedures shall be completed within 90 days following certification of the shareholder vote.</p> <ul style="list-style-type: none"> <li>• The Qualified Independent Directors (as defined below) shall evaluate the best interests of the company and its shareholders and shall decide on behalf of the Board the action to be taken with respect to such offered resignation, which can include: <ul style="list-style-type: none"> <li>▫ Accepting the resignation.</li> <li>▫ Maintaining the director but addressing what the Qualified Independent Directors believe to be the underlying cause of the withhold votes,</li> <li>▫ Resolving that the director will not be re-nominated in the future for election, or</li> <li>▫ Rejecting the resignation.</li> </ul> </li> </ul> <p>In reaching their decision, the Qualified Independent Directors shall consider all factors they deem relevant, including:</p> <ul style="list-style-type: none"> <li>▫ Any stated reasons why shareholders withheld votes from such director,</li> <li>▫ Any alternatives for curing the underlying cause of the withheld votes,</li> <li>▫ The director’s tenure,</li> <li>▫ The director’s qualifications,</li> <li>▫ The director’s past and expected future contributions to the company, and</li> </ul>

<sup>208</sup> The UBCJA submitted a non-binding majority proposal for 2007. See definitive proxy filed on Mar. 30, 2007 at 15-16. The proposal received support from approximately 55% of votes cast (including abstentions). See Quarterly Report on form 10-Q filed on Aug. 10, 2007 at 38. The company permits cumulative voting. As to cumulative voting generally, see Note 66.

<sup>209</sup> Lucent Technologies Inc. merged with Alcatel, effective Nov. 30, 2006.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<ul style="list-style-type: none"> <li>▪ The overall composition of the Board, including whether accepting the resignation would cause the company to fail to meet any applicable SEC or NYSE requirements.</li> <li>• Following the Board’s determination, the company shall promptly disclose publicly in a document furnished or filed with the SEC the Board’s decision of whether or not to accept the resignation offer. The disclosure shall also include an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the offered resignation.</li> <li>• A director who is required to offer his or her resignation in accordance with this policy shall not be present during the deliberations or voting whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other director in accordance with this policy. Prior to voting, the Qualified Independent Directors will afford the affected director an opportunity to provide any information or statement that he or she deems relevant.</li> </ul> <p>For purposes of this policy, the term “Qualified Independent Directors” means:</p> <ul style="list-style-type: none"> <li>(a) All directors who (1) are independent directors (as defined in accordance with the company’s Director Independence Standards) and (2) are not required to offer their resignation in accordance with this policy.</li> <li>(b) If there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this policy, then the Qualified Independent Directors shall mean all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this policy shall recuse himself or herself from the deliberations and voting only with respect to his or her individual offer to resign.</li> </ul> <p>The foregoing procedures will be summarized and disclosed each year in the proxy statement for the company’s annual meeting of shareowners beginning with the 2007 annual meeting.</p> <p><u>10/05 Version:</u></p> <p>Any director who receives a greater number of votes “withheld” from or “against” his or her election than votes “for” that director’s election shall promptly tender his or her resignation for consideration by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee will then evaluate the best interests of the company and its shareholders and recommend to the Board the action to be taken with respect to such resignation.</p>
Lydall, Inc. (12/7/06)	Policy	<p><b>10. Director Nominees</b></p> <p>If a nominee for Director who is an incumbent Director does not receive the vote of at least the majority of the votes cast at any meeting for the election of Directors at which a quorum is present and no successor has been elected at such meeting, this policy will apply. For purposes of this corporate governance policy, a majority of votes cast means that the number of shares voted “for” a Director’s election exceeds 50% of the number of votes cast with respect to that Director’s election or, in the case where the number of nominees exceed the number of Directors to be elected, cast with respect to election of Directors generally. Votes cast include votes to withhold authority in each case and exclude abstentions with respect to that Director’s election, or, in the case where the number of nominees exceeds the number of Directors to be elected, abstentions with respect to election of Directors generally.</p> <p>The Corporate Governance Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Corporate Governance Committee’s recommendation, and publicly disclose (by press release, a filing with the SEC or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The Director who tenders his or her resignation will not participate in the recommendation of the Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent Director’s resignation is not accepted by the Board of Directors, such Director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a Director’s resignation is accepted by the Board of Directors, or if a nominee for Director is not elected and the nominee is not an incumbent</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 5.04 of the Lydall, Inc. Bylaws, as amended and restated as of December 11, 2003, or may decrease the size of the Board of Directors pursuant to the provisions of Section 5.02 of the Lydall, Inc. Bylaws, as amended and restated as of December 11, 2003 and Article 6(a) of the Restated Certificate of Incorporation of Lydall, Inc. as of May 12, 1993.</p> <p>This corporate governance policy will be summarized or included in each proxy statement relating to an election of Directors of the Corporation.</p>
M&T Bank Corporation (effective 2/20/07)	Bylaw (consisting of director resignation policy tied to a plurality standard)	<p>ARTICLE I</p> <p>Section 9. Voting; Proxies; Majority Vote Standard for Uncontested Director Elections:</p> <p>(c) Directors elected at any meeting of the stockholders shall, except as otherwise provided by law or the certificate of incorporation, be elected by a plurality of the votes cast in favor or against such action. All other corporate action to be taken by vote of the stockholders shall also, except as otherwise provided by law, the certificate of incorporation or these Bylaws, be authorized by a majority of the votes cast in favor or against such action. The vote for directors, or upon any question before a meeting of stockholders, shall not be by ballot unless the person presiding at such meeting shall so direct or any stockholder, present in person or by proxy and entitled to vote thereon, shall so demand.</p> <p>(d) In the event of an uncontested election of directors, any nominee for director who does not receive a majority of the votes cast in favor of his or her election shall promptly tender his or her resignation to the Board of Directors. The Nomination, Compensation and Governance Committee shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Nomination, Compensation and Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nomination, Compensation and Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Nomination, Compensation and Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this Article I, Section 9, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article II, Section 6 or may decrease the size of the Board of Directors pursuant to the provisions of Article II, Section 1.</p> <p>(e) For purposes of this Article I, Section 9, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that director's election.</p>
The Macerich Company <sup>210</sup> (9/9/93 Charter and 2/8/07 Bylaw)	Charter and Bylaw	<p>Charter:</p> <p>EIGHTH: . . .</p> <p>(4) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.</p> <p>Bylaw:</p>

<sup>210</sup> According to Item 5.03 of the Current Report on Form 8-K filed on Feb. 13, 2007, language indicating that a plurality vote was sufficient to elect a director was deleted from Section 1.05 of the company's bylaws. The former bylaws were inconsistent with the charter of the company, which requires a majority of the votes cast for the election of directors. See Item 5.03 of the Current Report on Form 8-K filed on Feb. 13, 2007. Note that the charter and bylaw provisions do not contain a carve-out for contested elections, and the company does not have a resignation policy for incumbent directors who fail to receive the requisite vote.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		SECTION 1.05. Quorum; Voting. Unless statute or the Charter provides otherwise, at a meeting of stockholders the presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum, and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting.
Mack-Cali Realty Corporation <sup>211</sup> (5/24/06 Bylaw and 9/13/05 Policy, as amended on 3/28/06)	Bylaw (consisting of director resignation policy tied to a plurality standard) and Policy	<p><u>Bylaw:</u></p> <p>If, in any uncontested election of directors of the Corporation, a director nominee has a greater number of votes “withheld” from his or her election than votes cast “for” his or her election, such director nominee shall promptly tender his or her resignation for consideration by the Nominating and Corporate Governance Committee of the Board of Directors. A vote will be considered “withheld” from a director nominee if a stockholder withholds authority to vote for such director nominee in any proxy granted by such stockholder in accordance with instructions contained in the proxy statement or accompanying proxy card circulated for the meeting of stockholders at which the election of directors is to be held. The Nominating and Corporate Governance Committee will then promptly evaluate all relevant factors relating to the election results, including, but not limited to: (i) the underlying reasons why a majority of affirmative votes was not received (if ascertainable), (ii) the director’s background, experience and qualifications, (iii) the director’s length of service on the Board of Directors and contributions to the Corporation, and (iv) whether the director’s service on the Board of Directors is consistent with applicable regulatory requirements, listing standards, the Corporation’s Corporate Governance Principles and the corporate governance guidelines of independent advisory firms such as Institutional Shareholder Services. Subject to any applicable legal or regulatory requirements, the Nominating and Corporate Governance Committee shall, within ninety (90) days of the date on which certification of the stockholder vote is made, decide whether to accept the resignation, reject the resignation or, if appropriate, conditionally reject the resignation and retain the director in office only if the underlying causes of the withheld votes can be promptly and completely cured. A full explanation of the Nominating and Corporate Governance Committee’s decision will be promptly publicly disclosed in a periodic or current report filed with the Securities and Exchange Commission. Any director who tenders his or her resignation pursuant to this Bylaw and any non-independent director will not participate in the deliberations and decisions made hereunder.</p> <p><u>3/28/06 Amended Version of Policy:</u></p> <p>If, in any uncontested election of directors of the Company, a director nominee has a greater number of votes “withheld” from his or her election than votes cast “for” his or her election, such director nominee shall promptly tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. A vote will be considered “withheld” from a director nominee if a shareholder withholds authority to vote for such director nominee in any proxy granted by such shareholder in accordance with instructions contained in the proxy statement or accompanying proxy card circulated for the meeting of shareholders at which the election of directors is to be held. The Nominating and Corporate Governance Committee will then promptly evaluate all relevant factors relating to the election results, including, but not limited to: (i) the underlying reasons why a majority of affirmative votes was not received (if ascertainable), (ii) the director’s background, experience and qualifications, (iii) the director’s length of service on the Board and contributions to the Company, and (iv) whether the director’s service on the Board is consistent with applicable regulatory requirements, listing standards, the Company’s Corporate Governance Principles and the corporate governance guidelines of independent advisory firms such as Institutional Shareholder Services. Subject to any applicable legal or regulatory requirements, the Nominating and Corporate Governance Committee shall, within ninety (90) days of the date on which certification of the stockholder vote is made, decide whether to accept the resignation, reject the resignation or, if appropriate, conditionally reject the resignation and retain the director in office only if the underlying causes of the withheld votes can be promptly and completely cured. A full explanation of the Nominating and Corporate Governance Committee’s decision will be promptly publicly disclosed in a periodic or current report filed with the Securities and Exchange Commission. Any director who tenders his or her resignation pursuant to this principle and any non-</p>

<sup>211</sup> 2005 non-binding majority proposal from the UBCJA received support from 60.5% of votes cast, per Georgeson Shareholder. See Georgeson Review at 23. The UBCJA also submitted a non-binding majority proposal for 2006. See Majority Vote or Pfizer and definitive proxy statement filed on Apr. 18, 2006 at 37-39. According to the Current Report on Form 8-K filed on May 31, 2006, immediately prior to the May 24, 2006 annual meeting at which the UBCJA’s 2006 proposal was to be voted on, the board adopted the bylaw provision described above, which was intended to incorporate the existing majority vote policy into the company’s bylaws. The Current Report on Form 8-K also indicated that no proponent was present at the 2006 annual meeting to present the UBCJA proposal, and that the proposal was therefore never formally acted upon. At the 2007 annual meeting, approximately 45% of the votes cast with respect to incumbent director Roy J. Zuckerberg were “withheld” votes. See Quarterly Report on Form 10-Q filed on Aug. 1, 2007 at 60.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>independent director will not participate in the deliberations and decisions made hereunder. The foregoing guidelines will be summarized or included in the Company's annual proxy statement. In addition, a director shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee if such director's principal occupation or business association changes substantially during his or her tenure as a director. The Nominating and Corporate Governance Committee will recommend to the Board the action, if any, to be taken with respect to any such resignation tendered to the Nominating and Corporate Governance Committee for consideration.</p> <p><u>9/13/05 Version of Policy:</u></p> <p>If, in any uncontested election of directors of the Company, a director nominee has a greater number of votes "withheld" from his or her election than votes cast "for" his or her election, such director nominee shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. A vote will be considered "withheld" from a director nominee if a shareholder withholds authority to vote for such director nominee in any proxy granted by such shareholder in accordance with instructions contained in the proxy statement or accompanying proxy card circulated for the meeting of shareholders at which the election of directors is to be held. . . .The Nominating and Corporate Governance Committee will recommend to the Board the action, if any, to be taken with respect to any such resignation tendered to the Nominating and Corporate Governance Committee for consideration.</p>
<p>Manor Care, Inc. <sup>212</sup> (2/20/07 Bylaw and 2/07 Policy, replacing 3/06 Policy)</p>	<p>Bylaw and Policy</p>	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p>Section 1. Number of Directors; Qualifications. The Board of Directors shall consist of nine (9) directors. The number of directors may be changed from time to time, within a minimum of one (1) and a maximum of fifteen (15) directors, by a majority of the directors then in office. The directors need not be stockholders. Except as provided in the Certificate of Incorporation or in Sections 2 or 3 of this Article III, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present; provided, that, if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that, of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors, the number of shares voted "for" a director must exceed the number of votes cast "against" that director. Each director elected shall hold office until such director's successor is duly elected and qualified or until such director's earlier death, retirement, resignation, or removal.</p> <p>ARTICLE VI</p> <p>These By-laws may be altered, amended or repealed or new By-laws may be adopted by the stockholders or by the Board of Directors at any regular meeting of the stockholders or of the Board of Directors or at any special meeting of the stockholders or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new By-laws is contained in the notice of such special meeting. The power of the Board of Directors to adopt, amend or repeal these By-laws shall not divest or limit any power of the stockholders under the Delaware General Corporation Law or other applicable law, the Certificate of Incorporation or these By-laws to adopt, amend or repeal these By-laws. Notwithstanding the foregoing, none of Sections 1, 2, 3 or 11 of Article III of these By-laws or this Article VI may be amended (whether through amendment, repeal or restatement of these By-laws or adoption of new By-laws) without the approval of either (1) a majority of the members of the then-appointed Board of Directors or (2) the holders of majority in voting power of the stock of the Corporation issued and outstanding and entitled to vote thereon.</p>

<sup>212</sup> The Carlyle Group entered into an agreement to acquire Manor Care, Inc. pursuant to a transaction expected to close in the fourth quarter of 2007. Press Release, Manor Care, Inc. (Jul. 2, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>2/20/07 Amended Policy:</u></p> <p>12. Majority Vote Policy</p> <p>The Company's by-laws provide for the election of directors in an uncontested election by the vote of the majority of the votes cast with respect to each director. A "majority of the votes cast" means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director. In a contested election, the by-laws provide for the election of directors by the vote of a plurality of the shares represented and entitled to vote.</p>
		<p>If a nominee for director in an uncontested election does not receive a majority of the votes cast for that director, the director shall offer to tender his or her resignation to the Board. The Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. If each member of the Governance Committee does not receive a majority of the votes cast at the same election, then the independent directors who did receive a majority of the votes cast shall appoint a committee of independent directors to consider the resignation offers and recommend to the Board whether to accept or reject them, or whether other action should be taken. The Board will act on the Governance Committee's or, as appropriate, such other committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. Any director who tenders his or her resignation in accordance with this policy will not participate in the Board's decision.</p> <p>If a vacancy occurs on the Board as a result of the application of this policy, such vacancy shall be filled in accordance with Article III, Section 3 of the by-laws.</p> <p><u>3/06 Version of Policy:</u></p> <p>The company's by-laws provide for the election of directors by a plurality of the votes cast. This provision may permit a nominee, in an uncontested election, to be elected as a director even though he or she receives a greater number of "withheld" votes than "for" votes. The "withheld" votes may result from a variety of circumstances, some of which may be protest votes not specifically directed at the nominee but instead directed at some action or inaction of the company or a committee on which the director serves. In other situations, the "withheld" votes may actually reflect some dissatisfaction with the nominee. Under these circumstances, the Board of Directors believes that it would be prudent to require that any nominee for director, including incumbent directors, agree in advance of such nomination to submit his or her resignation from the Board in the event that the nominee does not receive a majority of the votes cast in the election. The tendering resignation would then permit the remaining directors to determine whether acceptance of the resignation would be in the best interests of the stockholders. The following procedures will apply:</p> <ol style="list-style-type: none"> <li>1) Each nominee for director (including any nominee who is an incumbent director) shall agree in advance of such nomination to abide by the Majority Vote Policy in the event the policy is triggered by the outcome of the election.<sup>213</sup></li> <li>2) In an uncontested election, any nominee for director who receives a greater number of votes "withheld" for his or her election than votes "for" such election ("Majority Withheld Vote") shall promptly tender his or her resignation following certification of the stockholder vote.</li> <li>3) The Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Governance Committee's recommendation within 90 days following certification of the stockholder vote.</li> <li>4) The Board will promptly disclose its decision whether to accept the director's resignation offer (and the reason for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that company press releases typically are disseminated.</li> </ol>

<sup>213</sup> This language seems intended to address concerns as to the enforceability of the resignation policy. However, unlike the generation of resignation policies which began to appear in Sep. 2006, it does not mandate that a nominee tender a conditional resignation as a condition to being nominated.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>5) Any director who tenders his or her resignation pursuant to this provision shall not participate in the Governance Committee's consideration or the Board action regarding whether to accept the resignation offer. If each member of the Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee of independent directors to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>6) If a vacancy occurs on the Board as a result of the application of this policy, such vacancy shall be filled in accordance with Article III, Section 3 of the by-laws.</p>
Marathon Oil Corporation <sup>214</sup> (10/25/06)	Bylaw (including director resignation policy)	<p>Except as otherwise provided in the Certificate of Incorporation, each director shall be elected by the vote of a majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present; provided, however, that the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors if, in connection with such meeting (i) the Secretary of the Corporation shall have received a notice that a stockholder has nominated a person for election to the Board in compliance with the advance-notice requirements for stockholder nominees for director set forth in Section 1.3 and (ii) such nomination shall not have been withdrawn by such stockholder on or prior to the day next preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders of the Corporation. If directors are to be elected by a plurality of the votes cast pursuant to the provisions of the immediately preceding sentence, stockholders shall not be provided the option to vote against any one or more of the nominees, but shall only be provided the option to vote for one or more of the nominees or withhold their votes with respect to one or more of the nominees. For purposes hereof, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director. (Accordingly, abstentions will not be taken into account for this purpose.)</p> <p>If an incumbent director who is nominated for re-election to the Board does not receive sufficient votes "for" to be elected in accordance with Section 1.7, that incumbent director shall promptly tender his or her resignation to the Board. The Corporate Governance and Nominating Committee of the Board (the "Corporate Governance and Nominating Committee") shall make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board shall act on the tendered resignation, taking into account the Corporate Governance and Nominating Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation within 90 days from the date of the certification of the election results. The Corporate Governance and Nominating Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation should not participate in the recommendation of the Corporate Governance and Nominating Committee or the decision of the Board with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board, such director shall continue to serve until the next annual meeting of the stockholders of the Corporation and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board pursuant to this Section 6.7, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article Seventh of the Certificate of Incorporation or may decrease the size of the Board pursuant to the provisions of Section 2.1.</p>

<sup>214</sup> 2005 non-binding majority proposal from the UBCJA received support from 51.7% of votes cast, per Georgeson Shareholder. See Georgeson Review at 23. The UBCJA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 6, 2006 at 25-26. The proposal received support from 67.7% of votes cast, per ISS. See Growing Support. Thereafter, the company adopted the bylaw set forth above. The 2006 proxy statement also contained a management proposal to declassify the board and a stockholder simple majority proposal. See definitive proxy statement at 21-22 and 27-28. Both proposals passed. See Quarterly Report on Form 10-Q filed on Aug. 8, 2006 at 37. In response to stockholder approval of the 2006 simple majority proposal, the definitive proxy statement filed on Mar. 13, 2007 included a management proposal to eliminate supermajority vote provisions in the company's charter and bylaws at 32-33. The 2007 management proposal passed. See Quarterly Report on Form 10-Q filed on May 7, 2007 at 28 and Exhibit 3.1 to the Current Report on Form 8-K filed on Apr. 25, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Marriott International, Inc. <sup>215</sup> (8/16/06)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>In the election of directors at a meeting of the shareholders at which a quorum is present, each director shall be elected by the vote of the majority of the votes cast; provided, that if the number of nominees exceeds the number of directors to be elected, the directors, not exceeding the authorized number of directors as fixed by the Board of Directors in accordance with the Bylaws, receiving the greatest number of votes of the shareholders entitled to vote thereon, present in person or by proxy, shall be the directors for the term as set forth in the Certificate of Incorporation. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director nominee exceeds the number of shares voted “against” that nominee. If a sitting director is not elected, the director shall offer to tender his or her resignation to the Board. The Nominating and Corporate Governance Committee (or comparable committee of the Board) will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results. Unless all directors have tendered their resignations pursuant to this Section 3.4, the director(s) who tender(s) his, her or their resignation(s) will not participate in the Board vote. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected thereafter at a special meeting of the shareholders called for that purpose in the manner provided in these Bylaws.</p> <p><u>Policy:</u></p> <p>Marriott’s amended Bylaws provide for majority voting in the election of directors. If a director is not elected, then pursuant to the Bylaws the director shall offer to tender his or her resignation to the Board, the Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken, the Board will act on the Nominating and Corporate Governance Committee’s recommendation and will then promptly disclose its decision on whether to accept the director’s resignation offer. When announcing that decision, the Board will also publicly describe its decision-making process. If the Board accepts a director’s resignation pursuant to this process, the Nominating and Corporate Governance Committee shall recommend to the Board whether to fill such vacancy or reduce the size of the Board.</p>
Marsh & McLennan Companies, Inc. <sup>216</sup> (12/14/06 Bylaw and Policy, replacing 12/16/05 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>SECTION 7. <u>Voting.</u></p> <p>(A) <u>General.</u> . . . Elections of directors at a meeting of stockholders shall be decided as provided in paragraph (B) of this Section 7. All other questions at a meeting of stockholders shall be decided by the vote of the majority of the shares present in person or represented by proxy at the meeting of stockholders and entitled to vote on the subject matter, except as otherwise provided by the Restated Certificate of Incorporation or applicable law or regulation.</p>

<sup>215</sup> 2005 non-binding majority proposal from the SMWIA received support from 38.6% of votes cast, per Georgeson Shareholder. See Georgeson Review at 23. The SMWIA also submitted a non-binding majority proposal for 2006. As indicated on page 34 of the definitive proxy statement filed on Mar. 22, 2006, the board recommended that the stockholders vote in favor of the proposal from the SMWIA. The Quarterly Report on Form 10-Q filed on Jul. 19, 2006 indicated on page 51 that the proposal was supported by more than 95% of the votes cast (excluding abstentions).

<sup>216</sup> 2005 non-binding majority proposal from the UBCJA received support from 49.3% of votes cast, per Georgeson Shareholder. See Georgeson Review at 23. The UBCJA also submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Mar. 30, 2006 at 50-51. The 2006 proposal received support from 46% of votes cast, per ISS. See Growing Support. See also Marsh & McLennan Companies, Inc., 2006 Annual Meeting of Stockholders, May 18, 2006: Official Business. Thereafter, the company adopted the majority vote bylaw and amended policy set forth above. ISS reported that the UBCJA had submitted a binding majority proposal for 2007 which was subsequently withdrawn. See 2007 Preview. The company is included in CalPERS 2007 annual focus list of underperforming companies. Press Release, CalPERS, (Mar. 15, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(B) <u>Director Elections</u>. A nominee for director shall be elected to the Board of Directors if the number of votes cast “for” such nominee’s election exceeds the number of votes cast “against” nominee’s election (for purposes of this calculation, abstentions and “broker non-votes” with respect to a nominee’s election, although counting for quorum purposes, shall not be included in the total number of votes cast or be counted as votes cast); <u>provided, however</u>, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which the number of director nominees exceeds the number of directors to be elected (a “contested election”). A contested election shall be deemed to exist at any meeting of stockholders for which (i) the Secretary receives notice, in compliance with the requirements of Section 10 of this Article II, that a stockholder has nominated a person for election to the Board of Directors and (ii) such nomination has not been withdrawn by such stockholder on or prior to the fifth (5<sup>th</sup>) day preceding the day on which the Corporation first mails to stockholders the notice of such meeting. At a meeting of stockholders at which directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to cast votes “against” any nominees.</p> <p>SECTION 10. <u>Stockholder Nominations of Directors</u>. Only persons who are nominated in accordance with the procedures set forth in this Section 10 shall be eligible for election as directors at a meeting of stockholders. . .</p> <p>To be eligible to be a stockholder nominee for election as a director of the Corporation, a person must deliver in writing (in accordance with the time periods prescribed above for delivery of notice of a stockholder nomination for director) to the Secretary at the principal executive offices of the Corporation a representation as to whether the person: (i) intends, if elected as a director, to tender promptly to the Board of Directors an irrevocable resignation effective upon (x) his or her failure to receive the required vote for re-election at the next meeting of stockholders of the Corporation at which he or she would face re-election and (y) acceptance of such resignation by the Board of Directors, in accordance with a publicly disclosed policy adopted by the Board of Directors in this regard . . . .</p> <p><u>12/14/06 Amended Version of Policy:</u></p> <p><b>3. Implementation of Director Election Voting Standard.</b> MMC’s Bylaws provide that in an election of directors for which the number of nominees does not exceed the number of directors to be elected, a director nominee must receive more votes cast “for” than “against” his or her election in order to be elected to the Board. In connection with the implementation of this majority voting standard for director elections, the Board has adopted the policies set forth in paragraphs (a) through (c) below.</p> <p>(a) An incumbent director who fails to receive the required number of votes for re-election at a meeting of stockholders shall offer to resign. In addition, the Board shall nominate for election at a meeting of stockholders only director candidates who agree to tender to the Board, promptly following their election, an irrevocable resignation that will be effective upon (i) such director’s failure to receive the required number of votes for re-election at the next meeting of stockholders at which he or she faces reelection and (ii) the Board’s acceptance of such resignation. The Board shall fill director vacancies and new directorships only with candidates who agree to tender such an irrevocable resignation promptly upon being seated on the Board.</p> <p>(b) Following a meeting of stockholders at which an incumbent director who was a nominee for re-election does not receive the required number of votes for reelection, the Directors and Governance Committee, considering any factors and information it deems relevant, shall make a recommendation to the Board as to whether to accept or reject such director’s resignation. Within 90 days following the certification of the election results, the Board, taking into account the recommendation of the Directors and Governance Committee and any other factors and information it deems relevant, shall decide whether to accept or reject the director’s resignation and shall publicly disclose that decision and its rationale in a press release and/or filing with the Securities and Exchange Commission. The director whose resignation is under consideration shall abstain from participating in the deliberations and decisions of the Directors and Governance Committee and the Board.</p> <p>(c) If the Board accepts a director’s resignation, the Directors and Governance Committee will recommend to the Board whether to fill the resultant vacant Board seat or reduce the size of the Board. If the Board rejects a director’s resignation, such director shall, in accordance with Delaware law, continue in office until the next annual meeting of stockholders and until his or her successor is duly elected and qualified.</p> <p>The provisions of this Section E.3 will be summarized or included in each MMC proxy statement relating to an election of directors.</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>12/16/05 Version of Policy:</u></p> <p>In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Directors and Governance Committee will promptly consider the resignation tendered by a director receiving a Majority Withheld Vote, and will recommend to the Board whether to accept or reject it. In considering whether to recommend acceptance or rejection of the tendered resignation, the Directors and Governance Committee will consider all factors deemed relevant by its members, including, without limitation: any stated reasons that shareholders “withheld” votes for election from such director; whether it is possible to maintain such director on the Board and cure the underlying cause(s) of such “withheld” votes; such director’s qualifications and length of service on the Board; such director’s contributions to MMC; and the other provisions of these Guidelines for Corporate Governance.</p> <p>The Board will act on the Directors and Governance Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting at which the Majority Withheld Vote occurred. In considering such recommendation, the Board will consider the factors considered by the Directors and Governance Committee and such additional information and factors as the Board believes to be relevant. Following the Board’s decision on the Directors and Governance Committee’s recommendation, MMC will promptly publicly disclose the Board’s decision whether to accept or reject the tendered resignation (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Directors and Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation will not participate in the Directors and Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Directors and Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote (or who were not standing for election) will appoint a Board committee among themselves solely for the purpose of considering the tendered resignations, and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a Majority Withheld Vote (or who were not standing for election).</p> <p>The foregoing provisions of these Guidelines for Corporate Governance will be summarized or included in each MMC proxy statement relating to an election of directors.</p>
Marshall & Ilsley Corporation (2/16/06)	Policy	<p>Any nominee for director in an uncontested election (i.e., an election in which the only nominees are those recommended by the Board of Directors) who receives a greater number of votes “withheld” from his or her election than votes “for” such election will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee will promptly consider the tendered resignation offer and recommend to the Board whether to accept or reject it. In considering whether to accept or reject the tendered resignation, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by its members including, without limitation, the stated reasons why shareholders “withheld” votes for election from the director, the length of service and qualifications of the director, the director’s contributions to the Corporation and the Corporation’s Corporate Governance Guidelines.</p> <p>The Board will act on the Nominating and Corporate Governance Committee’s recommendation no later than 90 days following the tender of the director’s resignation. In considering the Nominating and Corporate Governance Committee’s recommendation, the Board will consider the factors considered by the Nominating and Corporate Governance Committee and any additional information and factors that the Board believes to be relevant. Within four business days after the Board’s decision whether to accept or reject the tendered resignation, the Corporation will disclose the Board’s decision (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission. If the Board is unable to timely reach a decision, it shall promptly disclose the reasons therefor. The Board may also elect to delay acceptance of a tendered resignation for a specified period to provide the Board with an opportunity to address the underlying shareholder concerns, to recruit a new director, or for any other</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>reasons it deems appropriate.</p> <p>If one or more directors' resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. If the Board does not accept one or more such resignations, it may elect to address the stated reasons why shareholders "withheld" votes for election from the director or directors at issue or take such other actions as the Board deems appropriate and in the best interests of the Corporation and its shareholders.</p> <p>No director who tenders his or her resignation pursuant to this provision will participate in the Nominating and Corporate Governance Committee recommendation or the Board consideration of whether to accept the tendered resignation. If a majority of the members of the Nominating and Corporate Governance Committee have tendered their resignations pursuant to this provision in connection with the same election, then the independent directors who are on the Board who did not receive a greater number of votes "withheld" than votes "for" their election (or who were not standing for re-election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This committee may, but need not, consist of all of the independent directors who did not receive a greater number of votes "withheld" from their election than votes "for" their election or who were not standing for re-election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Corporation.</p>
Martek Biosciences Corporation <sup>217</sup> (9/21/06)	Bylaw (including director resignation policy)	<p>Except as provided in the next sentence and Article VIII, a majority of votes cast at a meeting at which a quorum is present is sufficient to approve any matter that comes before the meeting. Except as provided in Section 3 of Article II of these By-laws or as otherwise required by law or by the Certificate of Incorporation, each director shall be elected by a majority of votes cast with respect to the director at any meeting at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, directors shall be elected by the vote of a plurality at a meeting at which a quorum is present. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed 50% of the votes cast with respect to that director. . . .</p> <p>Any incumbent director who is nominated for election by the Board of Directors or a committee thereof shall, as a condition to such nomination submit a conditional and, in the case of an uncontested election, irrevocable letter of resignation to the Chairman of the Board. If a nominee who is already serving as a director is not elected, the Nominating and Corporate Governance Committee shall promptly consider the conditional resignation of such nominee and recommend to the Board whether to accept the resignation or reject it. The Board shall take action with respect to the Committee's recommendation and publicly disclose its decision and the rationale behind it no later than 90 days following the certification of the election results. The director whose resignation is being considered will not participate in the Board's decision.</p>
Masco Corporation <sup>218</sup> (2/6/07)	Bylaw (including director resignation policy)	<p>ARTICLE II</p> <p>Section 2.01. Qualifications and Number; Term; Vacancies. A Director need not be a stockholder, a citizen of the United States, or a resident of the State of Delaware. The number of Directors constituting the entire Board shall be not less than five nor more than twelve, the exact number of Directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the entire Board of Directors. The Directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of Directors constituting the entire Board of Directors. Directors shall be nominated and serve for such terms, and vacancies shall be filled, as provided in the Certificate of Incorporation. Directors may be removed only for cause.</p> <p>A nominee for Director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast</p>

<sup>217</sup> The resignation language in Martek Biosciences Corporation's bylaw is of a type that began to appear in bylaws in Sep. 2006. Management presented a 2007 charter amendment proposal to declassify the board and eliminate certain stockholder supermajority vote requirements therein. See definitive proxy statement filed on Feb. 12, 2007 at 17. The proposal passed. See Item 3.03 of the Current Report on Form 8-K filed on Apr. 26, 2007.

<sup>218</sup> The majority vote bylaw for Masco Corporation provides that a tendered resignation will be accepted "absent a compelling reason," which is a standard that was first utilized by General Electric Company.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>against such nominee’s election with absentions [sic] ignored for these purposes; provided, however, that at a contested election meeting, Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of Directors. For purposes of this Section 2.01, a “contested election meeting” is any annual meeting of stockholders for which (a) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 1.05 hereof, and (b) such nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date the Corporation first gives notice of such meeting to the stockholders, as required by Section 1.04 hereof.</p> <p>The Board of Directors shall not nominate for election as Director any candidate who has not agreed to tender, promptly following the annual meeting at which he or she is elected as director, an irrevocable resignation that will be effective upon (a) the failure to receive the required number of votes for reelection at the next annual meeting of stockholders at which he or she faces reelection, and (b) acceptance of such resignation by the Board of Directors. In addition, the Board of Directors shall not fill a Director vacancy or newly created directorship with any candidate who has not agreed to tender, promptly following his or her appointment to the Board, the same form of resignation.</p> <p>If a Director nominee fails to receive the required number of votes for reelection, the Board of Directors (excluding the Director in question) shall, within 90 days after certification of the election results, decide whether to accept the Director’s resignation. Absent a compelling reason for the Director to remain on the Board of Directors, the Board shall accept the resignation. The Board of Directors shall promptly disclose its decision and, if applicable, the reasons for rejecting the resignation in a filing with the Securities and Exchange Commission.</p>
Mattel, Inc. <sup>219</sup> (effective 5/21/07)	Bylaw (including director resignation policy)	<p>ARTICLE I</p> <p>Section 7. <u>Proxies and Voting.</u></p> <p>At any meeting of the stockholders, every stockholder entitled to vote may vote in person or by proxy in accordance with the procedure established for the meeting.</p> <p>Each holder of common stock shall have one vote for every share of common stock entitled to vote which is registered in his name on the record date for the meeting, except as otherwise provided herein or required by law. In an uncontested election, each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this Bylaw, a majority of votes cast shall mean that the number of votes cast “for” a director’s election exceeds 50% of the total number of votes cast with respect to that director’s election. Votes cast shall include votes “for,” “against” or to withhold authority in each case and exclude abstentions with respect to that director’s election. In cases where the number of nominees exceeds the number of directors to be elected, each director to be elected by stockholders shall be elected by the vote of a plurality of the votes cast at any meeting for the election of directors at which a quorum is present. . . .</p> <p>Section 10. <u>Nomination for Election to Board.</u></p> <p>Only persons who are properly nominated in accordance with the procedures set forth in these Bylaws shall be eligible for election as directors. Nominations of persons for election to the Board of Directors of the corporation may be made at a meeting of stockholders or any adjournment thereof (i) by or at the direction of the Board of Directors or (ii) by any stockholder of the corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section 10. Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely and complete notice in writing to the Secretary of the corporation. . . . Such stockholder’s notice shall be complete provided it . . . (c) with respect to each nominee for election or reelection to the Board of Directors, includes the completed and signed questionnaire, representation and agreement required by this Section 10 (as described below). Compliance by a stockholder with the notice provisions and other requirements in this Section 10 shall not create a duty of the corporation to include the stockholder’s nominee in the corporation’s proxy statement or proxy if the stockholder’s nominee is not nominated by the Board of Directors, and the corporation shall retain any discretion it has to omit the nominee from the corporation’s proxy statement and proxy.</p>

<sup>219</sup> Management proposed eliminating cumulative voting provisions from the charter of Mattel, Inc. “to facilitate” board adoption of a majority vote bylaw.” See definitive proxy statement filed on Apr. 12, 2007 at 95-97. In discussing the proposal, the company stated that the board “views cumulative voting as inconsistent with a majority vote standard for

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>To be eligible to be a nominee for election or reelection as a director of the corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under this Section 10) to the Secretary at the principal executive offices of the corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) will abide by the requirements pertaining to directors in these Bylaws, . . . and (D) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the corporation, and will comply with the provisions of the corporation's Board of Directors Amended and Restated Guidelines on Corporate Governance and the corporation's Code of Conduct that apply to directors of the corporation.</p> <p>ARTICLE II</p> <p>Section 3. <u>Resignation.</u></p> <p>If a nominee for director who is an incumbent director is not elected at a meeting of stockholders and no successor has been elected at such meeting, the director shall tender his or her resignation to the Board of Directors promptly following the certification of the election results by the inspector of elections. The Governance and Social Responsibility Committee shall make a recommendation to the Board of Directors as to whether or not to accept the tendered resignation. The Board of Directors shall make the decision as to whether or not to accept the tendered resignation, taking into account the Governance and Social Responsibility Committee's recommendation. The Board's decision regarding the tendered resignation, and the rationale behind the decision, shall be disclosed in a Public Announcement (as defined in ARTICLE I, Section 9) within 90 days from the date of the certification of the election results by the inspector of elections. The Governance and Social Responsibility Committee in making its recommendation, and the Board of Directors in making the decision, may consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Governance and Social Responsibility Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this Bylaw, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of ARTICLE II, Section 2 or may decrease the size of the Board of Directors pursuant to the provisions of ARTICLE II, Section 1.</p>
MBIA, Inc. <sup>220</sup> (5/30/07 Bylaw and 5/3/07 Policy)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>Section 2.04. <u>Election and Term of Directors.</u> Except as otherwise provided in Section 2.14 of these By-Laws, the Directors shall be elected at each Annual Meeting of the shareholders to hold office until the next Annual Meeting of shareholders. Each Director shall hold office for the term for which he or she is elected and until such director's successor has been duly elected and qualified, or until a earlier death, resignation, removal or a court order stating that by reason of incompetency or any other lawful cause, he or she is no longer a Director in office. If the Annual Meeting for the election of Directors is not held on the date designated therefor, the Directors shall cause the meeting to be held as soon thereafter as convenient. Except as otherwise required by applicable law or the Certificate of Incorporation, (i) in a contested director election where the number of nominees exceeds the number of directors to be elected, each Director shall be elected by a plurality of the votes cast "for" his or her election at a meeting of shareholders at which a quorum is present in person or by proxy and entitled to vote in the election; (ii) in all</p>

the election of directors." See definitive proxy statement filed on Apr. 12, 2007 at 95. As to cumulative voting generally, see Note 66. The charter amendment was approved by the stockholders at the 2007 annual meeting. See Item 5.03 of the Current Report on Form 8-K filed on May 21, 2007 and Quarterly Report on Form 10-Q filed on Aug. 3, 2007 at 43. Item 5.03 of the Current Report on Form 8-K filed on May 21, 2007 also indicated that the board added provisions to the Amended and Restated Governance and Social Responsibility Committee Charter to direct that Committee "to consider and make a recommendation to the Board with respect to any incumbent director's tendered resignation."

<sup>220</sup> The requirement that a board accept a tendered resignation absent a "compelling reason" was first utilized by General Electric Company. MBIA, Inc. is the only company to have provided in its majority vote policy that the recommendation of the CEO be considered by the board committee reviewing a tendered resignation.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>other elections, each Director shall be elected by a majority of the votes cast “for” his or her election at a meeting of shareholders at which a quorum is present in person or by proxy and entitled to vote in the election. Any incumbent nominee for Director who, in an uncontested director election, fails to receive a majority of votes cast “for” his or her election shall tender his or her resignation no later than five (5) business days after the date of the certification of the election results and, no later than ninety (90) days from such certification, the Board shall accept such resignation absent a compelling reason. [Sections 33-712, 33-737, 33-739]</p> <p><u>Policy:</u></p> <p>5. <u>Election of Directors</u></p> <p>Any resignation tendered by a director in accordance with Section 2.04 of the MBIA By-Laws will be reviewed by the Nominating/Governance Committee, with a recommendation from the CEO, for the purposes of making a recommendation to the Board on whether a compelling reason exists for not accepting such resignation. In considering whether a compelling reason exists for not accepting the tendered resignation, the Committee will consider all factors deemed relevant to its members. The independent members of the Board will take action on the Nominating/Governance Committee’s recommendation within 90 days following the submission of the director’s resignation. In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be appropriate and, absent a compelling reason, shall accept the resignation.</p> <p>Any director who tenders his or her resignation as set forth above will not participate in the Nominating/Governance Committee recommendation or Board action relating to the resignation. If a majority of the Committee or Board members tender their resignations, then the remaining independent directors will consider such resignations and recommend action to the disinterested members of the Board. If no director receives a majority of the votes for his or her election, the three directors receiving the greatest number of votes for his or her election shall review and consider the resignations tendered by the other directors for purposes of this provision and shall not be required to resign unless and until new independent directors are elected to the Board.</p>
McCormick & Company, Incorporated <sup>221</sup> (6/27/06)	Bylaw (including director resignation policy)	<p>Except as provided in Section 21 of these By-Laws or as otherwise required by law or the Charter, each Director shall be elected by the vote of a majority of the votes cast with respect to the Director at any meeting for the election of Directors at which a quorum is present, provided that if the number of nominees exceeds the number of Directors to be elected, the Directors shall be elected by the vote of a plurality at the meeting at which a quorum is present.</p> <p>If a nominee who is already serving as a Director is not elected, the Director shall offer to tender his or her resignation to the Chairman of the Board following certification of the shareholder vote. The Nominating/Corporate Governance Committee shall promptly consider the resignation and recommend to the Board whether to accept the tendered resignation or reject it. The Board shall take action with respect to the Committee’s recommendation and publicly disclose its decision and the rationale behind it no later than 90 days following the certification of the election results. The Director who tenders his or her resignation will not participate in the Board’s decision.</p>
McDermott International, Inc. <sup>222</sup> (Preexisting Bylaw and 1/24/07 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Section 5. . . .</p> <p>In all other matters arising at stockholders’ meetings, a majority of the voting power of the shares of the outstanding capital stock of the Company present in person or represented by proxy at the meeting shall be necessary and sufficient for the transaction of any business, except where some larger percentage is affirmatively required by law or by the certificate of incorporation.</p>

<sup>221</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals. However, the proposal did not appear in the definitive proxy statement filed on Feb. 17, 2006.

<sup>222</sup> McDermott International, Inc. is incorporated in Panama. See Corporation Law of Panama, Law 32 of Feb. 26, 1927. While the company’s majority vote bylaw does not contain a carve-out for contested elections, the recently adopted policy contains such a carve-out. The definitive proxy statement filed on Mar. 30, 2007 contains a management proposal to declassify the board at 46-47. Management’s declassification proposal passed. See Quarterly Report on form 10-Q filed on Aug. 7, 2007 at 31.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p>In an election of directors where the number of director nominees does not exceed the number of directors to be elected, the Board expects any incumbent director nominee who does not receive a “for” vote by a majority of shares present in person or by proxy and entitled to vote on the matter to promptly tender his or her resignation to the Governance Committee. The Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will consider the recommendation and take appropriate action within 120 days from the date of the certification of the election results. The resignation of a director pursuant to this paragraph shall not be effective unless and until it is accepted by the Board.</p>
<p>McDonald’s Corporation<sup>223</sup> (11/9/06)</p>	<p>Bylaw and Policy</p>	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p><u>Section 5 – Voting for Directors</u> – A nominee for Director shall be elected to the Board of Directors if the votes cast for such nominee’s election exceed the votes cast against such nominee’s election; provided, however, that Directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for Director set forth in Section 11 of this Article II; and (ii) such nomination has not been withdrawn by such stockholder on or prior to the tenth (10th) day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders. If Directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee.</p> <p><u>Section 6 – Submission of Information by Director Nominees</u> – To be eligible to be a nominee for election or re–election as a Director of the Corporation, a person must deliver to the Secretary at the principal executive offices of the Corporation the following information:</p> <p>(i) a statement whether such person, if elected or re–elected as a Director, intends to tender, promptly following such person’s election or re–election, an irrevocable resignation effective upon such person’s failure to receive the required vote for re–election at the next meeting at which such person would face re–election and upon acceptance of such resignation by the Board of Directors, in accordance with a publicly disclosed policy adopted by the Board of Directors in this regard; . . .</p> <p>(iv) a statement whether such person, if elected or re–elected as a Director, intends to comply with all publicly disclosed policies and guidelines of the Corporation with respect to codes of conduct, corporate governance, conflict of interest, confidentiality, stock ownership and trading applicable to Directors of the Corporation.</p> <p>The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent Director of the Corporation or that could be material to a reasonable stockholder’s understanding of the independence, or lack thereof, of such nominee.</p> <p><u>Section 11 - Nomination and Stockholder Business -</u></p> <p>(A) <u>Annual Meetings of Stockholders</u> - (1) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the stockholders at an annual meeting of stockholders may be made (a) pursuant to the Corporation's notice of meeting, (b) by or at the direction of the Board of Directors, or (c) by any stockholder of the Corporation who (i) is a stockholder of record at the time of giving notice provided for in this Section 11 and at the time of the annual meeting of stockholders; (ii) is entitled to vote at the meeting; and (iii) complies with the notice procedures set forth in this Section 11.</p>

<sup>223</sup> ISS reported that the UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals. However, the definitive proxy statement filed by McDonald’s Corporation on Apr. 7, 2006, did not contain such a proposal.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(1) of this Section 11, such business, as determined by the Chairman of the meeting, must be a proper subject for stockholder action under Delaware corporation law, and the stockholder must have given timely notice of such nomination or other business in writing to the Secretary of the Corporation. . . To be in proper form, a stockholder's notice to the Secretary must set forth the following: . . .</p> <p>(c) as to a notice relating to the nomination of a Director, as to each person whom the stockholder and beneficial owner, if any, proposes to nominate for election or re-election as a Director: . . .</p> <p>(iii) all other information required to be submitted by nominees pursuant to Section 6 of this Article II.</p> <p><u>Policy:</u></p> <p><b>17. Director Elections</b> – In accordance with the Company's By-Laws, if none of the Company's shareholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a Director election, or if shareholders have withdrawn all such nominations by the tenth day before the Company mails its notice of meeting to shareholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate only a candidate who agrees to tender, promptly following the annual meeting at which he or she is elected or re-elected as a Director, an irrevocable resignation that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which he or she faces re-election; and (ii) Board acceptance of such resignation. In addition, the Board shall fill a Director vacancy and a new directorship only with a candidate who agrees to tender, promptly following his or her appointment to the Board, the same form of resignation tendered by other Directors in accordance with this provision.</p> <p>If an incumbent Director fails to receive the required vote for re-election, the Governance Committee will act on an expedited basis to determine whether or not to accept the Director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects any Director whose resignation is under consideration to abstain from participating in the Board's deliberation of any Director resignations at that time. The Governance Committee and the Board may consider any factors they deem appropriate and relevant in deciding whether or not to accept a Director's resignation due to his or her failure to receive the required vote for re-election.</p>
The McGraw-Hill Companies, Inc. <sup>224</sup> (1/31/07)	Bylaw (consisting of director resignation policy tied to a plurality standard)	<p>ARTICLE I-A</p> <p>8. If a nominee for director is elected by a plurality of the votes cast for the election of directors, but fails to receive a majority of the votes cast, the director shall promptly tender his or her resignation to the Board of Directors. For purposes of this Article I-A, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election or, in the case where the number of nominees exceeds the number of directors to be elected, cast with respect to the election of one or more directors. Votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that director's election, or, in the case where the number of nominees exceeds the number of directors to be elected, abstentions with respect to the election of all directors. The Nominating and Corporate Governance Committee shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If a</p>

<sup>224</sup> At the 2007 annual meeting, approximately 31% of the votes cast with respect to incumbent directors Pedro Aspe, Robert P. McGraw and Hilda Ochoa-Brillembourg, and approximately 32% of the votes cast with respect to incumbent director Edward B. Rust, Jr., were "withhold" votes. See Quarterly Report on Form 10-Q filed on Jul. 27, 2007 at 45.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>director's resignation is accepted by the Board of Directors pursuant to this Section 8, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article VIII(B) of the Certificate of Incorporation or may decrease the size of the Board of Directors pursuant to the provisions of Article VIII(A) of the Certificate of Incorporation.</p> <p>9. To be eligible to be a nominee for election or reelection as a director of the Company, a person must deliver (in accordance with the time periods prescribed for delivery of notice under this Article I-A) to the Secretary at the principal executive offices of the Company a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) will abide by the requirements of Section 8 of this Article I-A . . . .</p>
McKesson Corporation <sup>225</sup> (1/4/07)	Bylaw (including director resignation policy) and Policy	<p>Bylaw:</p> <p>ARTICLE II</p> <p><b>Section 10. Nominations of Persons for Election to the Board of Directors.</b> In addition to any other applicable requirements, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of stockholders by or at the direction of the Board of Directors, by any nominating committee or person appointed by the Board of Directors or by any stockholder of the Corporation at an annual meeting (i) who is a stockholder of record on the date of the giving of the notice provided for in this Section 10 and on the record date for the determination of stockholders entitled to vote at such annual meeting and (ii) who complies with the notice procedures set forth in this Section 10. . . Such notice must be accompanied by (i) a written consent of each proposed nominee to be named as a nominee and to serve as a director if elected and (ii) a resignation in the form prescribed by Section 3(c) of Article III of these By-Laws.</p> <p>ARTICLE III</p> <p><b>Section 3. Election of Directors.</b></p> <p><b>(a) Majority Voting.</b> Except as provided in paragraph (b) below with respect to Contested Elections, each nominee shall be elected a director by a Majority Vote with respect to that nominee's election at any meeting for the election of directors at which a quorum is present. For purposes of these By-Laws, a "Majority Vote" means that the number of votes cast in favor of a nominee must exceed the number of votes cast against that nominee's election. Abstentions and broker non-votes, if any, will not count as a vote cast with respect to that nominee.</p> <p><b>(b) Contested Elections.</b> Directors shall be elected by a plurality of the votes cast in any Contested Election. For purposes of these By-Laws, a "Contested Election" means an election of directors (i) for which the Secretary of the Corporation has received a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with Section 10 of Article II of these By-Laws, and (ii) such nomination has not been withdrawn at least five days prior to the date the Corporation first mails the notice of meeting for such meeting to stockholders.</p> <p><b>(c) Resignation and Replacement of Unsuccessful Incumbents.</b></p> <p>(i) In order for any person to become a nominee of the Board of Directors for service on the Board of Directors, such person must submit a resignation, contingent (A) on that person not receiving the required vote for re-election, and (B) acceptance of that resignation by the Board of Directors in accordance with policies and procedures adopted by the Board of Directors for such purposes.</p> <p>(ii) A resignation that becomes effective pursuant to subsection (c)(i) of this Section 3 shall provide that it is irrevocable.</p> <p>(iii) The Board of Directors, acting on the recommendation of the Committee on Directors and Corporate Governance, shall within</p>

<sup>225</sup> Concurrently with adopting a majority vote bylaw and policy, the board of McKesson Corporation: (a) terminated the company's poison pill, effective Jan. 31, 2007 and (b) subject to stockholder approval at the 2007 annual meeting, approved charter amendments to declassify the board, eliminate the provision that directors may only be removed for cause and change the number of directors to a range of three to 15 (with the exact number to be determined by resolution of the board). See Current Report on Form 8-K filed on Jan. 8, 2007.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>90 days of receiving the certified results of the stockholder vote pertaining to such election, determine whether to accept the resignation of the unsuccessful incumbent. Absent a determination by the Board of Directors that it is in the best interests of the Corporation for an unsuccessful incumbent to remain as a director, no such person shall be elected by the Board to serve as a director, and the Board shall accept that person's resignation.</p> <p><b>(d) Acceptance of a Director's Resignation.</b> If the Board of Directors accepts the resignation of a director who is an unsuccessful incumbent, or if in a non-Contested Election a nominee for director who is not an incumbent director does not receive a Majority Vote, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Section 4 of Article III of these By-Laws, or may decrease the size of the Board of Directors pursuant to the provisions of Section 2 of Article III of these By-Laws.</p> <p><b>Section 5. Resignations.</b> A director may resign at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect when the resignation is delivered unless the resignation specifies (a) a later effective date or (b) an effective date determined upon the happening of an event or events (including but not limited to a failure to receive the required vote in an election pursuant to Section 3 of Article III of these By-Laws, and the Board of Directors' acceptance of the resignation).</p> <p><u>Policy:</u></p> <p style="padding-left: 40px;">Director Resignation Policy Relating to Majority Voting</p> <p style="padding-left: 40px;">On January 4, 2007, the Board approved a "Resignation Policy Relating to Majority Voting" in connection with the implementation of a majority vote standard in uncontested director elections in place of the plurality vote standard. Such policy is attached as Exhibit A to, and constitutes a part of, these Guidelines.</p> <p style="text-align: center;"><b>RESIGNATION POLICY RELATING TO MAJORITY VOTING</b></p> <p style="padding-left: 40px;">The Amended and Restated By-Laws (the "By-Laws") of McKesson Corporation (the "Corporation") provide that with respect to elections that are not Contested Elections, directors are elected by a Majority Vote. The By-Laws further provide that in order for any person to become a nominee of the Board of Directors for service on the Board of Directors, such person must submit an irrevocable resignation, contingent (A) on that person not receiving the required vote for re-election, and (B) acceptance of that resignation by the Board of Directors in accordance with policies and procedures adopted by the Board of Directors for such purposes. A "Majority Vote" means that the number of votes cast in favor of a nominee must exceed the number of votes cast against that nominee's election. A "Contested Election" means an election of directors (i) for which the Secretary of the Corporation has received a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with Article II, Section 10 of the By-Laws, and (ii) such nomination has not been withdrawn five days prior to the date the Corporation first mails the notice of meeting for such meeting to stockholders.</p> <p style="padding-left: 40px;">After receipt of the certified results of the stockholder vote pertaining to such election, the Committee on Directors and Corporate Governance (the "Committee") will consider the tendered resignation(s) in light of the best interests of the Corporation and its stockholders and will make a recommendation to the Board of Directors concerning the acceptance or rejection of such resignation. In considering whether to accept or reject the tendered resignation, the Committee will consider all factors deemed relevant by the members of the Committee, including, without limitation, (i) the impact of the acceptance of the resignation on stock exchange listing or other regulatory requirements, (ii) the financial impact of the acceptance of the resignation (including, for example, amounts that may become payable under executive compensation or other agreements), (iii) the unique qualifications of the director whose resignation has been tendered (including, for example, whether the director serves on the audit committee of the Board as an "audit committee financial expert" and whether there are one or more other directors qualified, eligible and available to serve on the audit committee in such capacity), (iv) the reasons that the Committee believes are the reasons that stockholders cast votes against the election of such director (including, for example, whether the director was the target of a "vote no" campaign on an illegitimate or wrongful basis), and (v) any alternatives for addressing the reasons for the "against" votes (including, for example, rejection of the resignation coupled with a commitment to seek to address and cure such underlying reasons).</p> <p style="padding-left: 40px;">The Board of Directors will take formal action on the Committee's recommendation no later than 90 days following the receipt of the certified results of the stockholder vote pertaining to such election. In considering the Committee's recommendation, the Board of Directors will consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Board of Directors deems relevant.</p> <p>If the Board of Directors determines to accept the resignation of an unsuccessful incumbent, the Committee will recommend a candidate to the Board of Directors to fill the office formerly held by the unsuccessful incumbent. The Committee, in making this recommendation, and the Board of Directors, in acting on such recommendation, may consider any factors or other information that they determine appropriate and relevant.</p> <p>The Board of Directors expects an unsuccessful incumbent to exercise voluntary recusal from participation in considering and acting upon the recommendation of the Committee on Directors and Corporate Governance or the decision of the Board of Directors with regard to these matters.</p> <p>If a majority of the members of the Committee are unsuccessful incumbents, then the independent directors then serving on the Board of Directors who were elected by a Majority Vote will appoint an ad hoc committee of the Board of Directors from amongst themselves (the "Ad Hoc Committee"), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board of Directors with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Committee and perform the Committee's duties for purposes of this Policy. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three directors would be eligible to serve on it, the entire Board of Directors (other than the director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Committee and without the creation of an Ad Hoc Committee.</p> <p>If all directors are unsuccessful incumbents, the incumbent Board of Directors will nominate a new slate of directors and, within 180 days after the certification of the results of the stockholder vote, hold a special meeting for the purpose of electing a board of directors. In such circumstances, the incumbent Board of Directors will continue to serve until new directors are elected and qualified.</p> <p>Within four business days following acceptance or rejection of the resignation, the Corporation will file a report with the U.S. Securities Exchange Commission on Form 8-K in which it will publicly disclose its decision, together with an explanation of the process by which the decision was made and, if applicable, the Board of Directors' reason or reasons for rejecting the tendered resignation.</p>
McMoRan Exploration Co. (1/30/06)	Bylaw (including director resignation policy)	<p>At each annual meeting of the stockholders they shall elect by a majority of the votes cast, by written ballot, and subject to the voting powers set forth in the Certificate of Incorporation, the successors of the directors whose term expires at such meeting, to hold office until the annual meeting of stockholders held in the year following their election and until their successors are respectively elected and qualified or until their earlier resignation or removal, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by plurality vote. In an uncontested election, any nominee for director who has a majority of votes cast "withheld" from his or her election shall promptly tender his or her resignation to the Board. The Nominating and Corporate Governance Committee will consider the tendered resignation and recommend to the Board whether to accept or reject the resignation. The Board shall act on the Nominating and Corporate Governance Committee's recommendation and publicly disclose its decision within 90 days from the date of the annual meeting of stockholders. Any director who tenders his or her resignation shall not participate in the Nominating and Corporate Governance Committee's recommendation or the Board action regarding whether to accept or reject the tendered resignation. If each member of the Nominating and Corporate Governance Committee fails to be elected at the same election, the independent directors who were elected shall appoint a committee to consider the tendered resignations and recommend to the Board whether to accept or reject them. Any vacancies in the Board resulting from the failed election of a director under this section may be filled by a majority of the directors then in office, although less than a quorum, and each director so elected shall hold office until his or her successor has been elected and duly qualified. Any other proper business may be transacted at the annual meeting.</p>
MDU Resources Group, Inc. <sup>226</sup>	Policy	<p><u>Current Amended Version:</u></p> <p>Any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election shall</p>

<sup>226</sup> Management presented a declassification charter amendment proposal in 2007. See definitive proxy statement filed on Mar. 6, 2007 at 8-9. The proposal passed. See Quarterly Report on Form 10-Q filed on May 8, 2007 at Item 4 of Part II.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(2005?, as amended 2006?)		<p>tender his or her resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee shall promptly recommend to the Board the action to be taken with respect to such resignation considering the factors set forth in the Policy on Majority Voting for Directors, and the Board of Directors shall promptly act upon such recommendation.</p> <p>Prior Version:</p> <p>Any nominee for director who receives a number of votes “withheld” from his or her election greater than a majority of the outstanding shares present in person or represented by proxy and entitled to vote in such election shall tender his or her resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee shall recommend to the Board the action to be taken with respect to such resignation.</p>
MeadWestvaco Corporation <sup>227</sup> (12/22/05)	Policy	<p>In an uncontested election of directors, any director nominee who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will promptly tender his or her resignation to the Chairman of the Board and the Nominating and Governance Committee following certification of the shareholder vote.</p> <p>The Nominating and Governance Committee will promptly consider the resignation submitted by a director receiving a greater number of votes “withheld” from his or her election than votes “for” his or her election, and the Nominating and Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Nominating and Governance Committee will consider all factors deemed relevant by the members of the Nominating and Governance Committee, including, the reasons why shareholders “withheld” votes for election from such director, the length of service and qualifications of the director, the director’s contributions to the company and the MeadWestvaco Corporate Governance Principles.</p> <p>The Board will act on the Nominating and Governance Committee’s recommendation within 90 days following the date of the shareholders’ meeting. In considering the Nominating and Governance Committee’s recommendation, the Board will consider the factors considered by the Nominating and Governance Committee and such additional information deemed relevant by the Board. Following the Board’s decision, the company will promptly disclose the Board’s decision whether to accept the director’s resignation as tendered (including a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the resignation) in a filing with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Nominating and Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Nominating and Governance Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election (or who were not standing for election) will appoint a Board committee solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This policy will be included in each proxy statement relating to an election of directors of the company.</p>

<sup>227</sup> 2005 non-binding majority vote proposal from the UBCJA received support from 48.8% of votes cast, per Georgeson Shareholder. See Georgeson Review at 23. The UBCJA also submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Mar. 22, 2006 at 29-30. MeadWestvaco Corporation sought to exclude this proposal on the grounds that it had been substantially implemented, but the SEC denied no action relief (letter available Jan. 12, 2006). The 2006 proposal received support from 34.3% of votes cast, per ISS. See Growing Support. The definitive proxy statement also included management proposals to declassify the board and provide for the removal of directors by a majority vote. See definitive proxy statement at 26-29. These proposals passed. See Quarterly Report on Form 10-Q filed on May 5, 2006 at 35. An unidentified proponent presented a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 26, 2007 at 40-41. The 2007 proposal received support from approximately 48% of votes cast (including abstentions). See Quarterly Report on Form 10-Q filed on May 8, 2007 at 27.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Media Sciences International, Inc. (11/8/05)	Bylaw (consisting of director resignation) tied to a plurality standard	At the annual election, any director who receives more “withhold” or “against” votes than “for” votes will be required to submit to the Board a letter of resignation for consideration by the Board’s Nominating and Corporate Governance Committee. The Committee would then make a recommendation regarding the resignation to the Board.
Medicis Pharmaceutical Corporation (effective 5/23/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 6. <u>Quorum; Required Stockholder Vote.</u> (a) Except as otherwise provided by law, the Certificate of Incorporation and these By-Laws, a quorum for the transaction of business at any annual or special meeting of stockholders shall exist when the holders of a majority in voting power of the outstanding shares entitled to vote are represented either in person or by proxy at such meeting. When a quorum is once present to organize a meeting, the stockholders present may continue to do business at the meeting or at any adjournment thereof notwithstanding withdrawal of enough stockholders to leave less than a quorum. The holders of a majority in voting power of the shares entitled to vote and represented at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time.</p> <p>(b) Unless otherwise provided in the Certificate of Incorporation, each stockholder shall be entitled to one vote in person or by proxy at every stockholders meeting for each share of capital stock held by such stockholder. All elections and questions presented to the stockholders at a meeting at which a quorum is present shall be decided by the affirmative vote of a majority in voting power of the shares represented at the meeting and entitled to vote on the subject matter, unless otherwise provided by applicable law, the Certificate of Incorporation, these By-Laws, the rules and regulations of any stock exchange applicable to the Corporation or pursuant to any regulation applicable to the Corporation and its securities; provided, however, that directors shall be elected in the following manner:</p> <p>(i) Each director to be elected by the stockholders of the Corporation shall be elected by the affirmative vote of a majority of the votes cast with respect to such director by the shares represented and entitled to vote therefor at a meeting of the stockholders for the election of directors at which a quorum is present (an “Election Meeting”); provided, however, that if the Board of Directors determines that the number of nominees exceeds the number of directors to be elected at such meeting (a “Contested Election”), and the Board of Directors has not rescinded such determination by the record date of the Election Meeting as initially announced, each of the directors to be elected at the Election Meeting shall be elected by the affirmative vote of a plurality of the votes cast by the shares represented and entitled to vote at such meeting with respect to the election of such director.</p> <p>(ii) For purposes of this Section 6(b), a “majority of the votes cast” means that the number of votes cast “for” a candidate for director exceeds the number of votes cast “against” that director (with “abstentions” and “broker non-votes” not counted as a votes cast as either “for” or “against” such director’s election). In an election other than a Contested Election, stockholders will be given the choice to cast votes “for” or “against” the election of directors or to “abstain” from such vote and shall not have the ability to cast any other vote with respect to such election of directors. In a Contested Election, stockholders will be given the choice to cast “for” or “withhold” votes for the election of directors and shall not have the ability to cast any other vote with respect to such election of directors. In the event an Election Meeting involves the election of directors by separate votes by class or classes or series, the determination as to whether an election constitutes a Contested Election shall be made on a class by class or series by series basis, as applicable.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p>According to Item 5.03 of the Current Report on Form 8-K filed on 4/16/07:</p> <p>The Board also adopted a policy in furtherance of the majority voting principles of the Bylaws. Under the Board's policy, in uncontested elections, an <u>incumbent</u> director nominee who does not receive the required votes for re-election is expected to tender his or her resignation to the Board. The Nominating and Governance Committee of the Board, or another duly authorized committee of the Board, will make a determination as to whether to accept or reject the tendered resignation generally within 90 days after certification of the election results of the stockholder vote. The Company will publicly disclose the decision regarding the tendered resignation and the rationale behind the decision in a filing with the Securities and Exchange Commission of a Current Report on Form 8-K</p>
<p>MedImmune, Inc. 228 (2/15/07)</p>	<p>Policy</p>	<p>11. <u>Majority Voting Resignation Policy.</u></p> <p>(a) <u>Policy.</u> In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "<b>Withheld Director</b>") will promptly tender his or her resignation to the Governance Committee following certification of the stockholder vote.</p> <p>(b) <u>Procedures.</u></p> <p>(i) The Governance Committee will promptly consider the resignation submitted by a Withheld Director, and the Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Governance Committee will consider all factors deemed relevant by the members of the Governance Committee including, without limitation, the reasons that the Governance Committee believes are the reasons stockholders "withheld" votes for election from the Withheld Director, the length of service and qualifications of the Withheld Director, the Withheld Director's contributions to the Company, and the Company's Corporate Governance Guidelines.</p> <p>(ii) The Board will act on the Governance Committee's recommendation no later than 90 days following the date of the stockholders' meeting where the election occurred. In considering the Governance Committee's recommendation, the Board will consider the factors considered by the Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Governance Committee's recommendation, the Company will promptly publicly disclose the decision of the Board whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Current Report filed with the Securities and Exchange Commission.</p> <p>(iii) To the extent that one or more Withheld Directors' resignations are accepted by the Board, the Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>(iv) Any director who tenders his or her resignation pursuant to this provision will not participate in the Governance Committee's recommendation or the Board's consideration regarding whether or not to accept the tendered resignation, or in deliberations by either the Governance Committee or the Board with respect to such matter. If the members of the Governance Committee who are also Withheld Directors at the same election constitute a majority of the Governance Committee, then the Board will appoint a Board committee solely for the purpose of considering the tendered resignations and recommending to the Board whether to accept or reject them, <i>provided that</i> Withheld Directors and non-independent members of the Board shall abstain from voting in this matter. This Board committee may, but need not, consist of all of the independent directors who are not Withheld Directors.</p> <p>(v) This policy will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>

<sup>228</sup> MedImmune was acquired by AstraZeneca PLC on Jun. 18, 2007. See Current Report on Form 8-K filed on Jun. 18, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Medtronic, Inc. <sup>229</sup> (6/22/06)	Policy	<p>In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election by shareholders present in person or by proxy at the Annual Meeting of the Shareholders and entitled to vote in the election of directors (“Majority Withheld Vote”), shall tender a written offer to resign from the Board within five business days of the certification of the shareholder vote by the Inspector of Elections.</p> <p>The Corporate Governance Committee shall promptly consider the resignation offer and recommend to the full Board whether to accept it. In considering whether to accept or reject the resignation offer, the Corporate Governance Committee will consider all factors deemed relevant by members of the Corporate Governance Committee, including, without limitation, (i) the perceived reasons why shareholders withheld votes “for” election from the director, (ii) the length of service and qualifications of the director, (iii) the director’s contributions to the Company, (iv) compliance with listing standards, (v) possible contractual ramifications in the event the director in question is a management director, (vi) the purpose and provisions of these principles, and (vii) the best interests of the Company and its shareholders.</p> <p>To the extent that one or more directors’ resignation are accepted by the Board, the Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her offer to resign from the Board pursuant to this provision shall not participate in the Corporate Governance Committee or Board deliberations regarding whether to accept the offer of resignation.</p> <p>The Board will act on the Corporate Governance Committee’s recommendation within 90 days following the certification of the shareholder vote by the Inspector of Elections, which action may include, without limitation, acceptance of the offer of resignation, adoption of measures intended to address the perceived issues underlying the Majority Withheld Vote, or rejection of the resignation offer. Thereafter, the Board will disclose its decision whether to accept the director’s resignation offer and the reasons for rejecting the offer, if applicable, on Form 8-K to be filed with the Securities and Exchange Commission within four business days of the Board’s determination.</p> <p>This process relating to nominees for directors who receive a Majority Withheld Vote will be summarized or included in each proxy statement relating to an election of directors of the Company. The Board believes that this process enhances accountability to shareholders and responsiveness to shareholders votes, while allowing the Board appropriate discretion in considering whether a particular director’s resignation would be in the best interests of the Company and its shareholders.</p>
Mercantile Bankshares Corporation <sup>230</sup> (12/13/05)	Policy	<p>In an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee will promptly consider the resignation submitted by a Director receiving a greater number of votes “withheld” from his or her election than votes “for” his or her election, and the Nominating and Corporate Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Nominating and Corporate Governance Committee including, without limitation, the stated reasons why shareholders “withheld” votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director’s contributions to the Company, and the Company’s Corporate Governance Guidelines.</p> <p>The Board will act on the Nominating and Corporate Governance Committee’s recommendation no later than 90 days following the date of the</p>

<sup>229</sup> The UBCJA submitted a non-binding majority proposal to Medtronic, Inc. for 2006. See definitive proxy statement filed on Jul. 21, 2006 at 32-33. The proposal received support from approximately 45% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Dec. 5, 2006 at 44. Management presented a board declassification proposal at the 2007 annual meeting. See definitive proxy statement filed on Jul. 20, 2007 at 49. The proposal passed. See Exhibit 3.1 to the Quarterly Report on Form 10-Q filed on Sep. 5, 2007.

<sup>230</sup> Mercantile Bankshares Corporation was acquired by The PNC Financial Services Group, Inc. on Mar. 2, 2007. Press Release, The PNC Financial Services Group, Inc. (Mar. 2, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>shareholders' meeting where the election occurred. In considering the Nominating and Corporate Governance Committee's recommendation, the Board will consider the factors considered by the Nominating and Corporate Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Nominating and Corporate Governance Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more Directors' resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. Any Director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Corporate Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Nominating and Corporate Governance Committee received a greater number of votes "withheld" from their election than votes "for" their election at the same election, then the independent Directors who are on the Board who did not receive a greater number of votes "withheld" from their election than votes "for" their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a greater number of votes "withheld" from their election than votes "for" their election or who were not standing for election. This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Mercer International Inc. (3/1/06)	Policy	<p>In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "majority withheld vote") will promptly tender his or her resignation as a director. The Governance and Nominating Committee, without participation by any director so tendering his or her resignation, will consider the resignation offer and recommend to the Board whether to accept it. The Board, without participation by any director so tendering his or her resignation, will act on the Committee's recommendation within 90 days following certification of the shareholder vote. The Company will promptly disclose the Board's decision, and, if the Board rejects the resignation offer, the Board's reasons for that decision. If each member of the Governance and Nominating Committee received a majority withheld vote at the same election, then the independent Directors who did not receive a majority withheld vote will act as a committee to consider the resignation offers and recommend to the Board whether to accept them. This policy shall be disclosed in each proxy statement relating to the election of the Company's directors.</p>
Merck & Co., Inc. <sup>231</sup> (5/17/07)	Charter and Policy	<p><u>Charter:</u> ARTICLE IV: CAPITAL STOCK</p> <p>(B) Common Stock . . .</p> <p>With respect to each matter submitted to a vote of the stockholders, each holder of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. There shall be no cumulative voting. At each election of directors, a nominee for election as a director shall be elected to the Board of Directors if the number of votes cast for such nominee's election exceeds the number of votes cast against such nominee's election; provided that, if at any election of directors, the number of nominees for election as directors exceeds the number of directors to be elected, directors shall be elected by a plurality of the votes cast at such election of directors.</p>

<sup>231</sup> Merck & Co., Inc. previously had cumulative voting. A 2007 management charter amendment proposal set forth in the definitive proxy statement filed on Mar. 12, 2007 at 70-73 specifically contemplated amending the company's charter to replace cumulative voting with majority voting, and described the related majority vote policy set forth above. The accompanying disclosure stated that the board believed that cumulative voting and majority voting are incompatible. Management's charter amendment proposal passed, receiving support from approximately 89% of votes cast (excluding abstentions). See Item 5.03 of the Current Report on Form 8-K filed on May 22, 2007 and Quarterly Report on Form 10-Q filed on Aug. 8, 2007 at 43. As to cumulative voting generally, see Note 66.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p><i>(12) Incumbent Director Resignation Policy</i></p> <p>Under the Company's Restated Certificate of Incorporation, in the case of an uncontested election of directors (that is, the number of nominees for any election of directors does not exceed the number of directors to be elected), a nominee for election as a director shall be elected to the Board of Directors if the number of votes cast for such nominee's election exceeds the number of votes cast against such nominee's election. If an incumbent director who was a nominee for reelection is not reelected in an uncontested election of directors, the incumbent director shall tender his or her resignation promptly following certification of the stockholder vote for consideration by the Committee on Corporate Governance and the Board in accordance with the following procedures.</p> <p>The Committee on Corporate Governance shall promptly consider such tendered resignation and recommend to the Board the action to be taken with respect to such tendered resignation. The recommendation of the Committee may be, among other things, to (i) accept the resignation; (ii) reject the resignation but address what the Committee believes to be the underlying reasons for the failure of the incumbent director to be re-elected; or (iii) reject the resignation. If the Committee recommends that the Board accept the tendered resignation, the Committee shall also recommend to the Board whether to fill the vacancy resulting from the resignation or to reduce the size of the Board.</p> <p>In considering a tendered resignation, the Committee on Corporate Governance is authorized to consider all factors it deems relevant to the best interest of the Company, including (i) what the Committee believes to be the underlying reasons for the failure of the incumbent director to be re-elected, including whether these reasons relate to the incumbent director's performance as a director; whether these reasons relate to the Company or another company; and whether these reasons are curable and alternatives for effecting any cure; (ii) the tenure and qualifications of the incumbent director; (iii) the incumbent director's past and expected future contributions to the Company; (iv) the other Policies of the Board; and (v) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable requirements of the Securities and Exchange Commission, the New York Stock Exchange or any other regulatory or self-regulatory requirements.</p> <p>The Board will act on the recommendation of the Committee on Corporate Governance no later than 90 days following certification of the stockholder vote for the stockholders' meeting at which the incumbent director was not reelected. In considering the Committee's recommendation, the Board is authorized to consider the information and factors considered by the Committee and any additional information and factors as the Board deems relevant to the best interests of the Company. Following the Board's decision, the Company will promptly file a Current Report on Form 8-K or issue a press release describing the Board's decision and providing an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation.</p> <p>Any incumbent director who tenders his or her resignation pursuant to this Policy in connection with an election of directors will not participate in the Committee on Corporate Governance's or the Board's consideration of his or her tendered resignation or, except as provided below, in the consideration of any other resignation tendered pursuant to this Policy in connection with that election of directors; provided that any incumbent director may provide to the Committee and/or the Board any information or a statement he or she deems relevant to the Committee's and/or the Board's consideration of his or her tendered resignation.</p>

The definitive proxy statement filed on Mar. 12, 2007 also included management proposals to: (a) eliminate supermajority vote requirements in the company's charter at pages 63-67 and (b) eliminate supermajority voting requirements imposed under New Jersey law on corporations organized before 1969 at 68-69, as a result of stockholder approval of a 2006 non-binding stockholder proposal to "take each step necessary for a simple majority vote to apply to each issue that can be subject to stockholder vote to the greatest extent possible." Additionally, the definitive proxy statement included a management proposal to amend the charter to limit the size of the board to 18. See definitive proxy statement filed on Mar. 12, 2007 at 70. All of these management proposals, other than the proposal to limit the size of the board, were approved by the stockholders. See Item 5.03 of the Current Report on Form 8-K filed on May 22, 2007.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>In the event that a majority of the members of the Committee on Corporate Governance are required to tender their resignation pursuant to this Policy in connection with an election of directors, then, if the number of independent directors who are not required to tender their resignation in connection with an election of directors is three or greater, the Board shall appoint a committee, which shall be comprised of those independent directors selected by the independent directors from amongst themselves, for the purpose of considering the tendered resignations in accordance with the factors described above, and that committee shall make the recommendation contemplated to be made by the Committee on Corporate Governance to the Board under this Policy.</p> <p>Notwithstanding the foregoing, in the event that the number of independent directors who are not required to tender their resignation pursuant to this Policy in connection with an election of directors is less than three, a committee comprised of all independent directors, which shall be appointed by the Board, shall consider and act upon the tendered resignations in accordance with the factors described above; provided that each independent director required to tender his or her resignation pursuant to this Policy shall recuse himself or herself from consideration of his or her resignation.</p> <p>This Policy will be summarized or included in each proxy statement relating to election of directors of the Company.</p>
Merrill Lynch & Co., Inc. <sup>232</sup> (7/24/06)	Policy	<p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes cast “for” such election (a “Majority Withhold Vote”), shall promptly tender his or her resignation to the Board of Directors following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee’s recommendation, and will publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision, within 90 days of the certification of the election results. The Nominating and Corporate Governance Committee, in making its recommendation, and the Board of Directors, in making its decision, may each take into account any factors or other information that it considers appropriate and relevant. A Director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation.</p>
MetLife, Inc. <sup>233</sup> (3/20/06 Bylaw and Policy, replacing 1/18/06 Policy)	Bylaw (consisting of director resignation policy tied to a plurality standard) and Policy	<p><u>Bylaw:</u></p> <p>Section 2.03. <u>Director Elections.</u></p> <p>(b) Majority Voting Standard in Director Elections. The Company has established a majority voting standard in uncontested elections of Directors. In an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), following certification of the shareholder vote, any nominee for election as Director who received a greater number of votes “withheld” from his or her election than votes “for” his or her election shall promptly tender his or her resignation to the Chairman of the Board. The Chairman of the Board shall inform the Chairman of the Governance Committee of such tender of resignation, and the Governance Committee shall promptly consider such resignation and recommend to the Board whether to accept the tendered resignation or reject it. In deciding upon its recommendation, the Governance Committee shall consider all relevant factors including, without limitation, the length of service and qualifications of the Director who has tendered his or her resignation and the Director’s contributions to the Corporation and the Board.</p> <p>(i) The Board of Directors shall act on the Governance Committee’s recommendation no later than 90 days following certification of the shareholder vote. The Board shall consider the factors considered by the Governance Committee and such additional information and factors the Board deems relevant. The Corporation shall promptly publicly disclose the Board’s decision and, if applicable, the reasons for rejecting the tendered resignation, in a Report on Form 8-K filed with the Securities and Exchange Commission.</p>

<sup>232</sup> Member of Majority Vote Work Group. See Note 18.

<sup>233</sup> The IBEW submitted a majority proposal for 2006. See Majority Election Proposals. The proposal did not appear in the definitive proxy statement filed on Mar. 21, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(ii) If a Director's resignation is accepted by the Board, the Governance Committee shall recommend to the Board whether to fill the vacancy created by such resignation or to reduce the size of the Board. Any Director who tenders his or her resignation as provided above shall not participate in the Governance Committee's or Board's consideration of whether or not to accept his or her tendered resignation.</p> <p>(iii) If a majority of the members of the Governance Committee were required to tender their resignations as described above, the Directors whom the Board has affirmatively determined to be independent in accordance with applicable stock exchange listing standards and who were not required to tender their resignations shall appoint a special committee of the Board to consider the tendered resignations and whether to accept or reject them.</p> <p>(iv) This provision shall be summarized or set forth in its entirety in each proxy statement relating to an election of Directors of the Corporation.</p> <p>Section 2.11. <u>Resignations</u>. Any Director may resign at any time by delivering a written notice of resignation, signed by such Director, to the Chairman or the Secretary. Unless otherwise specified in such notice, and subject to Section 2.03(b) of these By-Laws, such resignation shall take effect upon delivery.</p> <p><u>3/20/06 Amended Version of Policy:</u></p> <p>The Company's By-Laws provide that in an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), following certification of the shareholder vote, any nominee for election as Director who received a greater number of votes "withheld" from his or her election than votes "for" his or her election shall promptly tender his or her resignation to the Chairman of the Board. The Chairman of the Board shall inform the Chairman of the Governance Committee of such tender of resignation, and the Governance Committee shall promptly consider such resignation and recommend to the Board whether to accept the tendered resignation or reject it. In deciding upon its recommendation, the Governance Committee shall consider all relevant factors including, without limitation, the length of service and qualifications of the Director who has tendered his or her resignation, the Director's contributions to the Company and the Board, and the Company's Corporate Governance Guidelines.</p> <p>The Board of Directors shall act on the Governance Committee's recommendation no later than 90 days following certification of the shareholder vote. The Board shall consider the factors considered by the Governance Committee and such additional information and factors the Board deems relevant. The Company shall promptly publicly disclose the Board's decision and, if applicable, the reasons for rejecting the tendered resignation, in a Report on Form 8-K filed with the Securities and Exchange Commission.</p> <p>If a Director's resignation is accepted by the Board, the Governance Committee shall recommend to the Board whether to fill the vacancy created by such resignation or to reduce the size of the Board. Any Director who tenders his or her resignation as provided above shall not participate in the Governance Committee's or Board's consideration of whether or not to accept his or her tendered resignation.</p> <p>If a majority of the members of the Governance Committee were required to tender their resignations as described above, the independent Directors who were not required to tender their resignations shall appoint a special committee of the Board to consider the tendered resignations and whether to accept or reject them.</p> <p>This guideline on majority voting in Director elections shall be summarized or set forth in its entirety in each proxy statement relating to an election of Directors of the Company.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>1/18/06 Version of Policy:</p> <p>In an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), following certification of the shareholder vote, any nominee for election as Director who received a greater number of votes “withheld” from his or her election than votes “for” his or her election shall promptly tender his or her resignation to the Chairman of the Board. The Chairman of the Board shall inform the Chairman of the Governance Committee of such tender of resignation, and the Governance Committee shall promptly consider such resignation and recommend to the Board whether to accept the tendered resignation or reject it. In deciding upon its recommendation, the Governance Committee shall consider all relevant factors including, without limitation, the length of service and qualifications of the Director who has tendered his or her resignation, the Director’s contributions to the Company and the Board, and the Company’s Corporate Governance Guidelines.</p> <p>The Board of Directors shall act on the Governance Committee’s recommendation no later than 90 days following certification of the shareholder vote. The Board shall consider the factors considered by the Governance Committee and such additional information and factors the Board deems relevant. The Company shall promptly publicly disclose the Board’s decision and, if applicable, the reasons for rejecting the tendered resignation, in a Report on Form 8-K filed with the Securities and Exchange Commission.</p> <p>If a Director’s resignation is accepted by the Board, the Governance Committee shall recommend to the Board whether to fill the vacancy created by such resignation or to reduce the size of the Board. Any Director who tenders his or her resignation as provided above shall not participate in the Governance Committee’s or Board’s consideration of whether or not to accept his or her tendered resignation.</p> <p>If a majority of the members of the Governance Committee were required to tender their resignations as described above, the independent Directors who were not required to tender their resignations shall appoint a special committee of the Board to consider the tendered resignations and whether to accept or reject them.</p> <p>This guideline on majority voting in Director elections shall be summarized or set forth in its entirety in each proxy statement relating to an election of Directors of the Company.</p>
Mettler-Toledo International, Inc. <sup>234</sup> (2/8/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Article I</p> <p>SECTION 7. Voting. (a) . . . Except as otherwise provided by law or by the Certificate of Incorporation, whenever any corporate action other than the election of Directors is to be taken, it shall be authorized by a majority of the votes cast at a meeting of stockholders by the stockholders entitled to vote thereon.</p> <p>(b) Except as otherwise provided by law or by the Certificate of Incorporation, each Director shall be elected by the affirmative vote of a majority of the votes cast with respect to the Director, provided that if the number of nominees exceeds the number of Directors to be elected, Directors shall be elected by the affirmative vote of a plurality of the votes cast. For purposes of this Section 7(b), votes cast shall include votes for, against or to withhold authority for a Director. An abstention or broker non-vote shall not count as a vote cast with respect to a Director. If an incumbent Director fails to be reelected by a majority vote when such vote is required and offers to resign, and if that resignation is not accepted by the</p>

<sup>234</sup> Concurrently with adopting the majority vote provisions set forth above, Mettler-Toledo International, Inc. also amended its corporate governance guidelines to include the criteria used by the Board to evaluate directors’ independence, namely:

- (i) independence under the rules of the New York Stock Exchange; and (ii) no relationships with the company (other than as a director or shareholder) or only immaterial relationships. The Board has determined that the following types of relationships are categorically immaterial: “Commercial business relationships where METTLER TOLEDO buys from or sells to companies where directors serve as employees, or where their immediate family members serve as executive officers, and where the annual purchases or sales are less than the greater of \$1 million or 2% of either company’s consolidated gross revenues.”

See Item 8.01 of the Current Report on Form 8-K filed on Feb. 12, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Board of Directors, such Director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier accepted resignation or removal. If a Director's resignation is accepted by the Board of Directors, or if a nominee for Director is not elected and the nominee is not an incumbent Director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy, or may decrease the size of the Board of Directors, in each case pursuant to the provisions of Sections 1 and 2 of Article II of these By-Laws.</p> <p>(c) Shares of the capital stock of the Corporation belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes.</p> <p><u>Policy:</u></p> <p>In accordance with the company's By-Laws, in any election other than one where the number of nominees exceeds the number of directors to be elected, each director shall be elected by the affirmative vote of a majority of the votes cast with respect to the director. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board will act on an expedited basis to determine whether to accept the director's resignation, and will publicly disclose its decision within 90 days after the results of election are certified. The director whose resignation is under consideration will abstain from participating in any decision regarding that resignation. The Board may consider any factor it deems relevant in deciding whether to accept a director's resignation. If the resignation is not accepted, the director will continue to serve until the next annual meeting and until the director's successor is elected and qualified.</p> <p>The Board shall nominate for election or re-election as directors only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as directors, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they are nominated for re-election and (ii) Board acceptance of such resignation. In addition, it is the policy of the Board to fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with these Guidelines.</p>
MGIC Investment Corporation (effective 12/18/06)	Bylaw (consisting of director resignation policy tied to a plurality standard)	<p><u>3.01 General Powers; Number and Classification; Vacancy.</u></p> <p>(d)(i) As a condition of being nominated by the Board to stand for election as a director at a meeting of shareholders, a nominee, including a nominee who is an incumbent director, must agree in writing to submit an irrevocable resignation if such nominee does not receive a Majority Vote and the election is not a Contested Election. Such resignation, if so required, shall be promptly tendered following certification of the shareholder vote. A Majority Vote means that when there is a quorum present more than 50% of the votes cast in the election of such director were "for" the election of such director, with votes cast being equal to the total of the votes "for" the election of such director plus the votes "withheld" from the election of such director. A Contested Election shall occur if, at the Determination Date, there are more nominees (whether the nominees have been nominated by the Board of Directors, by one or more shareholders, or by a combination of the Board of Directors and one or more shareholders) than directors to be elected in such election. The Determination Date is (x) the day after the meeting of the Board of Directors in which the Board's nominees for director are approved, when such meeting occurs after the last day on which a shareholder may propose the nomination of a director for election pursuant to these Bylaws, or (y) the day after the last day on which a shareholder may propose the nomination of a director for election pursuant to these Bylaws, when the last day for such a proposal occurs after the meeting of the Board of Directors in which the Board's nominees for director are approved, whichever of clause (x) or (y) is applicable.</p> <p>(ii) The effectiveness of a resignation contemplated by subsection (d)(i) shall be at such time as it is accepted by the Board of Directors and the resignation shall so specify. Within 90 days after the date of the election that required the director to submit such a resignation, the Board of Directors will determine, based on such factors as the Board deems appropriate, whether such resignation will be accepted or rejected. The Management Development, Nominating and Governance Committee of the Board of Directors (or any successor committee to such Committee's corporate governance functions) will, in time sufficient to enable the Board to meet such 90-day period, recommend to the Board whether such resignation should be accepted or rejected. If a majority of the members of such Committee (or committee) is required to submit a resignation as a result of an election held within such 90-day period, the other directors who are on the Board who did receive a Majority Vote or who were not standing for election will appoint a Board committee among themselves for purposes of considering the resignations submitted, which committee will recommend to the Board whether to accept or reject such resignations. Each director who is required to submit a resignation for an election held within such 90-day period shall recuse himself from participation in the deliberations, whether by the Board or a committee, on whether</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>such resignation should be accepted or rejected.</p> <p>(iii) If a director's resignation is accepted by the Board of Directors pursuant to this Section 3.01(d), then the Board may fill the resulting vacancy pursuant to the provisions of Section 3.01(c) of these Bylaws or may decrease the size of the Board pursuant to the provisions of Section 3.01(b) of these Bylaws.</p>
<p>Microsoft Corporation<sup>235</sup> (8/1/07 Bylaw and Policy, replacing 8/23/06 plurality-plus Bylaw and Policy, which in turn, replaced 9/22/05 Policy)</p>	<p>Bylaw (including 90-day term limit for holdover directors) and Policy</p>	<p><u>8/1/07 Amended Bylaw:</u></p> <p>ARTICLE II</p> <p><u>2.2 Election - Term of Office</u></p> <p>At each annual shareholders' meeting the shareholders shall elect the directors to hold office until the next annual meeting of the shareholders and until their respective successors are elected and qualified. If, for any reason, the directors shall not have been elected at any annual meeting, they may be elected at a special meeting of shareholders called for that purpose in the manner provided by these Bylaws.</p> <p>Except as provided in Section 2.10 and in this paragraph, each director shall be elected by the vote of the majority of the votes cast. A majority of votes cast means that the number of shares cast "for" a director's election exceeds the number of votes cast "against" that director. The following shall not be votes cast: (a) a share whose ballot is marked as withheld; (b) a share otherwise present at the meeting but for which there is an abstention; and (c) a share otherwise present at the meeting as to which a shareholder gives no authority or direction. In a contested election, the directors shall be elected by the vote of a plurality of the votes cast. A contested election is one in which the number of nominees exceeds the number of directors to be elected.</p> <p>The following procedures apply in a non-contested election. A nominee who does not receive a majority vote shall not be elected. Except as otherwise provided in this paragraph, an incumbent director who is not elected because he or she does not receive a majority vote shall continue to serve as a holdover director until the earliest of (a) 90 days after the date on which an inspector determines the voting results as to that director pursuant to RCW 23B.07.290; (b) the date on which the Board of Directors appoints an individual to fill the office held by such director, which appointment shall constitute the filling of a vacancy by the Board of Directors pursuant to Section 2.10; or (c) the date of the director's resignation. Any vacancy resulting from the non-election of a director under this Section 2.2 may be filled by the Board of Directors as provided in Section 2.10. The Governance and Nominating Committee will consider promptly whether to fill the office of a nominee failing to receive a majority vote and make a recommendation to the Board of Directors about filling the office. The Board of Directors will act on the Governance and Nominating Committee's recommendation and within ninety (90) days after the certification of the shareholder vote will disclose publicly its decision. Except as provided in the next sentence, no director who failed to receive a majority vote for election will participate in the Governance and Nominating Committee recommendation or Board decision about filling his or her office. If no director receives a majority vote in an uncontested election, then the incumbent directors (a) will nominate a slate of directors and hold a special meeting for the purpose of electing those nominees as soon as practicable, and (b) may in the interim fill one or more offices with the same director(s) who will continue in office until their successors are elected.</p>

<sup>235</sup> According to page 1 of the definitive proxy statement filed on Sep. 21, 2007:

Recent amendments to the Washington Business Corporation Act give publicly-held corporations incorporated in Washington greater flexibility in the standards used for voting for directors, including providing the ability to amend their bylaws to adopt a majority vote standard for directors in uncontested elections.

The Board of Directors amended our Bylaws effective August 1, 2007 to change the method by which directors are elected.

The majority vote bylaw adopted by Microsoft Corporation reflects recent amendments to the Washington Business Corporations Act which permit: (a) adoption of a limited form of majority voting, which restricts the term of a director who fails to receive a majority vote to 90-days, through a bylaw amendment, and (b) the advance tender of an irrevocable resignation. The Washington statute (Sections 23B.10 and 23B.08.070(2) of the Washington Business Corporations Act) became effective on Jul. 22, 2007. The provision limiting the term of directors who fail to receive a majority vote is only applicable to companies which do not permit cumulative voting. As to cumulative voting generally, see Note 66.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>8/1/07 Amended Policy:</u></p> <p><b>6. Election of Directors.</b> As provided in Section 2.2 of the Company's Bylaws, in an uncontested election directors will be elected by the vote of the majority of the votes cast. In a contested election, the directors will be elected by the vote of a plurality of the votes cast. A contested election is one in which the number of nominees exceeds the number of directors to be elected.</p> <p><u>8/23/06 Version of Bylaw (consisting of director resignation policy tied to a plurality standard):</u></p> <p>For purposes of this Section 2.2, a vote of the majority of shares cast means that the number of shares voted "for" must exceed the number of votes "against" that director. Any nominee who does not receive a majority of the shares cast in an election in which the number of nominees does not exceed the number of directors to be elected shall promptly offer his or her resignation to the Board following certification of the shareholder vote. The Governance and Nominating Committee will promptly consider the resignation offer and make a recommendation to the Board. The Board will act on the Governance and Nominating Committee's recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose publicly its decision whether to accept the director's resignation offer. The director who tenders his or her resignation pursuant to this provision shall not participate in the Governance and Nominating Committee recommendation or Board decision whether to accept his or her resignation offer. If no director receives a majority of shares cast in an uncontested election, then the incumbent directors will nominate a new slate of directors and hold a special meeting for the purpose of electing those nominees within 180 days after certification of the shareholder vote.</p> <p><u>8/23/06 Amended Version of Policy:</u></p> <p>The Company's Bylaws provide that any nominee who does not receive a majority of the shares cast in an election in which the number of nominees does not exceed the number of directors to be elected shall promptly offer his or her resignation to the Board following certification of the shareholder vote. A vote of the majority of shares cast means that the number of shares voted "for" must exceed the number of votes "against" that director. The Governance and Nominating Committee will promptly consider the resignation offer and make a recommendation to the Board. The Board will act on the Governance and Nominating Committee's recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose publicly its decision whether to accept the director's resignation offer. The director who tenders his or her resignation pursuant to this provision shall not participate in the Governance and Nominating Committee recommendation or Board decision whether to accept his or her resignation offer.</p> <p><u>9/22/05 Version of Policy:</u></p> <p>In an election of directors, any nominee who receives a greater number of votes "withheld" from or voted "against" his or her election than votes "for" his or her election, other than elections in which the number of nominees exceeds the number of directors to be elected, shall tender his or her resignation to the Board. The Governance and Nominating Committee shall then review the matter and recommend to the Board whether it should accept the resignation.</p>
Millennium Pharmaceuticals, Inc. <sup>236</sup> (2/27/07)	Policy	<p><b>(ix) Resignation Policy</b></p> <p>As a condition to being nominated by the Board for election as a director, each nominee agrees that he or she will submit his or her offer of immediate resignation from the Board in the event such nominee receives, in the case of an uncontested election (as defined below), a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "Majority Withheld Vote"). Such resignation will become effective if the Board determines to accept such resignation in accordance with this policy. If any nominee for director in an uncontested election receives a Majority Withheld Vote, the Board shall follow the following procedures in determining whether or not to accept the nominee's resignation, all of which procedures shall be completed within 90 days following certification of the shareholder vote:</p>

<sup>236</sup> The definitive proxy statement filed on Mar. 28, 2007 contained management proposals to amend the charter of Millennium Pharmaceuticals, Inc. to declassify the board and to eliminate supermajority voting provisions, including a provision relating to removal of directors. See definitive proxy statement filed on Mar. 28, 2007 at 7-10. Those proposals passed. See Item 5.03 and Exhibits 3.1 and 3.2 of the Current Report on Form 8-K filed on May 10, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<ul style="list-style-type: none"> <li>• The Committee (as defined below) shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such resignation (which can range from accepting the resignation, to maintaining the director but addressing what the Committee believes to be the underlying cause of the withheld votes, to resolving that the director will not be re-nominated in the future for election, to rejecting the resignation). In reaching its recommendation, the Committee shall consider all factors it deems relevant, including, as it deems appropriate, any stated reasons why shareholders withheld votes from such director, any alternatives for curing the underlying cause of the withheld votes, the total number of shares voting and the number of broker non-votes, the director's tenure, the director's qualifications, the director's past and expected future contributions to the Company and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NASDAQ requirements.</li> <li>• The Board shall act on the Committee's recommendation. In acting on the Committee's recommendation, the Board will consider all of the factors considered by the Committee and such additional factors as it deems relevant.</li> <li>• Following the Board's determination, the Company shall promptly publicly disclose the Board's decision of whether or not to accept the resignation and an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the resignation.</li> <li>• The nominee who received a Majority Withheld Vote shall not be present during deliberations or voting of the Committee or the Board regarding whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other director in accordance with this policy. Prior to voting, the Committee and the Board will afford the affected nominee an opportunity to provide the Committee or the Board with any information or statement that he or she deems relevant.</li> </ul> <p>For purposes of this policy, the term "uncontested election" means an election where the number of nominees is not greater than the number of directors to be elected and where proxies are not solicited by any person other than the Company and the term "Committee" means (i) the Governance Committee, provided such committee then consists of at least three directors, each of whom is an independent director and none of whom is a director who received a Majority Withheld Vote at the most recent annual meeting or (ii) if clause (i) is not satisfied, a committee of at least three directors designated by the Board, each of the members of which is an independent director and none of the members of which is a director who received a Majority Withheld Vote at the most recent annual meeting; provided, however, that if there are fewer than three independent directors then serving on the Board who did not receive a Majority Withheld Vote at the most recent annual meeting, then the Committee shall be comprised of all of the independent directors and each independent director who received a Majority Withheld Vote at the most recent annual meeting shall recuse himself or herself from the Committee and Board's deliberations and voting with respect to his or her individual resignation. Neither broker non-votes nor abstentions shall be deemed to be votes "withheld" from a nominee.</p> <p>The foregoing procedures will be summarized and disclosed each year in the proxy statement for the Company's annual meeting of stockholders.</p>
Millipore Corporation (10/26/06)	Policy	Any nominee for Director, in an uncontested election, who receives a greater number of votes "withheld" from his or her election than "for" such election shall tender his or her resignation for consideration by the Governance & Public Policy Committee. The Governance & Public Policy Committee shall recommend to the Board the action to be taken with respect to such resignation. The Corporation shall publicly disclose each such resignation, the related action taken by the board and the reasons therefor.
Monsanto Company <sup>237</sup> (6/15/07)	Bylaw (including director resignation policy)	<p style="text-align: center;"><b>8. <u>Nomination of Directors</u></b></p> <p>(a) . . . To be eligible to be a nominee for election or reelection as a director of the Company, the prospective nominee (whether nominated by or at the direction of the Board of Directors or by a shareowner), or someone acting on such prospective nominee's behalf, must deliver (in accordance with any applicable time periods prescribed for delivery of notice under this Bylaw) to the Secretary at the General Offices of the Company a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request). The</p>

<sup>237</sup> According to paragraph 67 of the company's bylaws, a vote of 70% of the voting power of all of the then outstanding shares of Monsanto Company is generally required for stockholders to effect a bylaw amendment.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>prospective nominee must also provide a written representation and agreement, in the form provided by the Secretary upon written request, that such prospective nominee: (A) will abide by the requirements of Section 11(b)(ii) of the Bylaws . . . and (D) would be in compliance if elected as a director of the Company, and will comply with all applicable corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Company. For purposes of this Section 8(a), a “nominee” shall include any person being considered to fill a vacancy on the Board of Directors.</p> <p style="text-align: center;"><b>11. <u>Voting and Vote Required</u></b></p> <p>(a) Subject to the provisions of the Certificate of Incorporation, each shareowner shall, at every meeting of shareowners, be entitled to one vote for each share of capital stock held by such shareowner. Except as otherwise provided by the Certificate of Incorporation, these Bylaws, applicable law, and the rules and regulations of any stock exchange applicable to the Company or pursuant to any other regulation applicable to the Company, Directors shall be elected in the manner described in paragraph (b) below; and all other questions brought before any meeting of shareowners shall be determined by the affirmative vote of the holders of a majority of the shares present in person or represented by proxy at the meeting. In all matters, votes cast in accordance with any method adopted by the Company shall be valid so long as such method is permitted under Delaware law.</p> <p>(b)(i) Each director to be elected by shareowners after the effective date of this Bylaw shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this Bylaw, a majority of votes cast shall mean that the number of votes cast “for” a director’s election exceeds the number of votes cast “against” that director’s election. Votes cast shall exclude “abstentions” and any “broker non-votes” with respect to that director’s election. Notwithstanding the foregoing, in the event of a contested election of directors, directors shall be elected by the vote of a plurality of the votes present in person or represented by proxy at any meeting for the election of directors at which a quorum is present. For purposes of this Bylaw, a contested election shall mean any election of directors in which the number of candidates for election as directors exceeds the number of directors to be elected, with the determination that an election is “contested” to be made by the Secretary within 30 days following the close of the applicable notice of nomination period set forth in Section 8, based on whether one or more notices of nomination were timely filed in accordance with said Section 8 (provided that the determination that an election is a “contested election” shall be determinative only as to the timeliness of a notice of nomination and not otherwise as to its validity). If, prior to the time the Company mails its initial proxy statement in connection with such election of directors, one or more notices of nomination are withdrawn such that the number of candidates for election as director no longer exceeds the number of directors to be elected, the election shall not be considered a contested election.</p> <p>(ii) In order for any incumbent director to become a nominee of the Board of Directors for further service on the Board of Directors, such person shall submit an irrevocable resignation, contingent on (A) that person’s not receiving a majority of the votes cast in an election that is not a contested election, and (B) acceptance of that resignation by the Board of Directors in accordance with the policies and procedures set forth herein or adopted by the Board of Directors for such purpose. In the event an incumbent director fails to receive a majority of the votes cast in an election that is not a contested election, the Nominating and Corporate Governance Committee of the Board of Directors, or any committee serving the functions of the committee that is known as the Nominating and Corporate Governance Committee as of the effective date of this Bylaw (the “Nominating and Corporate Governance Committee”) shall make a recommendation to the Board of Directors as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board of Directors shall act on the resignation, taking into account the Nominating and Corporate Governance Committee’s recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director whose resignation is being considered shall not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director’s resignation is not accepted by the Board of Directors, notwithstanding anything to the contrary in Section 16 of these Bylaws, such director shall continue to serve as a member of the class of directors to which such director was nominated for election until the next succeeding annual meeting of shareowners and until his or her successor is duly elected, or his or her earlier resignation or removal. At such next succeeding annual meeting, in addition to the nominees for election for the class of directors scheduled to be elected at such meeting, one or more persons may be nominated for election to any directorship held by a director who continues in office but whose term</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>shall have expired prior to such meeting, and any person elected to any such directorship shall be elected to the Board of Directors as a member of the class of directors to which the director previously holding such directorship was a member. If a director's resignation is accepted by the Board of Directors pursuant to this Bylaw, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 17 or may decrease the size of the Board of Directors pursuant to the provisions of Section 16(a).</p> <p><b>23. Resignations</b></p> <p>Any Director may resign at any time by giving notice in writing or by electronic transmission to the Chairman of the Board, the President or the Secretary of the Company. Such resignation shall take effect at the time specified therein or upon the happening of an event or events specified therein, or if the time is not specified and the resignation is not made contingent upon the happening of an event or events, upon receipt thereof; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.</p>
Monster Worldwide, Inc. (4/26/07)	Policy	<p><u>Voting for Directors</u></p> <p>7. In an uncontested election, any nominee for director who receives a greater number of votes of the Company's common stock (excluding the Company's Class B common stock) "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation to the Chairperson of the Board following certification of the stockholder vote.</p> <p>The Corporate Governance and Nominating Committee shall consider the offer to resign and recommend to the Board what action the Corporate Governance and Nominating Committee believes should be taken in response to the offered resignation. The Board shall act on the Corporate Governance and Nominating Committee's recommendation within 90 days following certification of the stockholder vote. The Board shall then promptly disclose its decision whether to accept the director's resignation offer, including an explanation of how the decision was reached and, if applicable, the reasons for rejecting the resignation offer, in a Form 8-K to be filed or furnished with the Securities and Exchange Commission.</p> <p>Any director who offers his or her resignation pursuant to this provision shall not participate in the Corporate Governance and Nominating Committee's recommendation or Board action regarding whether to accept the resignation offer.</p> <p>However, if each member of the Corporate Governance and Nominating Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept them.</p>
Morgan Stanley <sup>238</sup> (1/22/07 Bylaw, replacing? 12/13/05 Policy)	Bylaw (including director resignation policy)	<p><u>Bylaw:</u></p> <p>SECTION 3.02. <i>Number, Tenure and Qualifications.</i> (a) Subject to the rights of the holders of any series of Preferred Stock, or any other series or class of stock as set forth in the Amended and Restated Certificate of Incorporation, to elect directors ("Preferred Stock Directors") under specified circumstances, the number of directors shall be fixed from time to time exclusively pursuant to a resolution adopted by the Board of Directors, but shall consist of not less than three nor more than fifteen directors (exclusive of Preferred Stock Directors). However, no decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.</p>

<sup>238</sup> AFSCME submitted a non-binding majority proposal for 2006. Press Release, AFSCME (Dec. 7, 2005) and definitive proxy statement filed on Feb. 24, 2006 at 35-38. The proposal received support from 40% of votes cast, per ISS. See Growing Support and Thaddeus Kopinski, In Brief: Majority Voting Gets 40% at Morgan Stanley, 61.7% at Novell, ISS Governance Weekly, Apr. 6, 2006. While the company's majority vote policy is still included in the corporate governance guidelines posted on the company's web site, the policy has effectively been superseded by the company's binding majority vote bylaw which renders the director resignation policy applicable to incumbent directors only. The 2006 definitive proxy statement also contained management proposals to amend Morgan Stanley's certificate of incorporation to accelerate the declassification of the board, eliminate the provision requiring plurality voting for directors and eliminate certain supermajority requirements, while discussing other corporate governance initiatives announced during 2005. See definitive proxy statement at 9-11 and 29-35. According to the proxy statement, the board recommended eliminating the provision in the charter mandating plurality voting in

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(b) Except as otherwise provided in this Section 3.02, each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present, provided that if, as of the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders of the Corporation, the number of nominees exceeds the number of directors to be elected (a "Contested Election"), the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section 3.02, a majority of votes cast shall mean that the number of votes cast "for" a director's election exceeds the number of votes cast "against" that director's election (with "abstentions" and "broker nonvotes" not counted as a vote cast either "for" or "against" that director's election).</p> <p>(c) In order for any incumbent director to become a nominee of the Board of Directors for further service on the Board of Directors, such person must submit an irrevocable resignation, provided that such resignation shall be effective if (i) that person shall not receive a majority of the votes cast in an election that is not a Contested Election, and (ii) the Board of Directors shall accept that resignation in accordance with the policies and procedures adopted by the Board of Directors for such purpose. In the event an incumbent director fails to receive a majority of the votes cast in an election that is not a Contested Election, the nominating and governance committee of the Board of Directors, or such other committee designated by the Board of Directors pursuant to Section 3.09 of these Amended and Restated Bylaws, shall make a recommendation to the Board of Directors as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board of Directors shall act on the resignation, taking into account the committee's recommendation, and publicly disclose (by a press release and filing an appropriate disclosure with the Securities and Exchange Commission) its decision regarding the resignation and, if such resignation is rejected, the rationale behind the decision within 90 days following certification of the election results.</p> <p>(d) If the Board of Directors accepts a director's resignation pursuant to this Section 3.02, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to ARTICLE VII of the Amended and Restated Certificate of Incorporation or may decrease the size of the Board of Directors pursuant to the provisions of this Section 3.02.</p> <p><u>12/13/05 Former? Policy:</u></p> <p>In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "majority withheld vote") will promptly tender his or her resignation as a director.</p> <p>The Nominating and Governance Committee, without participation by any director so tendering his or her resignation, will consider the resignation offer and recommend to the Board whether to accept it. The Board, without participation by any director so tendering his or her resignation, will act on the Committee's recommendation within 90 days following certification of the shareholder vote. The Company will promptly issue a press release disclosing the Board's decision, and, if the Board rejects the resignation offer, the Board's reasons for that decision. The Company will also promptly disclose this information in an SEC filing.</p>
		<p>If each member of the Nominating and Governance Committee received a majority withheld vote at the same election, then the independent Directors who did not receive a majority withheld vote will act as a committee to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>This policy shall be disclosed in each proxy statement relating to the election of the Company's directors.</p>

"order to enhance the Company's flexibility to adapt to changing approaches to director elections," and eliminated bylaw requirements that directors be elected by a plurality vote (subject to effectiveness of the corresponding charter provision). See definitive proxy statement at 36. According to the Current Report on Form 8-K filed on Apr. 4, 2006, each of the management proposals passed. See also In Brief: Majority Voting Gets 40% at Morgan Stanley, 61.7% at Novell, indicating that each such proposal received support from more than 98% of the votes cast.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Motorola, Inc. <sup>239</sup> (2/23/06)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>Except as provided in Section 3 of this Article II, each director shall be elected by the vote of the majority of the shares cast with respect to the director at any meeting of stockholders for the election of directors at which a quorum is present, provided that if at the close of the notice periods set forth in Section 13 of Article III, the Presiding Stockholder Meeting Chair (as described in Section 14 of Article III) determines that the number of persons properly nominated to serve as directors of the Corporation exceeds the number of directors to be elected (a "Contested Election"), the directors shall be elected by a plurality of the votes of the shares represented at the meeting and entitled to vote on the election of directors. For purposes of this Section, a vote of the majority of the shares cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director. If a director is not elected in a non-Contested Election, the director shall offer to tender his or her resignation to the Board of Directors. The Governance and Nominating Committee of the Board of Directors, or such other committee designated by the Board pursuant to Section 5 of this Article II for the purpose of recommending director nominees to the Board of Directors, will make a recommendation to the Board of Directors as to whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the committee's recommendation and publicly disclose its decision and rationale within 90 days following the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board's decision with respect to that resignation. Each director shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier death or resignation. Any director may resign at any time by delivering his or her written resignation to the Secretary, such resignation to specify whether it will be effective at a particular time, upon receipt by the Secretary or as determined by the Board of Directors.</p> <p><u>Policy:</u></p> <p>If, in a non-contested election of directors at a meeting of shareholders held in accordance with the Corporation's bylaws, the number of shares voted "For" an incumbent Director does not exceed the number of votes cast "Against" that incumbent Director (an "Against Vote"), that incumbent Director shall promptly tender his or her resignation to the Chairman of the Board following certification of the stockholder vote.</p> <p>The Governance and Nominating Committee will promptly consider the resignation submitted by an incumbent Director receiving an Against Vote and recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the resignation, the Governance and Nominating Committee will consider all factors deemed relevant, including without limitation, the underlying reasons for the Against Vote, the length of service and qualifications of the Director whose resignation has been tendered, the Director's contributions to the Company, compliance with listing standards, and these Board Governance Guidelines. The Director who tenders his or her resignation will not participate in the Board's decision with respect to that resignation.</p>
		<p>The Board will act on the Governance and Nominating Committee's recommendation within 90 days following certification of the shareholder vote, which action may include, without limitation, acceptance of the tendered resignation, adoption of measures designed to address the issues underlying the Against Vote, or rejection of the tendered resignation. Following the Board's decision on the Governance and Nominating Committee's recommendation, the Corporation will promptly publicly disclose the Board's decision and process (including, if applicable, the reasons for rejecting the tendered resignation) in a periodic or current report filed with the Securities and Exchange Commission."</p>

<sup>239</sup> 2005 non-binding majority vote proposal from the UBCJA received support from 46.4% of votes cast, per Georgeson Shareholder. See Georgeson Review at 23. The UBCJA also submitted a non-binding majority proposal for 2006 which it withdrew in connection with Motorola, Inc.'s adoption of a majority vote bylaw and an accompanying director resignation policy. See Majority Vote or Pfizer. The definitive proxy statement filed by the company on Mar. 15, 2007 stated, at page 1, that: "The Company has received a notice from Icahn Partners LP, Icahn Partners Master Fund LP and High River Limited Partnership (collectively, the "Icahn Entities") for the nomination of Carl C. Icahn to the Company's Board of Directors at the Annual Meeting." Accordingly, on page 3, the definitive proxy statement indicated that the company had determined that the election of directors in 2007 would be "contested" under the company's bylaws, and therefore, subject to a plurality election standard. Mr. Icahn was not elected to the board. See Press Release, Motorola, Inc. (May 7, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Myriad Genetics, Inc. <sup>240</sup> (6/16/06)	Policy	<p>Any nominee for director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall be referred to the Nominating and Governance Committee (“NGC”) for review.</p> <p>In undertaking the director review, the NGC shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board an action to be taken with respect to the reviewed director which may include: i) requesting the director to submit his or her resignation, ii) maintaining the director but addressing what the NGC believes to be the underlying cause of the withheld votes, or iii) resolving that the director will not be re-nominated in the future for election. In making its recommendation, the NGC shall consider all factors it deems relevant, including, as it deems appropriate, any stated reasons why shareholders withheld votes from such director, any alternatives for curing the underlying cause of the withheld votes, the director’s tenure, the director’s qualifications, the director’s past and expected future contributions to the Company and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NASDAQ requirements.</p> <p>The Board shall act on the NGC ‘s recommendation. In acting on the NGC ‘s recommendation, the Board will consider all of the factors considered by the NGC and such additional factors as it deems relevant.</p> <p>A director who is under review in accordance with this policy shall not be present during deliberations or voting of the NGC or the Board regarding the director. Prior to voting, the NGC and the Board will afford the affected director an opportunity to provide the NGC or the Board with any information or statement that he or she deems relevant.</p> <p>If the Board makes a determination to request the resignation of a director, the director shall tender his or her resignation promptly following the date designated by the Board. Upon the resignation of a director, the NGC will recommend to the Board whether to fill such vacancy or to reduce the size of the Board.</p>
Nabi Biopharmaceuticals <sup>241</sup> (2/15/07)	Policy	<p><b>2. Election of Directors by Majority Vote.</b> If no stockholder nominates one or more candidates to compete with the Board’s nominees in a Director election in accordance with the Company’s By-laws, or if stockholders have withdrawn all such nominations by the day before the Company mails its notice of meeting to stockholders (in either case, an “Uncontested Election”), it is the Company’s policy that a nominee must receive a majority of the votes cast at any meeting of stockholders at which a quorum is present. A majority of the votes cast shall mean that the number of shares voted “for” a Director’s election exceeds 50% of the number of votes cast with respect to that Director’s election; votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that Director’s election. It is Nabi’s policy that promptly following the meeting of stockholders at which any nominee for election as a Director does not receive a majority of the votes cast in an Uncontested Election, such individual or individuals shall tender his or her resignation as a Director of Nabi. The Nominating and Governance Committee will act on an expedited basis to determine whether to recommend to the Board whether it should accept such resignation and will submit such recommendation for prompt consideration by the Board. The Nominating and Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept such resignation.</p>
The Nasdaq Stock Market, Inc.	Policy	<p><u>5/8/06 Amended Version:</u></p>

<sup>240</sup> Note that the Myriad Genetics, Inc.’s majority vote policy differs from most majority policies in that it does not automatically require the tender of a resignation by a director who has received more votes “withheld” than “for” his or her election. In addition to the stand-alone policy set forth above, the Aug. 2, 2006 corporate governance guidelines of Myriad Genetics, Inc. contain a section 11 which provides:

11. Board Resignations . . . Any member of the Board who, as a nominee for Director in an uncontested election, receives a greater number of “withheld” votes than “for” votes in such election, shall, upon recommendation of the Nominating and Governance Committee and action by the Board, submit his or her resignation from the Board.

<sup>241</sup> On Nov. 10, 2006, the company entered into a settlement agreement with Third Point LLC relating to a potential consent solicitation by Third Point LLC and certain affiliates intended to remove four of the company’s directors, constituting a majority of the board. See Current Report on Form 8-K filed on Nov. 15, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(1/18/06 Policy, as amended 5/8/06)		<p>In an uncontested election, any nominee for Director of the Nasdaq Holdco Board who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Corporate Governance Committee of the Nasdaq Holdco Board shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the Board will promptly disclose their decision whether to accept the Director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Nasdaq Holdco’s press releases typically are distributed.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>However, if each member of the Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p> <p><u>1/18/06 Version:</u></p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Corporate Governance Committee of the Board shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the Board will promptly disclose their decision whether to accept the Director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Nasdaq’s press releases typically are distributed.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>However, if each member of the Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p>
National City Corporation (8/05)	Policy	<p>Any nominee for director who receives a greater number of votes “withheld” from or “against” his or her election than votes “for” his or her election shall tender his or her resignation for consideration by the Nominating and Board of Directors Governance Committee. The Nominating and Board of Directors Governance Committee shall consider the best interests of National City and its stockholders and shall recommend to the board of directors the action to be taken with respect to the tendered resignation.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
National Financial Partners Corp. <sup>242</sup> (Preexisting Bylaw and 11/15/06 Policy)	Bylaw and Policy	<p><u>Bylaw:</u> Each matter, including the election of directors, properly presented to any meeting shall be decided by a majority of the votes cast on the matter.</p> <p><u>Policy:</u> Director Election Vote Response. In the event that, after any meeting of the stockholders at which director nominees are subject to an election, any incumbent director fails to receive a majority of votes cast "for" his or her election, the Nominating and Corporate Governance Committee shall, within a reasonable period of time, review the continued appropriateness of the incumbent director remaining on the Board under the circumstances and shall recommend to the Board the action to be taken with respect to such incumbent director. The Board shall decide whether to require the incumbent director's resignation, request that the incumbent director continue to serve, or act otherwise with respect to such incumbent director. In the event that the Board shall require the incumbent director's resignation, such incumbent director shall promptly submit his or her resignation to the Chairman of the Nominating and Corporate Governance Committee and the Chairman of the Board.</p>
National Penn Bancshares, Inc. (1/25/06)	Policy	In an uncontested election of directors (an election where the only nominees are those recommended by the Board of Directors), any nominee who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election is expected to volunteer to resign from the Board as of the date of his or her election. The Nominating/Corporate Governance Committee will promptly consider the resignation and make a recommendation to the Board whether to accept or reject the resignation.
National Semiconductor Corporation (4/19/06)	Bylaw (including director resignation policy)	Section 2. <u>Election and Term.</u> Except as provided in Section 3 of this Article, the directors shall be elected by a majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section 2, a majority of votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" the director. If an incumbent director is not elected, the director shall offer to tender his resignation to the board. The committee of the board of directors acting as the nominating committee shall make a recommendation to the board of directors whether to accept or reject the resignation, or whether other action should be taken. The board of directors will act on the committee's recommendation and publicly describe its decision and the rationale behind it within ninety (90) days from the date of the certification of the election results. The director who tenders his resignation will not participate in the board's decision. Each director shall hold office until his successor is elected and qualified or until his earlier resignation or removal.
Nationwide Financial Services, Inc. <sup>243</sup> (2/21/07 Bylaw and 11/05 Policy)	Bylaw and Policy	<p><u>Bylaw:</u> ARTICLE III</p> <p>Section 2. <u>Election of Directors.</u> At each meeting of the stockholders for the election of directors, directors shall be elected by a majority of the votes represented in person or by proxy, provided that, at any such meeting at which the number of nominees exceeds the number of directors to be elected, the persons receiving the greatest number of votes shall be elected directors. Directors need not be stockholders.</p>
		<p><u>Policy:</u> Any nominee for election to the Board of Directors who receives fewer votes for his or her election than the number of votes "withheld" from or voted "against" the election of such nominee shall tender his or her resignation from the board for consideration by the Governance Committee. The Governance Committee shall consider the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such tendered resignation.</p>

<sup>242</sup> Note that neither the bylaw (which predated the majority vote movement) nor the related resignation policy for incumbent directors contains a carve-out for contested elections.

<sup>243</sup> While the majority vote policy adopted by Nationwide Financial Services, Inc. is not limited to incumbent directors, the majority vote bylaw set forth above effectively limits the operation of the resignation provisions in the policy to incumbent candidates. Similarly, the bylaw contains a carve-out for contested elections, while the policy does not.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Navistar International Corporation (6/20/06)	Policy	In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote. The Nominating and Governance Committee shall promptly consider the resignation offer and make a recommendation to the Board. The Board will act on the Nominating and Governance Committee’s recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly publicly disclose its decision regarding whether to accept the Director’s resignation offer. Any Director who tenders his or her resignation pursuant to this paragraph shall not participate in the Nominating and Governance Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.
Nelnet, Inc. <sup>244</sup> (5/24/07)	Charter	ARTICLE VI (last sentence)  In all elections for directors of the Corporation, directors shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present, and not be a plurality of such votes.
NewBridge Bancorp <sup>245</sup> (7/07)	Bylaw (and proposed charter amend- ment)	Proposed Charter Amendment:  ARTICLE XI  Directors shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a shareholders’ meeting at which a quorum is present; provided, however, that in the event two or more nominees are presented for election to the same directorship, the nominee receiving a plurality of the votes cast by the shares entitled to vote in the election of a nominee to such directorship shall be deemed elected to the directorship.
		Bylaw:  Article 2  Section 9. Voting of Shares.  (b) In the case of election of directors, those nominees who receive a majority of the votes cast by the shares entitled to vote in such election shall be deemed to have been elected as directors; provided, however, that in the event two or more nominees are presented for election to the same directorship, the nominee receiving a plurality of the votes cast by the shares entitled to vote in the election of a nominee to such directorship shall be deemed elected to the directorship.

<sup>244</sup> Management presented a proposal to amend the company’s charter to provide for majority voting at the 2007 annual meeting. See definitive proxy statement filed on Apr. 23, 2007 at 33-34. The proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 9, 2007 at 66. The charter provision adopted by Nelnet, Inc. does not contain a carve-out for contested elections and the company does not appear to have adopted a resignation policy for incumbent directors who fail to receive the requisite vote. In that regard, the definitive proxy statement filed on Apr. 23, 2007, stated as follows at 34:

The proposed amendment could have the effect of making the election of a director more difficult in contested elections. The change to a majority voting standard is not being proposed for the purpose of making contested director elections more difficult or in response to any known efforts by any person to propose a director nominee for election to the Board of Directors. Under the Company’s Articles of Incorporation, the Board of Directors would continue to have the right to fill any vacant seat on the Board of Directors, including any vacancy caused by the failure of any director nominee to be elected by a majority vote.

Note that Nelnet, Inc. permits cumulative voting. As to cumulative voting generally, see Note 66.

<sup>245</sup> Management presented a majority vote charter amendment proposal at the 2007 annual meeting. See definitive proxy statement of LSB Bancshares, Inc., a predecessor in interest to NewBridge Bancorp, filed on Jun. 18, 2007 at 74. The majority vote bylaw amendment adopted in connection with the charter amendment (as contemplated by the disclosure in the Jun. 18, 2007 definitive proxy statement), is set forth in Item 5.03 of the Current Report on Form 8-K filed on Aug. 3, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Newell Rubbermaid Inc. <sup>246</sup> (11/7/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p>3.2 NUMBER, TENURE AND QUALIFICATION. The number of directors of the Corporation shall be not less than ten and not more than twelve, with the exact number to be fixed from time to time by the Board of Directors, and the term of office of each director shall be as set forth in the Restated Certificate of Incorporation, as amended. Except as provided in the Certificate of Incorporation, a nominee for director shall be elected to the Board of the Directors by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present; provided, however, that if the number of nominees exceeds the number of directors to be elected as of the date that is ten days prior to the date that the Corporation first mails its notice of meeting for such meeting to the stockholders, then the directors shall be elected by the vote of a plurality of the votes of the shares present in person or represented by proxy at any such meeting and entitled to vote on the election of directors. For purpose of this Section 3.2, a majority of the votes cast means that the number of votes cast "for" a director must exceed the number of votes cast "against" a director (with "abstentions" and "broker non-votes" not counted as a vote cast with respect to that director). A director may resign at any time upon written notice to the Corporation. Directors need not be stockholders of the Corporation.</p> <p><u>Policy:</u></p> <p>According to page 27 of the Quarterly Report on Form 10-Q filed on 11/9/07:</p> <p>In order to facilitate the majority voting standard set forth in the amended By-laws, the Board of Directors also revised the Company's Corporate Governance Guidelines. Pursuant to these revisions: (i) the Board will only nominate incumbent directors who agree to resign (subject to Board approval) if they fail to obtain a majority vote; (ii) upon a director's offer of resignation for failure to obtain a majority vote, a recommendation on whether to accept the resignation will be made to the Board by the Nominating/Governance Committee; (iii) the Board will act on the resignation within 90 days and such action may include (A) accepting the resignation offer, (B) deferring acceptance of the resignation offer until a replacement director with certain necessary qualifications held by the subject director (e.g., accounting or related financial management expertise) can be identified and elected to the Board, (C) maintaining the director but addressing what the Board believes to be the underlying cause of the "against" votes, (D) maintaining the director but resolving that the director will not be re-nominated in the future for election, or (E) rejecting the resignation offer. Consistent with the By-laws, if an incumbent director's resignation is accepted, or if a non-incumbent director nominee fails to be elected to the Board, the Board may fill the resulting vacancy or may decrease the size of the Board.</p>
Newmont Mining Corporation <sup>247</sup> (2/24/06, as amended 12/15/06)	Policy (original policy based on shares outstand-	<p><u>12/15/06 Amended Version of Policy:</u></p> <p>5. <u>Election of Directors by Stockholders</u></p> <p>The directors will be elected each year by the stockholders at the annual meeting of stockholders. The Board will propose a slate of nominees to the stockholders for election to the Board at such meeting. Between annual meetings of stockholders, the Board may elect directors to serve until the next such meeting.</p>

<sup>246</sup> The UBCJA presented a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 28, 2007 at 65-66. The proposal received support from approximately 75% of votes cast (including abstentions). See Quarterly Report on Form 10-Q filed on Aug. 9, 2007 at 30. Thereafter the company adopted the majority vote bylaw and policy set forth above. The new majority vote standard will be in effect commencing at the company's 2008 annual meeting. At the 2007 annual meeting, approximately 44% of the votes cast with respect to incumbent director Cynthia A. Montgomery, and approximately 41% of the votes cast with respect to incumbent directors Scott S. Cowen and Gordon R. Sullivan, were "withheld" votes. See Quarterly Report on Form 10-Q filed on Aug. 9, 2007 at 29. According to the press release announcing adoption of a majority vote bylaw, the company also announced that the board plans to submit a proposal to stockholders at the company's 2008 annual meeting that, if adopted, will eliminate the "fair price" and all other supermajority voting provisions from the company's charter. Approval of such matter will require the affirmative vote of at least 75% of the outstanding shares of the company. Press Release, Newell Rubbermaid Inc. (Nov. 12, 2007).

<sup>247</sup> Note that the amended majority vote policy for Newmont Mining Corporation applies to incumbents only, which is unusual for a company that has retained a plurality election standard. Accordingly, a new candidate for director who receives a majority withhold vote would not be required to tender a resignation under the policy set forth above.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
	ing)	<p>If a nominee for director who is an incumbent director does not receive the vote of at least a majority of the votes cast at any meeting for the election of directors at which a quorum is present and no successor has been elected at such meeting, the director will promptly tender his or her resignation to the Board of Directors. For purposes of the policy, a majority of votes cast means that the number of shares voted “for” a director’s election exceeds 50% of the number of votes cast with respect to that director’s election or, in the case where the number of nominees exceeds the number of directors to be elected, cast with respect to directors generally. Votes cast include votes to withhold authority in each case and exclude abstentions with respect to that director’s election, or, in the case where the number of nominees exceeds the number of directors to be elected, abstentions with respect to election of directors generally.</p> <p>The Corporate Governance and Nominating Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the recommendation of the Corporate Governance and Nominating Committee, and publicly disclose its decision within 90 days from the date of the certification of the election results. The Corporate Governance and Nominating Committee, in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Corporate Governance and Nominating Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director’s resignation is not accepted by the Board of Directors, such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>If a director’s resignation is accepted by the Board of Directors, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article II, Section 2 of the Corporation’s By-laws or may decrease the size of the Board of Directors pursuant to the provisions of Article II, Section 1 of the Corporation’s By-laws.</p> <p><u>2/24/06 Version of Policy:</u></p> <p>Any nominee for director in an uncontested election as to whom a majority of the shares of the Corporation that are outstanding and entitled to vote in such election are designated to be “withheld” from or are voted “against” his or her election shall tender his or her resignation for consideration by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee shall evaluate the best interests of the Corporation and its stockholders and shall recommend to the Board the action to be taken with respect to such tendered resignation.</p>
Newpark Resources, Inc. <sup>248</sup> (3/7/07)	Bylaw (consisting of director resignation policy tied to a plurality standard) and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p><u>Section 6. Procedures for Nominating Directors.</u> Notwithstanding anything in these Bylaws to the contrary, commencing with the annual meeting of stockholders to be held in 2008 and at each succeeding annual meeting of stockholders, only persons who are nominated in accordance with the procedures hereinafter set forth in this Section 6 shall be eligible for election as directors of the Corporation.</p> <p>Subject to the rights of holders of any class or series of stock having a preference over the common stock as to dividends or upon liquidation, nominations for the election of directors may be made by the Board of Directors or a committee appointed by the Board of Directors or by any stockholder entitled to vote in the election of directors and who complies with the procedures set forth in this Section 6. Any stockholder entitled to vote in the election of directors generally may nominate one or more persons for election as directors at a meeting only if written notice of such stockholder’s intent to make such nomination or nominations has been timely given to the Secretary of the Corporation. . . .</p> <p>Each such notice shall set forth . . .(6) a statement whether such nominee, if elected, intends to tender, promptly following such nominee’s election, an irrevocable resignation to become effective upon such nominee’s failure to receive a greater number of votes “for” his</p>

<sup>248</sup> Concurrently with adopting the majority vote provisions set forth above, the board amended the company’s corporate governance guidelines to include a director retirement policy and stock ownership guidelines for non-employee directors. See Items 5.03 and 8.01 of the Current Report on Form 8-K filed on Mar. 13, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>election than votes “withheld” from his election in any uncontested election of directors and upon acceptance of such resignation by the Board of Directors, in accordance with the Corporation’s Corporate Governance Guidelines.</p> <p><u>Section 7. Quorum.</u> . . . Notwithstanding the foregoing, directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors at each meeting of the stockholders at which a quorum is present.</p> <p><u>Policy:</u></p> <p>1.6 Majority Vote Principle.</p> <p>(a) In an uncontested election of directors (i.e., an election where the number of nominees is not greater than the number of directors to be elected), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election shall, unless such nominee has previously submitted an irrevocable resignation in accordance with paragraph (b) below, promptly tender his or her resignation to the Chairman of the Board following certification of the stockholder vote.</p> <p>(b) The Board may require, in order for any incumbent director to become a nominee of the Board for further service on the Board, such incumbent director to submit to the Board an irrevocable resignation, which shall become effective upon the occurrence of all of the following conditions: (i) such person having been elected a director in an upcoming uncontested election of directors, (ii) such person not receiving a greater number of votes “for” his or her election than votes “withheld” from his or her election in any uncontested election of directors, and (iii) acceptance of such resignation by the Board in accordance with the procedures set forth in these Guidelines for such purpose.</p> <p>(c) The Nominating and Corporate Governance Committee will promptly consider the resignation submitted by a director receiving a greater number of votes “withheld” from his or her election than votes “for” his or her election, and the Nominating and Corporate Governance Committee will recommend to the Board whether to accept or reject the tendered resignation. In considering whether to accept or reject the tendered resignation, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Nominating and Corporate Governance Committee, including, without limitation: the stated reasons why stockholders “withheld” votes for election from such director; the length of service and qualifications of the director whose resignation has been tendered; the director’s contributions to the Company; the relevant provisions of these Guidelines; compliance with listing standards; and the best interests of all stockholders.</p> <p>(d) The Board will act on the Nominating and Corporate Governance Committee’s recommendation no later than 90 days following the date of the certification of the stockholder vote. In considering the Nominating and Corporate Governance Committee’s recommendation, the Board will consider the factors considered by the Nominating and Corporate Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision on the Nominating and Corporate Governance Committee’s recommendation, the Company will promptly publicly disclose the Board’s decision whether to accept the resignation as tendered (providing an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the United States Securities and Exchange Commission.</p> <p>(e) To the extent that one or more directors’ resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>(f) Any director who tenders his or her resignation pursuant to this provision will continue to serve on the Board and remain active and engaged in Board and Committee proceedings while the Nominating and Corporate Governance Committee and the Board decide whether to accept or reject the tendered resignation; provided, however, such director will not participate in the Nominating and Corporate Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Nominating and Corporate Governance Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election (or who were not standing for election) will appoint a special Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This special Board committee may, but need not, consist of all of the independent directors who did not receive a greater number of votes “withheld” from their election than votes “for” their election or who were not standing for election. If the number of independent directors on the Board who did not</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>receive a greater number of votes “withheld” from their election than votes “for” their election together with the directors who were not standing for reelection is two or less, then the decision to accept or reject the tendered resignation shall be made by the Board, subject to the provisions of the initial sentence of this Section 1.6(f).</p> <p>(g) This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
<p>New Plan Excel Realty Trust, Inc. <sup>249</sup> (7/31/06)</p>	<p>Policy</p>	<p>As provided in the Company’s bylaws, in any election of Directors, each Director will be elected by the vote of a plurality of all the votes cast at a meeting of stockholders duly called and at which a quorum is present. In an uncontested election of Directors, any incumbent Director who does not receive a majority of the votes cast by stockholders entitled to vote with respect to the election of that Director will tender his or her resignation, within three (3) days after certification of the results, for consideration by the Corporate Governance and Nominating Committee and acceptance or rejection by the Board. For these purposes, a majority of the votes cast means that the number of shares that are cast and are voted “for” the election of a Director must exceed the number of shares of the Company that are voted as “withheld” from his or her election.</p> <p>Upon receipt of a tendered resignation of a Director as a result of the foregoing, the Corporate Governance and Nominating Committee will promptly consider the tendered resignation and will recommend to the Board whether to accept or reject the tendered resignation. In considering the tendered resignation, the Corporate Governance and Nominating Committee will consider all factors it deems relevant including, without limitation:</p> <ul style="list-style-type: none"> <li>• the stated reasons, if any, why stockholders “withheld” votes,</li> <li>• the length of service and qualifications of the Director whose resignation has been tendered,</li> <li>• the Director’s contributions to the Company,</li> <li>• compliance with exchange listing standards for board composition regarding independence and financial expertise qualifications,</li> <li>• triggering defaults or other adverse consequences under material contracts or acceleration of change in control provisions and other rights in severance or employment agreements, other compensation arrangements and other agreements entered into by the Company, and the Company’s charter and bylaws.</li> </ul> <p>In considering the recommendation of the Corporate Governance and Nominating Committee, the Board will consider the factors considered by that committee and such other factors and information it believes relevant.</p> <p>Any Director whose resignation has been tendered will not participate in any consideration of his or her tendered resignation or any other Director’s tendered resignation resulting from the same election. If a majority of the members of the Corporate Governance and Nominating Committee do not receive a majority of the votes cast “for” their election, then the independent members of the Board who received a majority of votes cast “for” their election, or who were not standing for election, will appoint a special Board committee from amongst themselves solely for the purpose of considering the tendered resignation(s), and will recommend to the Board whether to accept or reject them in the same manner as otherwise would be undertaken by the Corporate Governance and Nominating Committee.</p> <p>A tendered resignation will be effective if, within 90 days from the date of tender, the Board affirmatively determines to accept the resignation either on a specified date or upon the appointment of a replacement Director to fill the vacancy which results from the effectiveness of the resignation by the resigning Director.</p> <p>Following a determination by the Board to accept the tendered resignation, the Company will promptly file a Form 8-K with the Securities and Exchange Commission to announce its decision to accept the tendered resignation and will include an explanation in reasonable detail. Additionally, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p>

<sup>249</sup> New Plan Excel Realty Trust was acquired by Centro Properties Group on Apr. 20, 2007. Press Release, Centro Properties Trust (Apr. 20, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>If an incumbent Director's tendered resignation is not accepted by the Board, or if no action is taken with respect to such Director's tendered resignation within the 90-day period referenced above, such Director will continue to serve for the term for which he or she is elected and until his or her successor is elected and qualified.</p> <p>The Company's policy regarding election of Directors will be summarized in each proxy statement relating to an election of Directors.</p>
NIKE, Inc. (2/21/06)	Policy	<p>Any nominee for director in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Committee shall recommend to the Board the action to be taken with respect to the resignation. The Board will publicly disclose its decision within 90 days of the certification of the election results.</p>
NiSource Inc. <sup>250</sup> (11/28/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at a meeting of the stockholders and entitled to vote on the election of directors. However, in any election of directors in which only the holders of common stock are entitled to vote and in which the only nominees are those recommended by the Board of Directors, a nominee may only be elected if the votes cast in favor of such nominee exceed the votes cast against such nominee.</p> <p><u>Policy:</u></p> <p>10. <u>Resignation of Incumbent Directors.</u> Each director who is recommended for reelection by the Board in an election in which the only nominees are those who have been recommended by the Board must execute a conditional resignation, effective only if both (a) the votes against his or her election exceed the votes in favor of his or her election (a "failed reelection") and (b) such resignation is subsequently accepted by the Board. Any failed reelection will be referred to the Corporate Governance Committee, which will make a recommendation to the Board as to whether to accept or reject the resignation. The Board will make a determination and publicly disclose its decision, the rationale for the decision and the directors who participated in the process within 90 days after the election.</p> <p>The Board expects the director who has had a failed reelection to abstain from participating in the Corporate Governance Committee or Board discussion or vote regarding whether to accept his or her resignation offer. A director who has had a failed reelection may participate in discussions or votes with respect to other directors who have had a failed reelection.</p>
Nordstrom, Inc. <sup>251</sup>	Bylaw	8/21/07 Amended Version of Bylaw:

<sup>250</sup> 2005 non-binding majority proposal from the MLPF received support from 55.6% of votes cast, per Georgeson Shareholder. See Georgeson Review at 23. The MLPF also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 3, 2006 at 28-30. The proposal received support from 66% of votes cast, per ISS. See Growing Support. The company's 2006 proxy statement also contained a management proposal to declassify the board, which proposal responded to stockholder approval of a 2005 stockholder proposal to declassify the board. See definitive proxy statement at 27-28. The 2006 declassification proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 3, 2006 at 60.

Concurrently with adopting the majority vote provisions set forth above, NiSource Inc. announced that it had terminated its poison pill effective Nov. 29, 2006 and that it had adopted a poison pill policy. See Current Report on Form 8-K filed on Nov. 28, 2006.

<sup>251</sup> According to page 17 of the definitive proxy statement filed on Apr. 12, 2007:

the Company recently implemented a majority voting standard in uncontested director elections. Under current Washington law, the Company's Directors are elected by a plurality of the votes cast. Pending Washington legislation (which may be adopted but not yet in effect at the date of our meeting) would permit a company to implement majority voting in its bylaws and our Board has put that bylaw change in place. For the director elections at our 2007 Annual Meeting of Shareholders, the Board instituted majority voting through a policy in our Corporate Governance Guidelines. Under that policy, an incumbent director up for re-election who receives more "withhold" than "for" votes is expected to tender his or her resignation for consideration by the Corporate Governance and Nominating Committee and the Board. The Corporate Governance and

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(8/21/07 Bylaw, replacing 2/21/07 Bylaw and Policy)	(including 90-day term limit for holdover directors)	<p>ARTICLE III</p> <p>Section 2. Election. In any election of directors which is not a contested election (hereinafter an “uncontested election”), each vote entitled to be cast may be voted for, voted against or, to the extent afforded as a specific voting choice, withheld for, one or more nominees for director up to that number of nominees that is equal to the number of directors to be elected but without cumulating the votes, or a shareholder may indicate an abstention for one or more nominees for director. Votes cast for, against and/or withheld as to a nominee for director shall be deemed to be votes cast in an uncontested election. A nominee for director in an uncontested election shall be elected to the Board of Directors if the votes cast for such nominee’s election exceed the other votes cast in connection with such nominee’s election at a meeting at which a quorum is present.</p> <p>In any election which is a contested election, the nominees receiving a plurality of the votes cast by holders of shares entitled to vote in the election at a meeting at which a quorum is present will be elected. A “contested election” means an election of directors of the corporation in which the number of nominees for any election of directors nominated by (i) the Board of Directors, or (ii) any shareholder pursuant to Article II, Section 12 of these Bylaws, or (iii) a combination of nominees by the Board of Directors and any shareholder pursuant to Article II, Section 12 of these Bylaws, exceed the number of directors to be elected.</p> <p>Shares otherwise present at a meeting but for which there is an abstention or as to which no authority or direction to vote in the election is given or specified, are not deemed to be votes cast in the election.</p> <p>The foregoing provisions on election of directors do not apply to vacancies and newly created directorships filled by a vote of the Board of Directors under Article III, Section 9 of these Bylaws.</p> <p>Section 3. Number, Tenure and Qualifications. The Board of Directors shall consist of not less than nine (9) nor more than twelve (12) directors, with the specific number to be determined from time to time by resolution of the Board of Directors. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Each director shall hold office until the next annual meeting of</p>

Nominating Committee is then required to make a recommendation to the Board as to whether to accept or reject the tendered resignation. The Board will act on the tendered resignation and publicly disclose its decision within 90 days following certification of the election results.

Assuming the anticipated change in Washington corporate law takes effect under the pending legislation, the Company’s Bylaws will provide for majority voting in the election of directors on the following basis. In uncontested elections, the nominee would be elected to the Board if the votes cast “for” the nominee exceed the votes cast “against” the nominee. A nominee who fails to receive the required number of votes for election would tender his or her resignation for consideration in the same manner as described under our current policy contained in our Corporate Governance Guidelines. In contested elections, directors would continue to be elected by a plurality of the votes cast.

Washington state amended the Washington Business Corporations Act to permit: (a) adoption of a limited form of majority voting, which restricts the term of a director who fails to receive a majority vote to 90-days, through a bylaw amendment, and (b) the advance tender of an irrevocable resignation. The Washington statute (Sections 23B.10 and 23B.08.070(2) of the Washington Business Corporations Act) became effective on Jul. 22, 2007. The provision limiting the term of directors who fail to receive a majority vote is only applicable to companies which do not permit cumulative voting. As to cumulative voting generally, see Note 66. After the effective date of the Washington legislation, the board of Nordstrom, Inc. amended the previously adopted majority vote bylaw and policy to conform to the recently adopted state law and clarify the process for implementing a majority vote standard. See Items 5.03 and 8.01 of the Current Report on Form 8-K filed on Aug. 23, 2007. According to Item 5.03 of the Current Report on Form 8-K, amendments to Article II, Section 12 and Article III, Sections 2 and 3 relate to: (i) the elimination of the conditional resignation procedure, (ii) the establishment of a maximum 90-day hold-over term of office for an incumbent director who fails to receive a majority vote and (iii) the clarification of the different vote standards for contested and uncontested director elections. In addition, Item 8.01 of the Current Report on Form 8-K indicated that the company’s corporate governance guidelines were amended concurrently to eliminate the conditional resignation procedures previously contained therein.

When the board initially adopted majority vote provisions on Feb. 21, 2007, it also amended the bylaws of Nordstrom, Inc. to: (a) change the size of the board from a fixed number of nine directors, to a range of nine to 12, with the exact number to be set by the board, and (b) specified that a majority of the number of directors then in office shall constitute a quorum for transaction of business at any meeting of the board. See Item 5.03 of the Current Report on Form 8-K filed on Feb. 23, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>shareholders and until his successors shall have been elected and qualified. Notwithstanding the foregoing, a nominee for director in an uncontested election who does not receive the requisite votes for election, but who was a director at the time of the election, shall continue to serve as a director for a term that shall terminate on the date that is the earlier of: (i) ninety (90) days from the date on which the voting results of the election are determined, or (ii) the date on which an individual is selected by the Board of Directors to fill the office held by such director, which selection shall be deemed to constitute the filling of a vacancy by the Board of Directors. Directors need not be residents of the state of Washington or shareholders of the corporation.</p> <p><u>2/21/07 Version of Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 12. Nomination of Directors. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the corporation. Nominations of persons for election to the Board of Directors may be made at any annual meeting of shareholders (a) by or at the direction of the Board of Directors (or any duly authorized committee thereof) or (b) by any shareholder of the corporation (i) who is a shareholder of record on the date of the giving of the notice provided for in this Section 12 and on the record date for the determination of shareholders entitled to vote at the annual meeting and (ii) who timely complies with the notice procedures and form of notice set forth in this Section 12....</p> <p>To be in the proper form, a shareholder's notice must be in written form and must set forth (a) as to each person whom the shareholder proposes to nominate for election as a director . . . (iv) a statement whether such person, if elected, intends to tender, promptly following election or re-election to the Board of Directors, an irrevocable resignation effective when such person fails to receive the vote required for election under Article III, Section 2 of these Bylaws....</p> <p>ARTICLE III</p> <p>Section 2. Election. A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election at a meeting at which a quorum is present; provided, however, that if the number of nominees for any election of directors nominated (i) by the Board of Directors or (ii) any shareholder pursuant to Article II, Section 12 of these Bylaws, or (iii) a combination of nominees by the Board of Directors and any shareholder, exceed the number of directors to be elected, the nominees receiving a plurality of the votes cast by holders of shares entitled to vote in the election at a meeting at which a quorum is present will be elected. The foregoing provision does not apply to vacancies and newly created directorships filled by a vote of the Board of Directors under Article III, Section 9 of these Bylaws.</p> <p><u>2/21/07 Former Policy:</u></p> <p>In furtherance of the principles regarding majority election of directors set forth in Nordstrom's Bylaws, the Board shall nominate for election or re-election as directors only candidates who, as a condition to being nominated, have tendered or agreed to tender, an irrevocable resignation in advance of the meeting for the election of directors that will be effective upon (i) the failure of the candidate to receive the required vote at the next annual meeting at which he or she is nominated for election or re-election, and (ii) the Board's acceptance of the tendered resignation. The Board shall fill director vacancies and new directorships only with candidates who have agreed to tender the same form of resignation tendered by other directors in accordance with this guideline. A director who fails to receive the required number of votes for re-election in accordance with Nordstrom's Bylaws and who has not already tendered the advance resignation described above is expected to tender, promptly following certification of the shareholder vote, his or her resignation from the Board, which resignation may be conditioned upon Board acceptance of the resignation.</p> <p>The Corporate Governance and Nominating Committee will consider the tendered resignation of a director who fails to receive the required number of votes for re-election, as well as any other offer to resign that is conditioned upon Board acceptance, and recommend to the Board whether or not to accept such resignation. The Corporate Governance and Nominating Committee in deciding what action to recommend, and the Board in deciding what action to take, may consider any factors it deems relevant. The Board expects the director whose resignation is under consideration to abstain from participating in any decision of the Corporate Governance and Nominating Committee or the Board regarding such resignation. If the Board does not accept the resignation, the director will continue to serve until his or her successor is elected and qualified. The</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		Board shall publicly disclose its decision regarding a resignation tendered by a director who fails to receive the required number of votes for re-election within 90 days after certification of the shareholder vote.
Norfolk Southern Corporation (9/26/06)	Policy	<p>In an uncontested election of directors, any nominee for director who receives a greater number of “withhold” votes than “for” votes for his or her election will promptly tender his or her resignation to the Chairman of the Board of Directors following certification of the shareholder vote, and such resignation shall be irrevocable. The Governance and Nominating Committee of the Board of Directors will promptly consider the resignation and recommend to the Board of Directors whether to accept or reject the tendered resignation. The Board of Directors will act on the Committee’s recommendation within 90 days after the annual meeting of shareholders. Any director who tenders his or her resignation pursuant to this guideline will not participate in the Governance and Nominating Committee’s recommendation or Board of Directors consideration regarding whether or not to accept the tendered resignation. If the resignation is accepted, the Governance and Nominating Committee will recommend to the Board whether to fill the vacancy or reduce the size of the Board.</p> <p>In considering whether to accept or reject the tendered resignation, the Governance and Nominating Committee and the Board of Directors will consider all factors deemed relevant by the members of the Committee and Board including, without limitation, the stated reasons why shareholders withheld votes for election from such director, the length of service and qualification of the director whose resignation has been tendered, the director’s contributions to the Corporation and the factors enumerated in section 7, “Nomination of Directors,” of these guidelines. The Corporation will disclose the Board of Director’s decision on Form 8-K furnished to the Securities and Exchange Commission within four business days after the decision, including a full explanation of the process by which the decision was reached and, if applicable, the reasons why the Board rejected the director’s resignation.</p>
Northern Trust Corporation <sup>252</sup> (4/18/06 Bylaw and 4/18/06 Policy, as amended on 11/14/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>In all uncontested elections of Directors of the Corporation (i.e., an election where the only nominees are those recommended by the Board), to be elected as a Director, a nominee for Director must receive the affirmative vote of a majority of the votes present and voting at the meeting of Stockholders. In all contested elections of Directors of the Corporation, the affirmative vote of a plurality of the votes present and voting will be required to elect a Director.</p> <p><u>11/14/06 Amended Version of Policy:</u></p> <p><b>B. Effect of a Failure to Receive a Majority of the Votes In Director Elections</b></p> <p>1. <u>Required Resignation.</u> In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any incumbent director who fails to receive a majority of the votes present and voting at the meeting of stockholders will promptly tender his or her resignation to the Chairman of the Board (or such other director designated by the Board if the director failing to receive the majority of votes cast is the Chairman of the Board) following certification of the stockholder vote. Such resignation shall be effective upon its acceptance by the Board.</p>

<sup>252</sup> According to a letter dated Feb. 13, 2006, the MLPF submitted a non-binding majority proposal for 2006, which it subsequently withdrew. Northern Trust Corporation took several actions in April 2006 to eliminate cumulative voting as a prelude to adopting a majority vote standard in the election of directors. On Apr. 18, 2006, the corporation amended its restated certificate of incorporation by deleting ARTICLE FIFTH, Section 3, captioned “Cumulative Voting.” The amendment was approved by the corporation’s stockholders at the 2006 annual meeting of stockholders, as recommended by the board. On Apr. 18, 2006, the board amended the by-laws of the corporation by deleting ARTICLE I, Section 1.7, captioned “Cumulative Voting,” and replacing it with a new Section 1.7, captioned “Majority Vote Required.” The board concurrently amended the corporate governance guidelines to include a director resignation policy for incumbent directors who fail to receive a majority vote. See Current Report on Form 8-K filed on Apr. 19, 2006. As to cumulative voting generally, see Note 66.

Item 8.01 of the Current Report on Form 8-K filed on Nov. 17, 2006 described the changes to the corporate governance policy relating to majority voting as: (a) clarifying when a resignation will become effective and (b) clarifying the factors that the board may consider in deciding whether to accept a director’s tendered resignation upon the director’s failure to receive a majority of the votes in an uncontested election.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>2. <u>Consideration of Resignation.</u> The Corporate Governance Committee will promptly consider the resignation submitted by an incumbent director who fails to receive a majority of the votes, and the Corporate Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Corporate Governance Committee will consider all factors deemed relevant by the members of the Corporate Governance Committee including, without limitation, any stated reasons stockholders did not support such director, the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Corporation, and the Corporation's Corporate Governance Guidelines.</p> <p>3. <u>Board Action.</u> The Board will act on the Corporate Governance Committee's recommendation no later than 90 days following the date of the stockholders' meeting where the election occurred. In considering the Corporate Governance Committee's recommendation, the Board will consider the factors considered by the Corporate Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Corporate Governance Committee's recommendation, the Corporation will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>4. <u>Vacancies.</u> To the extent that one or more directors' resignations are accepted by the Board, the Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>5. <u>Recusal of Certain Directors.</u> Any director who tenders his or her resignation pursuant to this provision will not participate in the Corporate Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Corporate Governance Committee failed to receive a majority of the votes at the same election, then the independent directors who are on the Board who did receive a majority of the votes (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who received a majority of the votes or who were not standing for election.</p> <p>6. <u>Inclusion in Proxy Statement.</u> This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Corporation.</p> <p><u>4/18/06 Version of Policy:</u></p> <p><b>B. Effect of a Failure to Receive a Majority of the Votes In Director Elections</b></p> <p>1. <u>Required Resignation.</u> In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any incumbent director who fails to receive a majority of the votes present and voting at the meeting of stockholders will promptly tender his or her resignation to the Chairman of the Board (or such other director designated by the Board if the director failing to receive the majority of votes cast is the Chairman of the Board) following certification of the stockholder vote.</p> <p>2. <u>Consideration of Resignation.</u> The Corporate Governance Committee will promptly consider the resignation submitted by an incumbent director who fails to receive a majority of the votes, and the Corporate Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Corporate Governance Committee will consider all factors deemed relevant by the members of the Corporate Governance Committee including, without limitation, the stated reasons a majority of stockholders did not support such director, the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Corporation, and the Corporation's Corporate Governance Guidelines.</p> <p>3. <u>Board Action.</u> The Board will act on the Corporate Governance Committee's recommendation no later than 90 days following the date of the stockholders' meeting where the election occurred. In considering the Corporate Governance Committee's recommendation, the Board will consider the factors considered by the Corporate Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Corporate Governance Committee's recommendation, the Corporation will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Commission.</p> <p>4. <u>Vacancies</u>. To the extent that one or more directors' resignations are accepted by the Board, the Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>5. <u>Recusal of Certain Directors</u>. Any director who tenders his or her resignation pursuant to this provision will not participate in the Corporate Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Corporate Governance Committee failed to receive a majority of the votes at the same election, then the independent directors who are on the Board who did receive a majority of the votes (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who received a majority of the votes or who were not standing for election.</p> <p>6. <u>Inclusion in Proxy Statement</u>. This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Corporation.</p>
Northrop Grumman Corporation <sup>253</sup> (12/14/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Section 2.06. <u>Notice of Stockholder Business and Nominations</u>. Nominations of persons for election to the Board and the proposal of business to be transacted by the stockholders may be made at an annual meeting of stockholders (a) pursuant to the Corporation's notice with respect to such meeting, (b) by or at the direction of the Board or (c) by any stockholder of record of the Corporation who was a stockholder of record at the time of the giving of the notice provided for in the following paragraph, who is entitled to vote at the meeting and who has complied with the notice procedures set forth in this section.</p> <p>For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of the foregoing paragraph, (1) the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation . . . Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or reelection . . . a statement whether such person, if elected, intends to tender, promptly following such person's election, an irrevocable resignation effective upon such person's failure to receive the required vote for reelection at any future meeting at which such person would face reelection and upon acceptance of such resignation by the Board of Directors, in accordance with the Corporation's Principles of Corporate Governance. . . .</p>
		<p>Section 3.04. <u>Election and Term of Office</u>. Except as provided in Section 3.07 hereof and subject to the right to elect additional directors under specified circumstances which may be granted, pursuant to the provisions of Section 2 of Article Fourth of the Certificate, to the holders of any class or series of Preferred Stock, directors shall be elected by the stockholders of the Corporation. A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with Section 2.06 of these Bylaws and (ii) such nomination has not been withdrawn by such stockholder on or before the tenth day before the Corporation first mails its notice of meeting for such meeting to the stockholders. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee.</p> <p>Until the 2008 annual meeting of stockholders, the Board of Directors shall be and is divided into three classes: Class I, Class II and Class III, as provided for in the Certificate. Each director shall serve until his successor is elected and qualified or until his death, resignation or removal; no decrease in the authorized number of directors shall shorten the term of any incumbent director; and additional directors, elected pursuant to Section 2 of Article Fourth of the Certificate in connection with rights to elect such additional directors under specified circumstances which may</p>

<sup>253</sup> As indicated in Section 3.04 of the bylaws of the Northrop Grumman Corporation, the board has been declassified commencing in 2008. The definitive proxy statement filed on Apr. 12, 2006 included a management proposal to amend the company's charter to eliminate certain supermajority vote requirements. See definitive proxy statement at 44-48. The proposal passed. See Quarterly Report on Form 10-Q filed on Jul. 27, 2006 at II-4 and Item 5.03 and Exhibits 3.1 and 3.2 to the Current Report on Form 8-K filed on Jun. 19, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>be granted to the holders of any class or series of Preferred Stock, shall not be included in any class, but shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such class or series.</p> <p><u>Policy:</u></p> <p>In accordance with the Company's Bylaws, if none of the Company stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if the stockholders have withdrawn all such nominations by the tenth day before the Company mails its notice of meeting to the stockholders, a nominee must receive more votes cast for than against his or her election or reelection in order to be elected or reelected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for reelection. The Board shall nominate for election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected as director, resignations that will be effective upon (i) the failure to receive the required vote at any future meeting at which they face reelection and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Principle. A resignation tendered in accordance with this paragraph must provide that it may not be withdrawn unless the Board eliminates this Principle on majority voting in director elections.</p> <p>If an incumbent director fails to receive the required vote for reelection, the Nominating and Corporate Governance Committee will consider whether the Board should accept the director's resignation and will submit a recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Board will also request that all directors who are not considered "Independent Directors" pursuant to these Principles abstain from participating in the decision regarding the resignation unless the Board determines that the participation of one or more of such directors is necessary under the circumstances. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a resignation, including, without limitation, any harm to the Company that may result from accepting the resignation, the underlying reasons for the vote against the director, and whether action in lieu of accepting the resignation would address the underlying reasons for such votes against the director.</p>
		<p>The Board will decide whether to accept or reject a resignation within 90 days following certification of the election results by the inspector of elections, unless the Board determines that compelling circumstances require that the Board take additional time to consider the resignation. The Company will disclose the Board's decision (including, if applicable, the reasons for rejecting a resignation) in a periodic or current report that will be filed with the Securities and Exchange Commission within four business days of such decision.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
NorthWestern Corporation <sup>254</sup> (effective 8/2/06)	Policy	<p>The following sets forth the Company's majority vote policy for the election of directors:</p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Governance Committee shall promptly consider the resignation offer, and a range of possible responses based on the circumstances that led to the Majority Withheld Vote, if known, and make a recommendation to the Board. The Board will act on the Governance Committee's recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the Director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>However, if each member of the Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p>
Novell, Inc. <sup>255</sup> (12/12/06)	Bylaw (including director resignation policy)	<p style="text-align: center;">SECTION 2.05. <u>Quorum, Manner of Acting and Adjournment</u>. . . .</p> <p>Except as provided in Section 3.03, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of the directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director. If a director is not elected, the director shall offer to tend [sic] his or her resignation to the Board of Directors. The Corporate Governance Committee will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Corporate Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of certification of the election results. The director who tenders his or her resignation will not participate in the decision of the Board of Directors. Directors shall hold office until the next annual meeting and until their successors shall be duly elected and qualified. Directors need not be stockholders. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in the Bylaws.</p> <p style="text-align: center;">SECTION 3.03. <u>Vacancies</u>. . . . A vacancy in the Board of Directors shall be deemed to exist under this section in the case of the death, removal or resignation of any director, or if the stockholders fail at any meeting of stockholders at which directors are to be elected to elect the number of directors then constituting the whole Board.</p>

<sup>254</sup> NorthWestern Corporation (d/b/a NorthWestern Energy) announced on Aug. 2, 2006 (the effective date of the majority vote policy described above) that, at its 2006 annual meeting of stockholders held on Aug. 2, 2006, NorthWestern's stockholders approved the adoption of a merger agreement providing for the acquisition of NorthWestern by Babcock & Brown Infrastructure Limited. The transaction was expected to be completed by mid-2007, subject to the satisfaction or waiver of closing conditions. Press Release, NorthWestern Corporation (Aug. 2, 2006). The proposed merger was subsequently terminated. See Press Release, NorthWestern Corporation (Jul. 24, 2007).

<sup>255</sup> 2006 non-binding majority proposal from the UBCJA received support from 62% of votes cast, per ISS. See Growing Support. Thereafter, the company adopted the majority vote bylaw set forth above.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Nucor Corporation <sup>256</sup> (12/20/05)	Policy	Any nominee for director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall promptly tender his or her resignation for consideration by the Governance and Nominating Committee. The Committee shall evaluate the director’s tendered resignation taking into account the best interests of the Company and its stockholders and shall recommend to the Board whether to accept or reject such resignation. In making its recommendation, the Committee may consider, among other things, the effect of the exercise of cumulative voting in the election. The Board shall act within 120 days following certification of the stockholder vote and disclose its decision and the reasons therefor in an 8-K filing with the SEC. Any director who tenders his or her resignation pursuant to this principle shall not participate in any committee or board consideration of it. This governance principle will be summarized or included in the Company’s annual proxy statement.
NVIDIA Corporation <sup>257</sup> (3/9/06 Bylaw and Policy of unknown date)	Bylaw (including director resignation policy and Policy)	<p><u>Bylaw:</u></p> <p>At any meeting of stockholders for the election of one or more directors at which a quorum is present, each such director shall be elected by the vote of the majority of the votes cast with respect to that director, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast as “withheld” for that director. If a director then serving on the Board of Directors does not receive the necessary votes, the director shall offer to tender his or her resignation to the Board. The Nominating and Corporate Governance Committee or other committee that may be designated by the Board will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on such committee’s recommendation and publicly disclose its decision and the rationale within 90 days from the date of the certification of the election results. In making the decision, the Committee and the Board will evaluate the best interests of the Company and its stockholders and shall consider all factors and information deemed relevant. The director who tenders his or her resignation will not participate in the Committee’s recommendation or the Board’s decision.</p> <p><u>Policy:</u></p> <p><b>G. Election of Directors.</b> Any nominee who received a greater number of votes “withheld” from his or her election that votes “for” such election shall submit his or her offer of resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation.</p>

<sup>256</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Mar. 28, 2006 at 23-24. Nucor Corporation sought to exclude the proposal on the grounds that it had been substantially implemented, but the SEC denied no-action relief (letter available Jan. 31, 2006). The 2006 proposal received support from 41.9% of votes cast, per ISS. See Growing Support. Note that Nucor Corporation’s majority vote policy attempts to address the potential impact of cumulative voting. As to cumulative voting generally, see Note 66. The UBCJA submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 26, 2007 at 30-31. The proposal received support from approximately 44% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Aug. 7, 2007 at 23. In its opposing statement, the company noted that it had cumulative voting and that “cumulative voting under a majority vote standard presents technical and legal issues for which there is no precedent.” See definitive proxy statement filed on Mar. 26, 2007 at 31. As to cumulative voting generally, see Note 66.

<sup>257</sup> While Section IV.15(b) of the bylaws of NVIDIA Corporation contains the majority vote provision set forth above, the company has not amended Section I.8 of the bylaws which provides:

Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, directors shall be elected by a plurality of the votes of the shares present in person, by remote communication, if applicable, or represented by proxy at the meeting and entitled to vote generally on the election of directors.

In addition, the policy adopted by the company is of the type that would apply to a plurality election standard, rather than the majority vote standard provided for in the bylaw set forth above. Nonetheless, in the event of a conflict between bylaws and a policy, the bylaws should govern. At the 2007 annual meeting, approximately 39% of the votes cast with respect to incumbent director James C. Gaither were “withhold” votes. See Quarterly Report on Form 10-Q filed on Aug. 22, 2007 at 50.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
N-Viro International Corporation <sup>258</sup> (5/13/05)	Bylaw	Except as otherwise provided by law or by the Certificate of Incorporation, Directors shall be elected by a majority of the votes cast at a meeting of stockholders or by the stockholders entitled to vote in the election and, whenever any other corporate action is to be taken by the stockholders, it shall be authorized by a majority of the votes cast at a meeting of stockholders by the stockholders entitled to vote thereon.
NVR, Inc. <sup>259</sup> (5/4/07)	Charter, Bylaw and Policy	<p><u>Charter:</u></p> <p>7. Directors . . .</p> <p>(c) Except with respect to the filling of vacancies as provided in the Corporation’s Bylaws, and unless otherwise required by law, each director shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present; provided that if the number of nominees exceeds the number of directors to be elected, each director shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. For purposes of this Article 7(c), a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of shares voted “against” that director.</p> <p><u>Bylaw:</u></p> <p>2.07 Voting. . . .</p> <p>(d) As provided in the Articles of Incorporation, each director shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present; provided that if the number of nominees exceeds the number of directors to be elected, each director shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. For purposes of this Section 2.07(d), a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of shares voted “against” that director.</p> <p>3.03 Director Nominations.</p> <p>(a) Nomination of candidates for election as directors of the corporation at any annual or special meeting of shareholders may be made (i) pursuant to the corporation’s notice of meeting, (ii) by, or at the direction of, the Board of Directors or (iii) by any shareholder of the corporation who was a shareholder of record both at the time of giving notice provided for in this Section 3.03 and at the time of the applicable meeting, who is entitled to vote at the applicable meeting and who complied with the notice procedures set forth in this Section 3.03 (and, in the case of a special meeting, provided that the Board of Directors has determined that directors shall be elected at such special meeting). . . .</p> <p>(d) The shareholder’s notice required by this Section 3.03 shall set forth, as of the date of delivery of the notice to the Secretary of the corporation (i) as to each person whom the shareholder proposes to nominate for election or re-election as a director: . . . (5) a statement whether such person intends to comply with the Board’s corporate governance policies with respect to director resignations. . . .</p> <p><u>Policy:</u></p> <p>E. Director Resignation Policy</p>

<sup>258</sup> Bylaw amendment was adopted by the board subject to stockholder approval of a charter amendment eliminating plurality vote standard in director elections. The stockholders then approved the charter amendment. The company appears to have adopted a majority vote election standard in connection with the settlement of stockholder litigation.

<sup>259</sup> Management presented a majority vote charter amendment proposal at the 2007 annual meeting. See definitive proxy statement filed on Mar. 21, 2007 at 42-43. Management’s supporting statement indicated that if the charter amendment were approved, the majority vote provisions would be effective at the 2008 annual meeting. The Central Laborers Pension Fund stated that it had submitted a majority proposal for 2007 which was “adopted” by NVR, Inc. Press Release, Laborers’ Union (Dec. 23, 2006). Management’s charter amendment proposal was approved by the stockholders. See Item 5.03 of the Current Report on Form 8-K filed on May 9, 2007. Consistent with disclosure in the proxy statement, the board then adopted conforming amendments to the bylaws and a director resignation policy which had been approved by the board, contingent upon stockholder approval of the charter amendment.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>In accordance with the Company’s Articles of Incorporation, a nominee must receive more votes for than against his or her election or re-election at a meeting at which a quorum is present in order to be elected or re-elected to the Board, unless the number of nominees exceeds the number of directors to be elected.</p> <p>The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as director only candidates who agree to tender their resignation if they fail to receive the required number of votes for re-election. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender their resignation if they fail to receive the required number of votes for re-election.</p> <p>The Nominating Committee shall promptly consider the resignation offer of any such director and recommend to the Board whether to accept the tendered resignation or reject it. The Board shall take action with respect to the Nominating Committee’s recommendation no later than 90 days following the submission of any such resignation offer.</p> <p>Following the Board’s action regarding the Nominating Committee’s recommendation, the Company shall promptly file a Current Report on Form 8-K with the Securities and Exchange Commission which shall detail the Board’s decision regarding a tendered resignation. This disclosure shall include an explanation of the process by which the Board’s decision was reached and the reasons for the Board’s decision.</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>The Board expects that any director who tenders his or her resignation pursuant to this Policy will not participate in the Nominating Committee recommendation or Board action regarding whether to accept or reject the tendered resignation. If, however, a majority of the members of the Nominating Committee fails to receive the required number of votes for re-election in the election, the independent directors who did not fail to receive the required number of votes for re-election in the election shall form a committee amongst themselves for the purposes of evaluating the tendered resignations and recommending to the Board whether to accept or reject them.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
NYSE Euronext (f/k/a NYSE Group, Inc.) <sup>260</sup> (2006, as amended 2007)	Policy	<p><u>Amended 2007 Version of Policy:</u></p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from or “against” his or her election than votes “for” such election (a “Majority Withheld Vote”) shall tender his or her resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee shall make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Nominating and Governance Committee’s recommendation and publicly disclose its decision and the rationale behind it promptly upon such decision being made and in any event within 90 days from the date of the certification of the election results. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee recommendation or Board action regarding whether to accept the tendered resignation.</p> <p>If each member of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee among themselves to consider the tendered resignation and recommend to the Board whether to accept them. However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the tendered resignation.</p> <p><u>2006 Version of Policy:</u></p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from or “against” his or her election than votes “for” such election (a “Majority Withheld Vote”) shall tender his or her resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee shall recommend to the Board the action to be taken with respect to such tendered</p>

<sup>260</sup> The amendment to NYSE Euronext’s majority vote policy involved specifying that the Nominating and Governance Committee will make a recommendation to the board and that the board will promptly act on the recommendation and make its decision public promptly, and in any event within 90 days after certification of the vote results.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>resignation. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee recommendation or Board action regarding whether to accept the tendered resignation.</p> <p>If each member of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee among themselves to consider the tendered resignation and recommend to the Board whether to accept them. However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the tendered resignation.</p>
Occidental Petroleum Corporation <sup>261</sup> (5/3/07 Bylaw, replacing 7/20/06 plurality-plus Bylaw)	Bylaw (including director resignation policy)	<p><u>5/3/07 Amended Version of Bylaw:</u></p> <p>ARTICLE III</p> <p>SECTION 1. Number and Election of Directors. Subject to the rights, if any, of holders of preferred stock issued by the Corporation to elect directors of the Corporation, the Board of Directors shall consist of one or more directors, the number of which shall be twelve (12) until changed by resolution duly adopted by the Board of Directors from time to time. Except as provided in Section 3 of this Article III and subject to Section 12 of this Article III, directors shall be elected by a plurality of the votes cast at Annual Meetings of Stockholders and each director so elected shall hold office until his successor is duly elected and qualified, or until his earlier death, disqualification, resignation or removal. No person shall be eligible for election as a director of the Corporation who shall have reached the age of seventy-five (75) at the date of such election, unless such requirement shall have been unanimously waived by the members of the Corporate Governance, Nominating and Social Responsibility Committee and such Committee's action shall have been ratified and approved by a majority of the disinterested directors on the Board of Directors. Directors need not be stockholders.</p> <p>SECTION 12. Majority Vote Requirement. In an uncontested election, (i) any nominee for director standing for election by the stockholders for the first time who does not receive a greater number of votes "for" his or her election than votes "against" such election shall not be elected a director; and (ii) any nominee for director who previously has stood for election by the stockholders and receives a greater number of votes "against" his or her election than votes "for" such election (a "Majority Against Vote") shall promptly tender his or her resignation following</p>

<sup>261</sup> Emil Rossi, a stockholder activist, submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 23, 2006 at 26-27. The 2006 proposal received support from 56.8% of votes cast, per ISS. See Growing Support. Thereafter, the company adopted the plurality-plus bylaw set forth above. Note that the Laborers National Pension Fund also submitted a non-binding majority proposal for 2006 which did not appear in the definitive proxy statement, as the company sought and obtained no-action relief on the basis of "substantial duplication" (letter available Feb. 2, 2006). According to Item 8.01 of the Current Report on Form 8-K filed on Apr. 27, 2007:

In 2006, in response to a stockholder proposal, the Board of Directors of the Company approved a new Policy, embodied in an amendment to the Company's By-laws, to provide that, in an uncontested election, any Director who receives a greater number of votes "against" his or her election than votes "for" his or her election must tender his or her resignation. In such event, under this 2006 Policy, the Corporate Governance Committee would then consider the resignation and possible responses to it based on the relevant facts and circumstances, and make a recommendation to the Board.

The Committee and the Board have now determined to modify the foregoing 2006 Policy to provide that it will apply to all Directors who have previously been elected by the stockholders, but that, in an uncontested election, any Director standing for election by the stockholders for the first time would not be elected unless he or she is elected by the affirmative vote of the majority of votes cast at his or her first Annual Meeting of Stockholders.

Accordingly, it appears that Occidental Petroleum may be seeking to have a true majority vote standard apply to new director candidates and a plurality-plus standard apply to incumbents. However, as a practical matter, a plurality-plus standard for incumbent directors is essentially the same as a majority vote standard combined with a director resignation policy for incumbent candidates. At the 2007 annual meeting, approximately 35% of the votes cast with respect to each of the following incumbent directors were "against" votes: Spencer Abraham, John S. Chalsty, Rosemary Tomich, Rodolfo Segovia and Irvin W. Maloney, while approximately 34% of the votes cast with respect to incumbent R. Chad Dreier were "against" votes. See Quarterly Report on Form 10-Q filed on Aug. 1, 2007 at 26. These large votes against members of the board's compensation committee reflected investor dissatisfaction with CEO Ray Irani's pay package.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>certification of the stockholder vote by the Inspector of Elections.</p> <p>With respect to any nominee for director described in clause (ii) above, the Corporate Governance, Nominating and Social Responsibility Committee shall promptly consider the resignation, and possible responses based on the relevant facts and circumstances (including, for example and not by way of limitation, the reason for the Majority Against Vote, the director's qualifications and role on the Board of Directors) and whether acceptance of the resignation is in the best interest of the Corporation) and make a recommendation to the Board of Directors. The Board of Directors will act on the Corporate Governance, Nominating and Social Responsibility Committee's recommendation within 90 days following certification of the stockholder vote by the Inspector of Elections. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance, Nominating and Social Responsibility Committee's recommendation or Board of Directors' action regarding whether to accept the resignation. If each member of the Corporate Governance, Nominating and Social Responsibility Committee received a Majority Against Vote at the same election, then the independent directors who did not receive a Majority Against Vote shall appoint a committee amongst themselves to consider the resignations and recommend to the Board of Directors whether to accept them. However, if the only directors who did not receive a Majority Against Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignations.</p> <p>The Board of Directors will promptly disclose its decision-making process and decision regarding whether to accept or reject the director's resignation in a Form 8-K furnished to the Securities and Exchange Commission.</p> <p>Notwithstanding the obligation to offer to resign for a Majority Against Vote, any director may resign at any time for any other reason. In such instance, the resignation shall be effective upon giving written notice to the Corporate Secretary, unless the notice specifies a later time for such resignation to become effective, and no action shall be required by the Board of Directors for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor prior to such effective time to take office when such resignation becomes effective.</p> <p><u>7/20/06 Version of Bylaw (consisting of director resignation policy tied to a plurality standard):</u></p> <p>Except as provided in <i>Section 3</i> of this Article <i>III</i>, directors shall be elected by a plurality of the votes cast at Annual Meetings of Stockholders, and, subject to <i>Section 12</i> of this Article <i>III</i>, each director so elected shall hold office until his successor is duly elected and qualified, or until his earlier death, disqualification, resignation or removal. . . .</p> <p>In an uncontested election, any nominee for director who receives a greater number of votes "against" his or her election than votes "for" such election (a "Majority Against Vote") shall promptly tender his or her resignation following certification of the stockholder vote by the Inspector of Elections.</p> <p>The Nominating and Corporate Governance Committee shall promptly consider the resignation, and possible responses based on the relevant facts and circumstances (including, for example and not by way of limitation, the reason for the Majority Against Vote, the director's qualifications and role on the Board of Directors) and whether acceptance of the resignation is in the best interest of the Corporation) and make a recommendation to the Board of Directors. The Board of Directors will act on the Nominating and Corporate Governance Committee's recommendation within 90 days following certification of the stockholder vote by the Inspector of Elections. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance Committee's recommendation or Board of Directors' action regarding whether to accept the resignation. If each member of the Nominating and Corporate Governance Committee received a Majority Against Vote at the same election, then the independent directors who did not receive a Majority Against Vote shall appoint a committee amongst themselves to consider the resignations and recommend to the Board of Directors whether to accept them. However, if the only directors who did not receive a Majority Against Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignations.</p> <p>The Board of Directors will promptly disclose its decision-making process and decision regarding whether to accept or reject the director's resignation in a Form 8-K furnished to the Securities and Exchange Commission.</p> <p>Notwithstanding the obligation to offer to resign for a Majority Against Vote, any director may resign at any time for any other reason. In such instance, the resignation shall be effective upon giving written notice to the Corporate Secretary, unless the notice specifies a later time for such</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		resignation to become effective, and no action shall be required by the Board of Directors for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor prior to such effective time to take office when such resignation becomes effective.
Office Depot, Inc. <sup>262</sup> (7/27/06 Bylaw, replacing? 7/25/05 Policy)	Bylaw (including director resignation policy)	<p><u>Bylaw:</u></p> <p>Section 9. <u>Voting by Stockholders in the Election of Directors.</u> Unless otherwise provided in the certificate of incorporation of the corporation, each director to be elected by the stockholders shall be elected by a majority of the votes cast at any meeting held for the purpose of the election of directors at which a quorum is present, subject to the following provisions:</p> <p>(a) <u>Resignation of Incumbent Director Who Fails to Receive a Majority Vote; Decision to be Publicized if Resignation not Accepted:</u> In any non-contested election of directors, any director nominee who is an incumbent director who receives a greater number of votes “withheld” from his or her election (or “against” or “no” votes) than votes “for” such election shall immediately tender his or her resignation to the Board of Directors, which resignation shall be irrevocable. Thereafter, the Board of Directors shall decide, through a process managed by the Corporate Governance and Nominating Committee (and excluding the nominee in question from all Board and Committee deliberations), whether to accept such resignation within ninety (90) days of the date of such resignation. Absent a compelling reason for the director to remain on the Board (as determined by the Board of Directors), the Board shall accept the resignation from the director. To the extent that the Board determines that there is a compelling reason for the director to remain on the Board and does not accept the resignation, the Board’s explanation of its decision shall be disclosed promptly in a Current Report on Form 8-K filed with the United States Securities and Exchange Commission or in a press release that is widely disseminated.</p> <p>(b) <u>Definition of “Compelling Reason”:</u> For purposes of this policy, a “compelling reason” shall be determined by the Board of Directors (excluding the nominee in question from all Board and Committee deliberations) and could include, by way of example and without limitation, situations in which a director nominee was the target of a “vote no” or “withhold” campaign on what the Board believes to be an illegitimate basis, such as racial or gender discrimination, or on the basis of information that the Board of Directors determines to have been false or misleading, or if the resignation would cause the Corporation to be in violation of its constituent documents or regulatory requirements.</p> <p>(c) <u>Consequences of the Board’s Acceptance or Non-Acceptance of a Director’s Resignation:</u> If such incumbent director’s resignation is accepted by the Board of Directors, then such director shall immediately cease to be a member of the Board of Directors upon the date of action taken by the Board of Directors to accept such resignation. If such incumbent director’s resignation is not accepted by the Board of Directors, such director will continue to serve until the next annual meeting, or until the earlier of his or her subsequent resignation or removal.</p> <p>(d) <u>Failure of a Non-Incumbent Director to Win Election:</u> If any nominee for director who is not an incumbent fails to receive a majority vote for his or her election at any meeting for the purpose of the election of directors at which a quorum is present, such candidate shall not be elected and shall not take office.</p> <p>(e) <u>Filling Vacancies:</u> If an incumbent director’s resignation is accepted by the Board of Directors pursuant to this Bylaw, or if a non-incumbent nominee for director is not elected, the Board of Directors, may fill any resulting vacancy pursuant to the provisions of Article III, Section 4 of these Bylaws, or may decrease the size of the Board of Directors pursuant to the provisions of Article III, Section 2 of these Bylaws.</p> <p>(f) <u>Nominees to Agree in Writing to Abide by this Bylaw:</u> To be eligible for election as a director of the corporation, each nominee (including</p>

<sup>262</sup> 2005 non-binding majority vote proposal from the SMWIA received support from 51.5% of votes cast, per Georgeson Shareholder. See Georgeson Review at 23. Steve Odland, the Chairman and CEO of Office Depot, Inc. chaired the Corporate Governance Task Force of the Business Roundtable at the time the majority vote provisions set forth above were adopted. The SMWIA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 10, 2006 at 16-18. The 2006 proposal received support from 56.8% of votes cast, per ISS. See Growing Support. Thereafter, the company adopted the bylaw set forth above. By including clause (f) in its bylaw, Office Depot, Inc. became one of the first companies to expressly require directors to agree in writing to the terms of a resignation policy for incumbent directors included in a majority vote bylaw. Note, however, that the bylaw does not require the advance tender of a conditional resignation, as do more recent resignation provisions. While the company’s majority vote policy is still included in the corporate governance guidelines posted on the company’s web site, the policy has effectively been superseded by the company’s binding majority vote bylaw which renders the director resignation policy applicable to incumbent directors only.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>incumbent directors) must agree in writing in advance to comply with the requirements of this Section 9 of Article II of these Bylaws.</p> <p>(g) <u>Majority Vote Defined</u>: For purposes of this Bylaw, a majority of votes cast shall mean that the number of shares voted “for” a director’s election exceeds 50% of the total number of votes cast with respect to that director’s election. Votes “cast” shall include votes to withhold authority and votes “against” and “no” votes but shall exclude abstentions with respect to a director’s election or with respect to the election of directors in general.</p> <p>(h) <u>Vote Standard in Contested Elections</u>: Notwithstanding anything to the contrary contained in this Article II, Section 9 of the Bylaws, in a contested election, a plurality vote standard shall apply. For purposes of this Bylaw, a “contested election” shall mean an election in which the number of candidates for election as directors exceeds the number of director positions to be filled, and plurality vote shall be interpreted by reference to Section 216 of the Delaware General Corporation Law.</p> <p><u>Former ? Policy</u>:</p> <p>Any nominee for director in an uncontested election as to whom a majority of the shares of the Company that are outstanding and entitled to vote in such election are designated to be “withheld” from or are voted “against” his or her election shall tender his or her resignation for consideration by the Corporate Governance &amp; Nominating Committee. The Governance Committee shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such tendered resignation.</p>
<p>Old National Bancorp<sup>263</sup> (7/31/06)</p>	<p>Policy</p>	<p>Any nominee for director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “majority withhold vote”) shall tender his or her resignation to the Chairman of the Corporate Governance and Nominating Committee promptly following certification of the stockholder vote.</p> <p>The Corporate Governance and Nominating Committee will promptly consider the tendered resignation and recommend to the Board whether to accept or reject it. In determining whether to recommend acceptance or rejection of the tendered resignation, the Corporate Governance and Nominating Committee will consider all factors it deems relevant including, without limitation, the stated reasons why stockholders “withheld” votes from the director, the director’s length of service and qualifications, the director’s contributions to the Company, and the Company’s Corporate Governance Guidelines.</p> <p>The Board will act on the Corporate Governance and Nominating Committee’s recommendation no later than 90 days following the date of the stockholders’ meeting at which the election occurred. In deciding whether to accept the tendered resignation, the Board will consider the factors considered by the Corporate Governance and Nominating Committee and any additional information and factors the Board believes to be relevant. Promptly following the Board’s decision, the Company will disclose that decision (providing a full explanation of the process by which the decision was reached) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>If the Board decides to accept the director’s resignation, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill the resulting vacancy or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this guideline will not participate in the Corporate Governance and Nominating Committee recommendation or the Board consideration whether to accept or reject the resignation. If a majority of the members of the Corporate Governance and Nominating Committee received a majority withhold vote at the same election, then the independent directors who did not receive a majority withhold vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them.</p> <p>This corporate governance guideline will be summarized or included in each Company proxy statement relating to an election of Company directors.</p>

<sup>263</sup> Concurrently with adopting a majority vote policy, Old National Bancorp announced that its board would propose and recommend approval of amendments to its articles of incorporation to declassify the board at the company’s 2007 annual meeting. Press Release, Old National Bancorp (Jul. 31, 2006). Management’s 2007 board declassification proposal was set forth in the definitive proxy statement filed on Mar. 21, 2007 at 14-15. The proposal passed. See Item 5.03 and Exhibit 3.1 of the Current Report on Form 8-K filed on May 22, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
ONEOK, Inc. <sup>264</sup> (10/18/07)	Bylaw	<p><b>Section 2.06 Voting.</b> . . . (e) At any meeting of the shareholders, all matters, except as otherwise provided in the Certificate of Incorporation, in these By-laws or by law, and except for the election of Directors, shall be decided by the vote of the holders of shares representing a majority of the voting power of the shareholders present in person or by proxy and entitled to vote thereat and thereon, provided that a quorum is present. Election of Directors at any meeting of the shareholders shall be by the affirmative vote of the holders of shares representing a majority of the voting power of the shareholders present in person or by proxy at the meeting and entitled to vote for the election of Directors, provided that a quorum is present, and provided further that if the number of nominees exceeds the number of Directors to be elected, the shareholders shall instead elect the Directors by plurality vote of the shares present in person or by proxy. The vote at any meeting of the shareholders on any matter need not be by written ballot, except election of Directors, unless so directed by the Chairman of the meeting. On a vote by ballot, each ballot shall be signed by the shareholder voting, or by the shareholder's proxy, if there be such a proxy, and it shall state the number of shares voted.</p>
Oracle Corporation (8/18/06)	Policy	<p>If a nominee for director in an uncontested election of directors (i.e., an election other than one in which (i) the number of director nominees exceeds the number of directorships subject to election or (ii) proxies are being solicited by a person other than Oracle Corporation), does not receive the vote of at least "the majority of the votes cast" at any meeting for the election of directors at which a quorum is present and no successor has been elected at such meeting, the director will promptly tender his or her resignation to the Board of Directors. For purposes of this corporate governance policy, "the majority of votes cast" means that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. "Votes cast with respect to that director's election" shall include votes to withhold authority but shall exclude abstentions and failures to vote with respect to that director's election. The Nomination and Governance Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation. The Board of Directors must act on the tendered resignation, taking into account the Nomination and Governance Committee's recommendation, within 90 days from the date of the certification of the election results. The Board shall promptly publicly disclose by furnishing a report with the Securities and Exchange Commission its decision regarding the tendered resignation, including its rationale for accepting or rejecting the resignation offer. The Nomination and Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant, including, but not limited to, (i) the stated reasons, if any, why stockholders withheld their votes, (ii) possible alternatives for curing the underlying cause of the withheld votes, (iii) the director's tenure, (iv) the director's qualifications, (v) the director's past and expected future contributions to the Company, and (vi) the overall composition of the Board.</p> <p>The director who tenders his or her resignation will not participate in the recommendation of the Nomination and Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If a majority of the Nomination and Governance Committee do not receive the vote of at least "the majority of the votes cast", then the independent Directors of the Board who received the vote of at least "the majority of the votes cast" shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. The Board may accept a director's resignation or reject the resignation. If the Board of Directors accepts a director's resignation, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 2.02 of the By-Laws or may decrease the size of the Board of Directors pursuant to the provisions of Section 2.01 of the By-Laws. If a director's resignation is not accepted by the Board of Directors, such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>This corporate governance policy will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Owens-Illinois, Inc. (1/24/05)	Policy	<p>Any nominee for director in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall tender his or her resignation for consideration by the Nominating/Corporate Governance Committee. The Nominating/Corporate Governance Committee shall recommend to the Board the actions to be taken with respect to such offer of resignation.</p>

<sup>264</sup> Concurrently with adopting a majority vote bylaw, the board of ONEOK, Inc. approved submitting to stockholders a charter amendment proposal to declassify the board. Press Release, ONEOK, Inc. (Oct. 18, 2007) and Item 8.01 of the Current Report on Form 8-K filed on Oct. 22, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Pacific Gas and Electric Company <sup>265</sup> (effective 9/19/07)	Bylaw (including 90-day term limit for holdover directors)	<p>ARTICLE II.</p> <p>DIRECTORS.</p> <p>9. Majority Voting. In any uncontested election, nominees receiving the affirmative vote of a majority of the shares represented and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the required quorum) shall be elected. In any election that is not an uncontested election, the nominees receiving the highest number of affirmative votes of the shares entitled to be voted for them, up to the number of directors to be elected by those shares, shall be elected; votes against a director and votes withheld shall have no legal effect.</p> <p>For purposes of these Bylaws, “uncontested election” means an election of directors of the Corporation in which, at the expiration of the times fixed under Article I, Section 2 of these Bylaws requiring advance notification of director nominees, or for special meetings, at the time notice is given of the meeting at which the election is to occur, the number of nominees for election does not exceed the number of directors to be elected by the shareholders at that election.</p> <p>If an incumbent director fails, in an uncontested election, to receive the vote required to be elected in accordance with this Article II, Section 9, then, unless the incumbent director has earlier resigned, the term of such incumbent director shall end on the date that is the earlier of (a) ninety (90) days after the date on which the voting results are determined pursuant to Section 707 of the California Corporations Code, or (b) the date on which the Board of Directors selects a person to fill the office held by that director in accordance with the procedures set forth in these Bylaws and Section 305 of the California Corporations Code.</p> <p>10. Certain Powers Reserved to the Shareholders. So long as PG&amp;E Corporation shall hold the majority of the outstanding shares of the Corporation, PG&amp;E Corporation may require the written consent of the PG&amp;E Corporation Chairman of the Board or the PG&amp;E Corporation Chief Executive Officer to enter into and execute any transaction or type of transaction identified by the Board of Directors of PG&amp;E Corporation as a “Designated Transaction.” For purposes of this Section 10, a Designated Transaction shall be any transaction or type of transaction identified in a duly adopted resolution of the Board of Directors of PG&amp;E Corporation as requiring the written consent of the PG&amp;E Corporation Chairman of the Board or the PG&amp;E Corporation Chief Executive Officer pursuant to this Section 10. Notwithstanding the foregoing, nothing in this Section 10 shall limit the power of the Corporation to enter into or execute any transaction or type of transaction prior to the receipt by the Corporate Secretary of the Corporation of the resolution designating such transaction or type of transaction as a Designated Transaction pursuant to this Section 10.</p>
		<p>ARTICLE V.</p> <p>AMENDMENTS.</p> <p>2. Amendment by Directors. To the extent provided by law, these Bylaws, or any of them, may be amended or repealed or new Bylaws adopted by resolution adopted by a majority of the members of the Board of Directors; provided, however, that amendments to Article II, Sections 9 and 10 of these Bylaws, and any other Bylaw provision that implements a majority voting standard for director elections (excepting any amendments intended to conform those Bylaw provisions to changes in applicable laws) shall be amended by the shareholders of the Corporation as provided in Section 1 of this Article V.</p>
Pactiv Corporation <sup>266</sup>	Bylaw (including	<p>ARTICLE II</p> <p>SECTION 1...</p>

<sup>265</sup> The boards of Pacific Gas and Electric Company and PG&E Corporation both amended their bylaws effective Sep. 19, 2007 to include majority vote provisions and a 90-day term limit for holdover directors. See Item 5.03 of the Current Report on Form 8-K filed on Sep. 24, 2007. These provisions reflect amendments to the California General Corporation Law which became effective Jan. 1, 2007. The bylaw amendments include a lock-in provision which provides that the majority vote bylaw may only be amended by the stockholders. The first companies to voluntarily include lock-ins were Bank of America Corporation and Verizon Communications Inc.

<sup>266</sup> The language in the bylaw indicating that a resignation will be accepted in the absence of “a compelling reason” was first utilized by General Electric Company.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(11/9/06)	director resignation policy)	<p>(B) Each director shall be elected by the vote of the majority of votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that (i) if number of nominees exceeds the number of directors to be elected, or (ii) if a stockholder has provided the corporation notice of a nominee for director in accordance with the advance notice provisions in these Bylaws and such nomination is withdrawn after the printing date of the corporation's proxy statement, if any, for such meeting, then at that meeting the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at an such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of votes cast means the number of shares voted "for" a director must exceed 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority and shall exclude abstentions or broker non-votes. If an incumbent director is not elected, the director shall promptly tender his or her resignation to the Board. The Compensation/Nominating/Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will accept such resignation unless the Board determines there is a compelling reason not to do so. The Board will publicly disclose its decision and the rationale behind its decision within 90 days from the date of the certification of the election results. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Compensation/Nominating/Governance Committee's recommendation or the Board action regarding whether to accept the tendered resignation, except that (i) if each member of the Compensation/Nominating/Governance Committee was required to tender his or her resignation in accordance with this Section, the Board shall directly consider such resignations without a recommendation from the Compensation/Nominating/Governance Committee, and (ii) if all of the directors were required to tender their resignations in accordance with this Section, then all directors may participate in the decision whether to accept such resignations. Directors shall hold office until the next meeting and until their successors shall be duly elected and qualified.</p>
		<p>(C) Any director may resign his or her office at any time by delivering his or her resignation in writing to the corporation, and except as required by the terms thereof or by these Bylaws (including Section 1(B) of this Article II), the acceptance of such resignation shall not be necessary to make such resignation effective. Upon a change in the employment status of a director, such director shall be deemed to have tendered his or her resignation from the Board to the Compensation/Nominating/Governance Committee for its consideration. That Committee shall consider the circumstances and consequences of such change and make an appropriate recommendation to the Board for its consideration. Vacancies, arising pursuant to resignations or otherwise, may be filled by the Board. No person who shall have attained the age of 72 shall be eligible for election or reelection, as the case may be, as a director of the corporation.</p>
Paychex, Inc. <sup>267</sup> (4/13/06)	Bylaw (including director resignation policy)	<p>Except as provided in Sections 9 and 10 of this Article, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" the election of a director nominee must exceed the number of votes cast "against" the nominee. If a nominee that is an incumbent director does not receive a required majority of the votes cast, the director shall offer to tender his or her resignation to the Board. The Governance and Compensation Committee shall consider such offer and will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will consider the Committee's recommendation and will determine whether to accept such offer. In making their determinations, the Board and the Committee may consider any factors deemed relevant. The Board shall publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board's or the Committee's decisions with respect to his or her resignation. In the event that no nominees for election to the Board receive a required majority of the votes cast, at an annual meeting, a special meeting of stockholders shall be called for an election of directors in the manner provided in these Bylaws. Each director shall hold office until such director's successor is elected and qualified or until such director's earlier resignation or removal.</p>

<sup>267</sup> AFSCME submitted a binding majority vote proposal to Paychex, Inc. in 2005, which received support from approximately 20% of the votes cast, per ISS. See Majority Voting Passes. Note that ISS recommended voting against that proposal since it did not contain a carve-out for contested elections. See Patrick McGurn, Governance at a Crossroads: 2006 Proxy Season Preview/2005 Review (2005) at 13, available at <http://www.issproxy.com/pdf/GovernanceCrossroadsPM.pdf> [hereinafter 2006 Proxy Season Preview].

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
The PBSJ Corporation <sup>268</sup> (not yet effective)	(company to present majority vote charter amendment proposal at 2007 annual meeting, including 90-day term limit for holdover directors)	<p>Proposed Charter Amendment:</p> <p>ARTICLE III</p> <p>3.2 Voting of Common Stock</p> <p>(a) Each holder of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote, including the election of directors. Directors shall be elected by a vote of the majority votes cast with respect to shares present at a meeting at which a quorum is present. In the event an incumbent director does not receive the requisite number of votes, his or her term shall expire on the earlier of (1) 90 days from the date on which the voting results are determined or (2) the date on which an individual is selected by the board to fill the office held by such director, which selection would be deemed to constitute the filling of the vacancy by the board.</p>
Peabody Energy Corporation <sup>269</sup> (7/31/07 Bylaw and 12/8/05 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Section 1.6. <u>Voting.</u> (A) Except as otherwise provided by law or by the Charter, (a) all matters submitted to a meeting of stockholders, other than the election of directors, shall be decided by vote of the holders of record of a majority of the shares of the Corporation's issued and outstanding capital stock present in person or represented by proxy at the meeting and entitled to vote on the matter, and (b) except as otherwise provided in subparagraph (B) of this Section 1.6 in the case of a contested election (as defined below), each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting of stockholders for the election of directors at which a quorum is present. For purposes of this Section 1.6, a majority of votes cast shall mean that the number of shares voted "for" exceeds 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority or votes against in each case as applicable and shall exclude abstentions with respect to that director's election.</p>

<sup>268</sup> Management's proposed majority vote charter amendment is set forth on page 8 and A-2-1 and A-2-2 of the definitive proxy statement filed on Oct. 4, 2007. The proposed charter amendment was presented at a special meeting at which stockholders were asked to approve a series of charter and bylaw amendments, including: (a) charter amendments which would (i) create a new class of non-voting common stock and (ii) create blank check preferred stock and (b) bylaw amendments which would (i) provide for advance notice of stockholder proposals, (ii) update procedures with respect to stockholder meetings, modify the provisions relating to the minimum number qualifications, policies and committees of the board and the titles, duties and removal of officers, (iii) revise the procedures for the issuance, sale and redemption of stock, (iv) clarify the indemnification rights of officers and directors and (v) allow either the stockholders or the board to amend the bylaws. The company has had an informal policy concerning majority voting. According to page 2 of the definitive proxy statement filed on May 29, 2007:

The Florida Statutes state that once a quorum has been established, directors are elected by a plurality of the votes cast by holders of shares entitled to vote at the Annual Meeting. This would mean that the seven director nominees receiving the most votes cast will be elected as directors. However, in keeping with past practice of The PBSJ Corporation of electing directors by majority vote, the current board of directors has decided to determine election results based on majority vote. In the event a current director does not receive a majority of the votes for his re-election, that director will resign effective June 22, 2007. Those directors elected by majority vote will be required by the Bylaws of the corporation to appoint a person or persons to serve until the next shareholders election in 2008.

<sup>269</sup> 2005 non-binding majority vote proposal from the SMWIA received support from 36.8% of votes cast, per Georgeson Shareholder. See Georgeson Review at 23. The SMWIA also submitted a non-binding majority vote proposal for 2006. See definitive proxy statement filed on Mar. 31, 2006 at 47-50. Peabody Energy Corporation sought to exclude the 2006 proposal on the grounds that it had been substantially implemented, but the SEC denied no action relief (letter available Feb. 13, 2006). The 2006 proposal received

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(B) In the event of a contested election of directors, directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy and voting for nominees in the election of directors at any meeting of stockholders for the election of directors at which a quorum is present. For purposes of this Section 1.6, a contested election shall mean any election of directors in which the number of candidates for election as directors exceeds the number of directors to be elected.</p> <p>Policy:</p> <p>The Board of Directors desires to clarify its position regarding the actions to be taken when a director receives more “withheld” than “for” votes in an election. Such a vote sends a message that clearly warrants the Board’s careful attention. At the same time, the Board of Directors recognizes that a number of special interest groups are promoting the majority-voting standard as a means to wage corporate campaigns or other detrimental activities that are not in the best interest of all shareholders. Certain corporations in heavy industry, including the Company, receive heightened attention from these special interest groups, and the Board of Directors believes that special measures are warranted to protect against their coercive activities.</p>
		<p>In an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Withhold Vote”) will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee will promptly consider the resignation submitted by such Director, and will recommend to the Board whether to accept or reject the tendered resignation. In considering whether to accept or reject the tendered resignation, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by its members including, without limitation, the stated reasons why shareholders “withheld” votes for election from such Director, the length of service and qualifications of the Director whose resignation has been tendered, the Director’s contributions to the Company, the Company’s Corporate Governance Guidelines, and whether any special interest groups conducted a campaign involving the election of directors to further the interests of such group, as opposed to the best interests of all shareholders.</p> <p>The Board will act on the Nominating and Corporate Governance Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting where the election occurred. In considering the Nominating and Corporate Governance Committee’s recommendation, the Board will consider the factors considered by the Nominating and Corporate Governance Committee and such additional information and factors the Board believes to be relevant.</p> <p>To the extent that one or more Directors’ resignation are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Corporate Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Nominating and Corporate Governance Committee receive Withhold Votes at the same election, then the independent Directors who are on the Board who did not receive Withhold Votes in such election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept them or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive Withhold Votes in that election.</p>
		<p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>

support from 45% of votes cast, per ISS. [See Growing Support](#) and Press Release, AFL-CIO (May 5, 2006). In adopting the majority vote bylaw set forth above, the company indicated that it was: “following through on a commitment to shareholders made at the 2007 annual meeting.” Press Release, Peabody Energy Corporation (Jul. 31, 2007). While the company does not appear to have amended its majority vote policy to apply to incumbents only, the policy effectively is limited to incumbent directors as the result of the adoption of a majority vote bylaw.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
J.C. Penney Company, Inc. <sup>270</sup> (2/28/07)	Bylaw (consisting of director resignation policy tied to a plurality standard) and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>SECTION 8. Voting; Proxies; Ballots. Except as otherwise provided in the laws of the State of Delaware or the certificate of incorporation, at every meeting of stockholders, each stockholder of the Company shall be entitled to one vote at the meeting in person or by proxy for each share of stock having voting rights registered in his or her name on the books of the Company on the date fixed pursuant to Section 3 of Article VII of these Bylaws as the record date for the determination of stockholders entitled to vote at the meeting. Shares of its own stock belonging to the Company shall not be voted directly or indirectly (except for shares of stock held by the Company in a fiduciary capacity). The vote of any stockholder entitled thereto may be cast in person or by his or her proxy appointed by an instrument in writing, or by a telegram, cablegram, or other means of electronic transmission, to the full extent permitted by the laws of the State of Delaware; provided, however, that no proxy shall be voted after three years from its date, unless the proxy provides for a longer period. At all meetings of stockholders, each question (except where other provision is made in the laws of the State of Delaware, in the certificate of incorporation, or in these Bylaws) shall be decided by the vote of the holders of shares of stock having a majority of the votes which could be cast by the holders of all shares of stock outstanding and entitled to vote thereon. In any non-contested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall, promptly following the receipt of the final report from the independent inspectors of election, tender his or her resignation, and the Board of Directors (excluding the director who tenders his or her resignation pursuant to this Section 8) shall decide whether to accept or refuse the resignation promptly. Absent a compelling reason as determined by the other directors in the exercise of their business judgment for the director to remain on the Board of Directors, the Board of Directors shall accept the resignation. In a contested election, directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the stockholder meeting and entitled to vote on the election of directors and shall not be required to tender any such resignation. All elections of directors and all votes on matters set forth in the notice of meeting shall be by written ballot stating the number of shares voted, but except as otherwise provided in the laws of the State of Delaware, the vote on any other matter need not be by ballot unless directed by the chairman of the meeting. On a vote by ballot, each ballot shall be signed by the stockholder voting, or by his or her proxy, if there be such proxy, and shall state the number of shares voted.</p>

<sup>270</sup> The SMWIA submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Apr. 4, 2007 at 76-77. The 2007 proposal did not pass, receiving support from approximately 44.6% of shares outstanding. See Quarterly Report on Form 10-Q filed on Sep. 12, 2007 at 29 and Penney Shareholders Vote to Limit Pay, Associated Press, May 18, 2007. The language in the bylaw and policy set forth above indicating that a resignation will be accepted absent a "compelling reason" was first utilized by General Electric Company. Concurrently with amending its bylaws, the company: (a) amended its governance guidelines to, among other things, include a policy on related party transactions and clarify the company's policy on "clawbacks" of compensation in the event of a financial restatement arising out of willful actions or gross negligence and (b) established stock ownership goals for members of senior management. See Current Report on Form 8-K filed on Mar. 6, 2007. As indicated in Article III of the company's bylaws, the board will be completely declassified effective in 2009. Declassification was approved by the stockholders at the 2006 annual meeting. In the management statement accompanying the 2006 management declassification proposal, the company stated:

In 2005, a stockholder of the Company, the Amalgamated Bank Longview Collective Investment Fund ("Longview"), submitted a stockholder proposal at the 2005 Annual Meeting requesting that the Board take the steps necessary to declassify the Board of Directors, provided that such declassification be phased in so that it does not affect the unexpired terms of the previously elected directors. Longview's proposal received support from a majority of the shares of common stock outstanding as well as a majority of the votes cast at the 2005 Annual Meeting.

See definitive proxy statement filed on Apr. 6, 2006 at 32.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p><b>H. Voting Policy for Election of Directors.</b> Article II, Section 8 of the Company's Bylaws sets forth the Company's voting policy for the election of directors, as follows: "In any non-contested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall, promptly following the receipt of the final report from the independent inspectors of election, tender his or her resignation, and the Board of Directors (excluding the director who tenders his or her resignation pursuant to this Section 8) shall decide whether to accept or refuse the resignation promptly. Absent a compelling reason as determined by the other directors in the exercise of their business judgment for the director to remain on the Board of Directors, the Board of Directors shall accept the resignation. In a contested election, directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the stockholder meeting and entitled to vote on the election of directors and shall not be required to tender any such resignation."</p> <p>For purposes of this policy, a "compelling reason" could include, without limitation, a situation in which a director nominee was the target of a "vote no" campaign on an illegitimate basis, such as racial discrimination or on the basis of misinformation, or in which the resignation would cause the Company to be in violation of its constituent documents, applicable law or regulatory requirements. A "contested election" could include, without limitation, (i) a situation in which the Company has knowledge or a good-faith belief that a person, entity or investment fund, whether directly or indirectly, beneficially owns or is acquiring (as defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended) the Company's securities in contemplation of initiating a change in the composition of the Company's then present board of directors, including but not limited to, any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board, and/or (ii) a situation in which the Company receives notice that a stockholder intends to nominate a person for election as a director in the manner required by the Company's Bylaws and such nomination is not withdrawn on or prior to the close of business on the tenth day prior to the day of mailing of notice of the meeting to stockholders.</p>
Pennsylvania Real Estate Investment Trust (12/15/05)	Policy	<ol style="list-style-type: none"> <li>1. In an uncontested election, any nominee for Trustee who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation to the Nominating and Governance Committee of the Board of Trustees following certification of the shareholder vote.</li> <li>2. The Nominating and Governance Committee shall consider the resignation offer and recommend to the Board of Trustees whether to accept it. The Board of Trustees will act on the Nominating and Governance Committee's recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board of Trustees will promptly disclose its decision whether to accept the Trustee's resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Company press releases typically are distributed or by other means of public disclosure.</li> <li>3. Any Trustee who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee recommendation or any other Board action regarding whether to accept the resignation offer. However, if each member of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent Trustees who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves (which may consist of some or all of them) to consider the resignation offers and recommend to the Board of Trustees whether to accept them.</li> </ol>
Pentair, Inc. <sup>271</sup> (Preexisting Bylaw and 5/3/07 Charter)	Charter and Bylaw	<p><u>Charter:</u></p> <p>ARTICLE XI</p> <p><b>Section 1.</b> The business of this Corporation shall be managed by a Board of Directors who shall be elected by a majority vote of all votes cast at any meeting of the shareholders. . . .</p>

<sup>271</sup> Since 1985, the directors of Pentair, Inc. have been elected by majority vote as provided in the company's bylaws. According to page 39 of the definitive proxy statement filed on Mar. 23, 2007, the company's charter was silent concerning the applicable director election standard, and:

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Bylaw:</u> ARTICLE I</p> <p><b>Section 6. <u>Voting.</u></b> . . . All questions shall be decided by a majority vote of the number of shares entitled to vote and represented at the meeting at the time of the vote except if otherwise required by statute, the Articles of Incorporation, or these By-Laws.</p>
Pepco Holdings, Inc. <sup>272</sup> (1/26/06)	Bylaw (including director resignation policy)	<p>Except as otherwise required by applicable law or the Certificate of Incorporation, (i) in a contested director election where the number of nominees exceeds the number of directors to be elected, each Director shall be elected by a plurality of the votes cast “for” his or her election at a meeting of stockholders at which a quorum is present in person or by proxy and entitled to vote in the election; (ii) in all other elections, each Director shall be elected by a majority of the votes cast “for” his or her election at a meeting of stockholders at which a quorum is present in person or by proxy and entitled to vote in the election. Any incumbent nominee for Director who, in an uncontested director election, fails to receive a majority of votes cast “for” his or her election shall resign no later than ninety (90) days after the date of the certification of the election results.</p>
PepsiAmericas, Inc. <sup>273</sup> (12/14/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Except as otherwise provided by law, the Certificate of Incorporation, or these By-Laws, the directors shall be elected at the annual meeting of the stockholders, and each nominee receiving a majority of the votes cast with respect to that nominee at such election shall be elected, provided that in the case of a contested election, the nominees receiving a plurality of the votes cast at such election shall be elected. For the purposes of this section, a majority of the votes cast means that the number of shares voted “for” a director nominee must exceed the number of votes cast “against” that director nominee. For the purposes of this section, an election shall be considered “contested” if the number of properly and timely nominated nominees, in accordance with these By-laws, exceeds the number of directors to be elected.</p> <p><u>Policy:</u></p> <p>According to Item 5.03 of the Current Report on Form 8-K filed by PepsiAmericas, Inc. on 12/18/06:</p> <p>The Board of Directors also adopted a director resignation policy to further implement the majority voting standard. Pursuant to this policy, if a nominee who already serves as a director is not elected, the director shall offer to tender his or her resignation to the Board of Directors. The Governance, Finance and Nominating Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. Subject to the procedures described below, the Board will act on the Committee’s recommendation within 90 days from the date of the certification of the election results. Following the determination by the Board, the Company will promptly disclose publicly the Board’s decision, including an explanation of the process for reaching the decision and, if applicable, the reasons for rejecting the resignation offer.</p>

Recently, the Minnesota legislature amended the Minnesota Business Corporations Act to provide that directors of each company incorporated under Minnesota law will be elected by plurality vote unless the company’s articles of incorporation provided otherwise. . . .The proposed amendment represents the Board’s desire to revert to the standard for elections of directors that was in effect from 1985 until the recent change in Minnesota law.

The charter amendment proposal passed. See Current Report on Form 10-Q filed on Aug. 1, 2007 at 36. As noted in the definitive proxy statement, the charter amendment does not contain a carve-out for contested elections.

<sup>272</sup> 2005 non-binding majority vote proposal from the UBCJA received support from 40.0% of votes cast, per Georgeson Shareholder. See Georgeson Review at 23. The UBCJA submitted a non-binding majority vote proposal for 2006 which it withdrew in connection with Pepco Holdings, Inc.’s adoption of a majority vote bylaw including a director resignation policy. See Majority Vote or Pfizer.

<sup>273</sup> The International Brotherhood of Teamsters General Fund presented a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 16, 2006 at 31-32. The proposal received support from 27% of votes cast, per ISS. See Growing Support.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>A director who is required to offer to resign in accordance with the policy shall not be present during the deliberations or voting by the Committee or the Board as to whether to recommend or accept his or her resignation offer or, except as provided below, an offer by any other director to tender his or her resignation in accordance with the policy. If enough members of the Committee do not receive more “for” votes than “against” votes in the same uncontested election such that a quorum of the Committee cannot be attained, then one of the following will apply:</p> <p>(A) if four or more independent directors did not receive more “for” votes than “against” votes in the same uncontested election, then the independent directors who received a greater number of “for” votes than “against” votes in that election will be asked to consider and recommend to the Board whether to accept the resignation offers of the affected directors and the Board, with only its directors who received a greater number of “for” votes than “against” votes in that election participating, will act on such recommendation, or</p> <p>(B) if three or fewer independent directors did not receive more “for” votes than “against” votes in the same uncontested election, then the Board, with all of its directors (including those who received a greater number of “against” votes than “for” votes in that election) participating, will discuss and act with respect to accepting or rejecting the resignation offers (except that no director will vote to accept or reject his or her own resignation offer).</p> <p>Any affected director will be afforded the opportunity to provide any information or statement that he or she deems relevant.</p>
<p>The Pepsi Bottling Group, Inc. <sup>274</sup> (1/6/99 Charter and 3/22/07 Policy)</p>	<p>Charter and Policy</p>	<p><u>Charter:</u></p> <p>FOURTH: No holder of any shares of the Corporation, whether now or hereinafter authorized, shall have any preemptive right to subscribe for or to purchase any shares or other securities of the Corporation, nor have any right to cumulate his votes for the election of directors. Except as otherwise provided in the Certificate of Incorporation, at all meetings of the stockholders of the Corporation, a quorum being present, all matters shall be decided by a majority of the votes cast.</p> <p><u>Policy:</u></p> <p>18. <u>Directors Who Are Not Elected By A Majority of Votes Cast</u></p> <p>The Certificate of Incorporation requires each Director to be elected by a majority of the votes cast at a meeting at which Directors are being elected and a quorum is present. A majority of the votes cast means that the number of shares voted “for” a Director exceeds the number of shares voted “against” that Director. If a Director is not elected by a majority of the votes cast, the Director shall offer his or her resignation to the Board. In such event, the Nominating Committee will make a recommendation to the Board of whether to accept or reject the resignation or whether other action should be taken. The Board shall act on the Nominating Committee’s recommendation within ninety (90) days after the certification of the election results. The Director who offers his or her resignation shall not participate in the Nominating Committee’s or Board’s decision with respect to such offer of resignation.</p>
<p>PepsiCo, Inc. (Preexisting Bylaw and 9/17/06 Policy)</p>	<p>Bylaw and Policy</p>	<p><u>Bylaw:</u></p> <p>All shares of one or more classes or series that under the Articles of Incorporation or the North Carolina Business Corporation Act are entitled to vote and be counted together collectively on a matter at a meeting of shareholders constitute a voting group within the meaning of the North Carolina Business Corporation Act. All shares entitled by the Articles of Incorporation or the North Carolina Business Corporation Act to vote generally on a matter are for that purpose a single voting group. Classes or series of shares shall not be entitled to vote separately by voting group unless expressly authorized by the Articles of Incorporation or specifically required by law. At any meeting of the shareholders of the Corporation, each shareholder entitled to vote may vote in person or by proxy provided that no proxy shall be voted after eleven (11) months from its date unless said proxy provides for a longer period. Unless otherwise provided by the Articles of Incorporation or By-laws, action on a matter by a voting group for which a quorum is present is approved if the votes cast within the voting group favoring the action exceed the votes</p>

<sup>274</sup> The Pepsi Bottling Group, Inc. sought to exclude a non-binding majority proposal for 2007 submitted by Amalgamated Bank Long-View Collective Investment Fund on the basis of substantial implementation. The SEC denied no-action relief (letter available Mar. 1, 2007). The majority proposal did not appear in the definitive proxy statement filed on Apr. 4, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>cast opposing the action. The vote for the election of directors, other matters expressly prescribed by statute, and, upon the direction of the presiding officer of the meeting, the vote on any other question before the meeting, shall be by ballot.</p> <p><u>Policy:</u></p> <p><b>C. Voting for Directors</b></p> <p>1. Any nominee for Director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of Directors to be elected) who receives a greater number of votes “against” his or her election than votes “for” such election shall, promptly following certification of the shareholder vote, offer his or her resignation to the Board unless otherwise determined by the Board in accordance with the procedures set forth below. The resignation offer shall be in writing and shall be an irrevocable resignation offer pending acceptance or rejection as provided herein.</p> <p>2. The Nominating and Corporate Governance Committee shall consider the resignation offer and make a recommendation to the Board. The independent members of the Board will act on the Nominating and Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote.</p> <p>3. In deciding the action to be taken with respect to any such resignation offer, the independent members of the Board shall limit their consideration to determining what is in the best interests of the Corporation and its shareholders. In this regard, the Board should consider all factors deemed relevant, including but not limited to: (i) any stated reasons why shareholders voted against such Director, (ii) any alternatives for curing the underlying cause of the “against” votes, (iii) the Director’s tenure, (iv) the Director’s qualifications, (v) the Director’s past and expected future contributions to the Corporation, and (vi) the overall composition of the Board, including whether accepting the resignation offer would cause the Corporation to be in violation of its constituent documents or fail to meet any applicable regulatory or contractual requirements. The Board’s actions with respect to any such resignation offer may include: (i) accepting the resignation offer, (ii) deferring acceptance of the resignation offer until a replacement Director with certain necessary qualifications held by the subject Director (e.g., Audit Committee financial expertise) can be identified and elected to the Board, (iii) maintaining the Director but addressing what the independent members of the Board believe to be the underlying cause of the “against” votes, (iv) resolving that the Director will not be re-nominated in the future for election, or (v) rejecting the resignation offer. An accepted resignation offer will become effective immediately upon acceptance or upon such other time as determined by the independent members of the Board consistent with this policy.</p> <p>4. Following the determination by the independent members of the Board, the Corporation shall promptly disclose publicly in a document furnished or filed with the Securities and Exchange Commission the decision of whether or not to accept the resignation offer. The disclosure shall also include an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the resignation offer.</p> <p>5. A Director who is required to offer to resign in accordance with this Section C shall not be present during the deliberations or voting by the Nominating and Corporate Governance Committee or the Board as to whether to recommend or accept his or her resignation offer or an offer by any other Director to tender his or her resignation in accordance with this Section C. However, if enough members of the Nominating and Corporate Governance Committee do not receive more “for” votes than “against” votes in the same uncontested election such that a quorum of the Nominating and Corporate Governance Committee cannot be attained, then the other independent Directors who received a greater number of “for” votes than “against” votes in that election will be asked to consider and decide whether to accept the resignation offers of the affected Directors. If only three or fewer independent Directors did not receive more “for” votes than “against” votes in the same uncontested election, then all independent Directors may participate in any discussions or actions with respect to accepting or turning down the resignation offers (except that no Director will vote to accept or turn down his or her own resignation offer). Any affected Director will be afforded the opportunity to provide any information or statement that he or she deems relevant.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
PerkinElmer, Inc. <sup>275</sup> (4/26/07 Charter, Bylaw, and Policy, replacing 1/24/06 Policy)	Charter, Bylaw and Policy	<p><u>Charter:</u></p> <p>Article VI</p> <p>The By-laws of this Corporation may, but are not required to, provide that in a meeting of stockholders other than a Contested Election Meeting (as defined below), a nominee for director shall be elected to the Board of Directors only if the votes cast for such nominee's election exceed the votes cast against such nominee's election. In a Contested Election Meeting, directors shall be elected by a plurality of the votes cast at such Contested Election Meeting. A meeting of stockholders shall be a "Contested Election Meeting" if, as of the day immediately preceding the date of this Corporation's first notice to stockholders of such meeting sent pursuant to Section 4 of Article I of this Corporation's By-laws, as such date is stated in such notice, either (i) there is any person nominated for election as a director at such meeting who was not nominated for election as a director by the Board of Directors, and such nomination other than by the Board of Directors has not been withdrawn, or (ii) there are more persons nominated for election as directors at such meeting than there are directors to be elected at such meeting.</p> <p><u>Bylaw:</u></p> <p>ARTICLE I</p> <p>8. Action at Meeting. When a quorum is present, the vote of a majority of the stock present or represented and voting on a matter (or if there are two or more classes of stock entitled to vote as separate classes, then in the case of each such class, the vote of a majority of the stock of that class present or represented and voting on a matter), except where a larger vote is required by law, the Articles of Organization or these By-Laws, shall decide any matter to be voted on by the stockholders other than an election of directors. A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders that is a Contested Election Meeting (as defined below). A meeting of stockholders shall be a "Contested Election Meeting" if, as of the day immediately preceding the date of the corporation's first notice to stockholders of such meeting sent pursuant to Section 4 of Article I of these By-laws, as such date is stated in such notice, either (i) there is any person nominated for election as a director at such meeting who was not nominated for election as a director by the Board of Directors, and such nomination other than by the Board of Directors has not been withdrawn, or (ii) there are more persons nominated for election as directors at such meeting than there are directors to be elected at such meeting. No ballot shall be required for such election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election. . . .</p> <p><u>4/26/07 Amended Version of Policy:</u></p> <p>f) Resignation of Holdover Directors Following Uncontested Elections</p> <p>In an uncontested election of Directors (i.e., an election of Directors at any meeting of stockholders other than a Contested Election Meeting, as defined in the Company's bylaws), any nominee for Director who does not receive more votes "for" his or her election than votes cast "against" his or her election will promptly offer his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p>

<sup>275</sup> The UBCJA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 17, 2006 at 33-35. The 2006 proposal received support from 60.1% of votes cast, per ISS. See Growing Support.

On Jan. 24, 2007, the board of PerkinElmer, Inc. adopted amendments to the company's charter and bylaws that, if approved by the company's stockholders at the Apr. 2007 annual meeting, would implement a majority voting standard for uncontested elections of directors. To support the operation of the proposed majority voting standard for the election of directors, the board also adopted, effective Jan. 24, 2007, an amendment to the company's bylaws to add an "advance notice" provision for the election of directors. According to Item 5.03 of the current Report on Form 8-K filed on Jan. 30, 2007, this amendment "enables the Company to know, before it mails its proxy statement for a meeting of stockholders and the proxy card for the election of directors, whether or not the election will be contested and thus whether a majority or plurality voting standard will apply."

Note that the charter amendment is an enabling provision which does not mandate that directors be elected by a majority vote in uncontested elections. Management's 2007 charter and majority vote bylaw amendment proposal is described in the definitive proxy statement filed on Mar. 16, 2007 at 49-50 and A-1-A-2. The proposal passed, receiving support from approximately 85.7% of shares outstanding. See Quarterly Report on Form 10-Q filed on May 11, 2007 at 43.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Nominating and Corporate Governance Committee will promptly consider the offer to resign submitted by that Director and will recommend to the Board what action the Committee believes should be taken in response to the offered resignation. Such action could, for example, consist of accepting the resignation, maintaining the director but addressing what the Nominating and Corporate Governance Committee believes to be the underlying cause of the “against” votes, determining that the director will not be re-nominated in the future for election, or rejecting the resignation. In considering what action to recommend, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Committee, which may include, for example, any stated reasons that shareholders voted “against” the election for that Director, the Director’s length of service, qualifications, and contributions to the Company, the overall composition of the Board (including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NYSE requirements), and these Corporate Governance Guidelines.</p> <p>The Board will act on the Nominating and Corporate Governance Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting during which the election occurred. In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and any additional factors the Board believes to be relevant. Following the Board’s decision, the Company will promptly publicly disclose the Board’s decision whether or not to accept the offered resignation, including an explanation of how the decision was reached and, if applicable, the reasons an offer to resign was not accepted, in a Form 8-K to be filed or furnished with the Securities and Exchange Commission.</p> <p>To the extent that one or more Directors’ resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who offers his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration of whether or not to accept the offered resignation. If a majority of the members of the Nominating and Corporate Governance Committee did not receive more votes “for” their election than votes cast “against” their election, then the independent Directors who did receive more votes “for” their election than votes cast “against” their election will appoint a Board committee solely for the purpose of considering the offered resignations and making a recommendation to the Board whether or not to accept them, which committee may, but need not, consist of all such independent Directors; provided, however, that if there are fewer than three independent Directors who received more “for” votes than “against” votes in the election, then such committee will be comprised of all independent Directors, and each independent Director who is required by these Guidelines to offer his or her resignation will recuse himself or herself from the committee’s recommendation and from the Board’s consideration of whether or not to accept his or her individual offer to resign.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p> <p><u>1/24/06 Version of Policy:</u></p> <p>In an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives more votes “withheld” from his or her election than votes “for” his or her election will promptly offer his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee will promptly consider the offer to resign submitted by that Director and will recommend to the Board what action the Committee believes should be taken in response to the offered resignation. Such action could, for example, consist of accepting the resignation, maintaining the director but addressing what the Nominating and Corporate Governance Committee believes to be the underlying cause of the “withheld” votes, determining that the director will not be re-nominated in the future for election, or rejecting the resignation. In considering what action to recommend, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Committee, which may include, for example, any stated reasons that shareholders “withheld” votes from the election for that Director, the Director’s length of service, qualifications, and contributions to the Company, the overall composition of the Board (including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NYSE requirements), and these Corporate Governance Guidelines.</p> <p>The Board will act on the Nominating and Corporate Governance Committee’s recommendation no later than 90 days following the date of the</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>shareholders' meeting during which the election occurred. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and any additional factors the Board believes to be relevant. Following the Board's decision, the Company will promptly publicly disclose the Board's decision whether or not to accept the offered resignation, including an explanation of how the decision was reached and, if applicable, the reasons an offer to resign was not accepted, in a Form 8-K to be filed or furnished with the Securities and Exchange Commission.</p> <p>To the extent that one or more Directors' resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who offers his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration of whether or not to accept the offered resignation. If a majority of the members of the Nominating and Corporate Governance Committee received more votes "withheld" from their election than votes "for" their election, then the independent Directors who did not receive more votes "withheld" from their election than votes "for" their election will appoint a Board committee solely for the purpose of considering the offered resignations and making a recommendation to the Board whether or not to accept them, which committee may, but need not, consist of all such independent Directors; provided, however, that if there are fewer than three independent Directors who received more "for" votes than "withheld" votes in the election, then such committee will be comprised of all independent Directors, and each independent Director who is required by these Guidelines to offer his or her resignation will recuse himself or herself from the committee's recommendation and from the Board's consideration of whether or not to accept his or her individual offer to resign.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Petroleum & Resources Corporation <sup>276</sup> (potential for adoption of majority voting)		<p>Petroleum &amp; Resources Corporation sought and obtained approval at its 11/7/06 special meeting of stockholders to amend Article IV of its charter to provide as follows:</p> <p style="padding-left: 40px;">The Bylaws of the Corporation may provide for the election of a director by a plurality of all the votes cast in the election of a director, a majority or other percentage of all the votes entitled to be cast in the election of a director or by any other vote, in any case as specified in the Bylaws and as may vary as specified in the bylaws depending upon whether the election of directors is contested.</p>

<sup>276</sup> The charter amendment described above was adopted in connection with a comprehensive rewriting and updating of the charter of Petroleum & Resources Corporation for which a special meeting of stockholders was called. See Press Release, Petroleum & Resources Corporation (Nov. 7, 2006). According to page 10 of the definitive proxy statement filed on Oct. 4, 2006:

Our current Bylaws provide that a director shall be elected by a plurality of the votes cast. Our Board of Directors has no intention at this time to amend our Bylaws to change this provision. However, there has been recent consideration in legal and other circles regarding the appropriate vote for the election of directors. While some companies have moved toward majority voting in the election of directors, we have not yet determined whether majority voting is appropriate for us. The new language in Article IV modernizes our Charter and gives our Board flexibility in determining the appropriate vote requirement in the election of directors in the future depending upon then prevailing circumstances. Our Board of Directors could, for example, decide to institute a majority vote in all election of directors by stockholders or, alternatively, only in a non-contested election and a plurality vote in a contested election instituted by an arbitrageur or other short-term investor that would not be in the best interests of our Corporation.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
PetSmart, Inc. <sup>277</sup> (12/12/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Section 5. <u>Annual Meetings.</u></p> <p>(a) The annual meeting of the stockholders of the corporation, for the purpose of election of directors and for such other business as may lawfully come before it, shall be held on such date and at such time as may be designated from time to time by the Board of Directors. Nominations of persons for election to the Board of Directors of the corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders: (i) pursuant to the corporation's notice of meeting of stockholders; (ii) by or at the direction of the Board of Directors; or (iii) by any stockholder of the corporation who was a stockholder of record at the time of giving the stockholder's notice provided for in the following paragraph, who is entitled to vote at the meeting and who complied with the notice procedures set forth in Section 5. . . .</p> <p>(c) A stockholder's written notice sent to the Secretary shall set forth: (i) as to each person whom the stockholder proposed to nominate for election or reelection as a director: . . . (F) a statement whether such person, if elected, intends to tender, promptly following such person's election or re-election, an irrevocable resignation effective upon such person's failure to receive the required vote for re-election at the next meeting at which such person would face re-election and upon acceptance of such resignation by the Board of Directors, in accordance with the corporation's board practice on director elections . . . .</p> <p>Section 8. <u>Quorum and Voting.</u> . . .</p> <p>(b) Except as otherwise mandated by statute, the Certificate of Incorporation or these Bylaws, each director shall be elected by the vote of the majority of the shares cast with respect to the director at any meeting of stockholders for the election of directors at which a quorum is present; provided, however, that the directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 5 above; and (ii) such nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders. For purposes of this Section, a vote of the majority of the shares cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director. Where a separate vote by a class or classes or series is required, except where otherwise provided by the statute or by the Certificate of Incorporation or these Bylaws, a majority of the voting power of the then-outstanding shares of such class or classes or series, present in person, by remote communication, if applicable, or represented by proxy duly authorized, shall constitute a quorum entitled to take action with respect to that vote on that matter. Except where otherwise provided by statute or by the Certificate of Incorporation or these Bylaws, the affirmative vote of the majority of the voting power of the shares of such class or classes or series present in person, by remote communication, if applicable, or represented by proxy at the meeting shall be the act of such class or classes or series.</p> <p><u>Policy:</u></p> <p>In accordance with the Bylaws of PetSmart, Inc., if none of our stockholders provides PetSmart, Inc. notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if our stockholders have withdrawn all such nominations by the</p>

<sup>277</sup> The Current Report on Form 8-K filed on Dec. 15, 2006, indicates that the majority vote provisions described above were adopted in conjunction with other governance-related modifications to the bylaws, which: (a) provide that the date for timely receipt of stockholder proposals and nominations for directors was changed to no later than 120 days prior to the anniversary of the mailing date of the prior year's proxy materials in order to match the deadline set by the rules and regulations of the SEC with respect to proxy statements, (b) clarify that stockholder proposals will require information relating to both the record holder and the beneficial holder of the shares of common stock, (c) clarify that the chairman of a meeting has the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made, or proposed, in accordance with the procedures set forth in the bylaws, (d) clarify that the chairman of the board of directors of PetSmart, Inc. is not necessarily an executive officer of PetSmart, unless so designated by board, in the event the office of chief executive officer and chairman of the board of directors is ever separated, (e) establish the office of chief executive officer and establish the duties of such office, (f) clarify that shares of common stock may be uncertificated, (g) clarify the procedures by which an interested transaction may be approved by the board and (h) remove provisions relating to the company's ability to grant loans to its executive officers.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>day before we mail our notice of meeting to our stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election.</p> <p>The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Board Practice.</p> <p>If an incumbent director fails to receive the required vote for re-election, the Corporate Governance Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.</p>
P.F. Chang's China Bistro, Inc. (12/4/06)	Bylaw (including director resignation policy)	<p>Section 1.8 <u>Proxies and Voting</u>. . . . Except as provided herein, all matters shall be determined by a majority of the votes cast. All elections of directors at which a quorum is present shall be determined by a majority of the votes cast, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section, a "majority of the votes cast" means that the number of shares voted "for" a director exceeds the number of the votes cast "against" a director. If a director is not elected, the director shall tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors on whether to accept or reject such director's resignation. The Board of Directors will act on the Nominating and Corporate Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within ninety (90) days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation and the Board of Directors in making its decision may each consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the Board of Directors' decision with respect to his or her resignation.</p> <p>If a director's resignation is accepted by the Board of Directors pursuant to this Bylaw, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Article II, Section 2.2, or may decrease the size of the Board of Directors pursuant to the provisions of Article II, Section 2.1.</p>
		<p>Section 2.12 <u>Submission of Questionnaire, Representation and Agreement</u>. Each nominee for election or reelection as a director of the Corporation must deliver to the Secretary at the principal executive offices of the Corporation at least five (5) days prior to the filing of the Corporation's proxy statement in connection with the then current year's annual meeting of stockholders a written questionnaire with respect to the background and qualification of such person (which questionnaire shall be provided by the Secretary) and a written representation and agreement (in the form provided by the Secretary) that (A) reflects the requirements of Article I, Section 1.8, and (B) such person has complied and will comply with all applicable corporate governance, conflicts, confidentiality, stock ownership and trading policies of the Corporation.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Pfizer Inc. <sup>278</sup> (10/25/07 Bylaw and Policy, replacing 6/23/05 Policy, as last amended on 10/27/05)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE I</p> <p><b>5. Voting; Proxies.</b> . . . The vote for directors shall be by ballot. Unless a greater number of affirmative votes is required by the Certificate of Incorporation, these by laws, the rules or regulations of any stock exchange applicable to the Corporation, or as otherwise required by law or pursuant to any regulation applicable to the Corporation, if a quorum exists at any meeting of stockholders, stockholders shall have approved any matter, other than the election of directors, if the votes cast by stockholders present in person or represented by proxy at the meeting and entitled to vote on the matter in favor of such matter exceed the votes cast by such stockholders against such matter. A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Article II, Section 13 of these By-laws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the day next preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee.</p>

<sup>278</sup> Margaret Foran, the Vice President-Corporate Governance and Secretary of Pfizer Inc., was the co-chair of a Task Force formed by the Corporate Laws Committee of the American Bar Association to consider potential amendments to the provisions in the Model Business Corporation Act governing director elections. The reports of the Task Force, including its March 13, 2006 Report, and the amendments to the Model Business Corporation Act facilitating a limited form of majority voting which were ultimately adopted by the Corporate Laws Committee, are available at <http://www.abanet.org/dch/committee.cfm?com=CL270000>. See also Note 18. Ms. Foran is also co-chair of CII.

As to other state law developments, note that California state Senator Richard Alarcon introduced a bill (SB 1207) on Jan. 26, 2006 which would have required listed companies incorporated in California to elect directors “by a majority of votes cast.” The bill was subsequently amended to: (a) authorize (but not require) a listed California corporation that has eliminated cumulative voting to amend its articles of incorporation or bylaws to provide that in an uncontested election, approval of a majority of the shares represented and voting would be required to elect a director and (b) provide that the term of an incumbent director who fails to receive the required vote shall end on the date that is the earlier of 90 days after voting results are determined or the date on which the board selects a person to fill the office held by that director. The bill was approved by Gov. Schwarzenegger on Sep. 30, 2006 and became effective Jan. 1, 2007. See Section 708.5 of the California General Corporation Law.

Delaware adopted two amendments to its General Corporation Law, effective August 1, 2006, to facilitate the adoption of majority voting. Section 141(b) was amended to add a new provision that a resignation may be made effective upon the happening of a future event or events, coupled with authority granted in the same section to make certain resignations irrevocable. By permitting a corporation to enforce a director resignation conditioned upon the director failing to achieve a specified vote for reelection, e.g., more votes for than against, coupled with board acceptance of the resignation, these provisions permit corporations and individual directors to agree voluntarily, and give effect in a manner subsequently enforceable by the corporation, to voting standards for the election of directors which differ from the plurality default standard in Section 216. In other words, these amendments appear to address potential arguments that directors might violate their fiduciary duties by complying with the holdover director resignation requirements contained in Pfizer-type majority vote policies or majority vote bylaws. The new provisions of Section 141(b) do not, however, address whether resignations submitted in other contexts may be made irrevocable and do not create a mechanism to force the tender of a resignation if a director refuses to do so. Additionally, Section 216 was amended to provide that a bylaw adopted by a vote of stockholders that prescribes the required vote for the election of directors may not be altered or repealed by the board of directors. The text of the amendments is available at <http://corp.delaware.gov/2006amend.shtml>.

Maine adopted amendments to Section 807 of the Maine Business Corporation Act, effective Sep. 2007, specifying that a resignation conditioned upon failing to receive a specified vote for election as a director may provide that the resignation is irrevocable.

Nevada adopted amendments to section 78.330 of the Nevada General Corporation law, effective Oct. 1, 2007, which permit Nevada corporations to adopt majority voting through a bylaw or charter provision.

North Dakota adopted the North Dakota Publicly Traded Corporations Act (chapter 10-35 to the North Dakota Century Code), which allows public companies incorporated in North Dakota after Jul. 1, 2007 to opt-into a group of “shareholder-friendly” governance provisions, including majority voting, advisory votes on compensation reports, proxy access, reimbursement for successful proxy contests and separation of the roles of chairman and CEO.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>ARTICLE II</p> <p><b>13. Procedure for Nominations by Stockholders.</b> Any stockholder entitled to vote for the election of a director at an Election Meeting may nominate one or more persons for such election only if written notice of such stockholder's intent to make such nomination is delivered to or mailed and received by the Secretary of the Corporation. Such notice must be received by the Secretary not later than the following dates: (1) with respect to an annual meeting of stockholders, 60 days in advance of such meeting if such meeting is to be held on a day which is within 30 days preceding the anniversary of the previous year's annual meeting or 90 days in advance of such meeting if such meeting is to be held on or after the anniversary of the previous year's annual meeting; and (2) with respect to any other annual meeting of stockholders or a special meeting of stockholders, the close of business on the tenth day following the date of public disclosure of the date of such meeting. (For purposes of this paragraph 13 of Article II of these By laws, public disclosure shall be deemed to include a disclosure made in a press release reported by the Dow Jones News Services, Associated Press or a comparable national news service or in a document filed with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Securities Exchange Act of 1934, as amended.) The written notice shall set forth: (i) the name, age, business address and residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of capital stock of the Corporation which are beneficially owned by each such nominee, (iv) a</p>
		<p>statement whether each such nominee, if elected, intends to tender, promptly following such person's failure to receive the required vote for election or re-election at the next meeting at which such person would face election or reelection, an irrevocable resignation effective upon acceptance of such resignation by the Board of Directors, in accordance with the Corporation's Corporate Governance Principles, and (v) such other information concerning each such nominee as would be required, under the rules of the United States Securities and Exchange Commission in a proxy statement soliciting proxies for the election of such nominee as a director.</p>

Ohio adopted amendments to Section 1701.55(B) of the Ohio General Corporation Law permitting issuers to include majority vote election standards in their charters, beginning Jan. 1, 2008. Prior to this amendment, Ohio had a mandatory plurality election standard. The amendment was prompted in good part by the UBCJA and SMWIA submitting 14 proposals to Ohio corporations for the 2007 proxy season, seeking to have such corporations reincorporate in Delaware so that they could adopt majority voting.

Legislation was introduced in Oklahoma in 2007 to permit contingent, irrevocable resignations.

Texas adopted a statute, effective Sep. 1, 2007, similar to that adopted by Maine concerning director resignations. Section 21.4091 of the Texas Business Organizations Act permits resignations which take effect on the occurrence of a future event, such as a failure to receive a specified vote for reelection, and specifies that the notice of resignation is irrevocable if it expressly so states.

Utah adopted amendments to Section 16-10a-1023 of the Utah Revised Business Corporation Act, effective Apr. 30, 2007, which provide that, while directors shall be elected by a plurality standard, Utah public companies may adopt bylaw provisions which stipulate that a nominee who receives more votes "against" than "for" shall serve for a term which does not exceed 90 days. This Section also provides that a stockholder adopted bylaw electing to be governed by the Section may only be repealed by the stockholders (unless the bylaws provide otherwise). In addition, Section 16-10a-807 specifies that a notice of resignation that is conditioned upon failing to receive a specified vote for election as a director may provide that it is irrevocable.

Virginia amended Section 13.1-669 of the Virginia Stock Corporation Act, effective July 1, 2007, to provide that Virginia corporations may provide for majority voting through a bylaw amendment (as well as a charter provision). In addition, Section 13.1-679 was amended to provide that a resignation that is conditioned upon failing to receive a specified vote for election as a director may provide that it is irrevocable.

Lastly, Washington adopted a flexible set of amendments to the Washington Business Corporations Act, effective Jul. 22, 2007. Section 23B.10 was amended to add a new section 205 which permits bylaw provisions specifying the number, percentage or level of votes required to be elected, based on votes cast "for", "against" or "withheld", thereby facilitating the adoption of majority voting. Section 23B.10.205 also indicates that the term of an incumbent who does not receive such specified vote shall terminate no later than 90 days after the voting results are determined. If such a bylaw is adopted by the stockholders, the new section provides that it may only be amended or repealed by the stockholders. Amendments to Section 23B.08.050 also provide that the term of a director who is elected under a plurality standard, but who fails to receive a majority vote, may be shortened through a charter amendment. In addition, Section 23B.08.070 was amended to specify that a resignation that is conditioned upon failing to receive a specified vote for election as a director may provide that it is irrevocable.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>10/25/07 Amended Version of Policy:</p> <p><b>7. Voting for Directors.</b> In accordance with the Corporation’s By-laws, if none of our stockholders provides the Corporation notice of an intention to nominate one or more candidates to compete with the Board’s nominees in a Director election, or if our stockholders have withdrawn all such nominations by the day before the Corporation mails its notice of meeting to our stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for reelection. The Board shall nominate for election or re-election as Director only candidates who agree to tender, promptly following such person’s failure to receive the required vote for election or re-election at the next meeting at which such person would face election or re-election, an irrevocable resignation that will be effective upon Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with this Corporate Governance Principle.</p> <p>If an incumbent Director fails to receive the required vote for re-election, then, within 90 days following certification of the shareholder vote, the Corporate Governance Committee will act to determine whether to accept the Director’s resignation and will submit such recommendation for prompt consideration by the Board, and the Board will act on the Committee’s recommendation. The Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director’s resignation.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>Thereafter, the board will promptly disclose its decision-making process and decision regarding whether to accept the Director’s resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.</p> <p>If each member of the Corporate Governance Committee fails to receive the required vote in favor of his or her election in the same election, then those independent Directors who did receive the required vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only Directors who did not receive the required vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p> <p>10/27/05 Amended Version of Policy:</p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Corporate Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the Board will promptly disclose their decision whether to accept the Director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Company press releases typically are distributed.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p>
		<p>However, if each member of the Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Interim? Amended Version of Policy:</u></p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Corporate Governance Committee shall promptly consider the resignation offer, and a range of possible responses based on the circumstances that led to the Majority Withheld Vote, if known, and make a recommendation to the Board. The Board will act on the Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the Director’s resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>However, if each member of the Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p> <p><u>6/23/05 Version of Policy:</u></p> <p>Any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall tender his or her resignation for consideration by the Corporate Governance Committee. The Corporate Governance Committee shall recommend to the Board the action to be taken with respect to such resignation.</p>
PG&E Corporation <sup>279</sup> (effective 9/19/07)	Bylaw (including 90-day term limit for holdover directors)	<p>ARTICLE II. DIRECTORS.</p> <p>9. Majority Voting. In any uncontested election, nominees receiving the affirmative vote of a majority of the shares represented and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the required quorum) shall be elected. In any election that is not an uncontested election, the nominees receiving the highest number of affirmative votes of the shares entitled to be voted for them, up to the number of directors to be elected by those shares, shall be elected; votes against a director and votes withheld shall have no legal effect.</p> <p>For purposes of these Bylaws, “uncontested election” means an election of directors of the Corporation in which, at the expiration of the times fixed under Article I, Section 2 of these Bylaws requiring advance notification of director nominees, or for special meetings, at the time notice is given of the meeting at which the election is to occur, the number of nominees for election does not exceed the number of directors to be elected by the shareholders at that election.</p> <p>If an incumbent director fails, in an uncontested election, to receive the vote required to be elected in accordance with this Article II, Section 9, then, unless the incumbent director has earlier resigned, the term of such incumbent director shall end on the date that is the earlier of (a) ninety (90) days after the date on which the voting results are determined pursuant to Section 707 of the California Corporations Code, or (b) the date on which the Board of Directors selects a person to fill the office held by that director in accordance with the procedures set forth in</p>

<sup>279</sup> The boards of PG&E Corporation and Pacific Gas and Electric Company both amended their bylaws effective Sep. 19, 2007 to include majority vote provisions and a 90-day term limit for holdover directors. See Item 5.03 of the Current Report on Form 8-K filed on Sep. 24, 2007. These provisions reflect amendments to the California General Corporation Law which became effective Jan. 1, 2007. The bylaw amendments include a lock-in provision which provides that the majority vote bylaw may only be amended by the stockholders. The first companies to voluntarily include lock-ins were Bank of America Corporation and Verizon Communications Inc.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>these Bylaws and Section 305 of the California Corporations Code.</p> <p>ARTICLE V.</p> <p>AMENDMENTS.</p> <p>2. Amendment by Directors. To the extent provided by law, these Bylaws, or any of them, may be amended or repealed or new Bylaws adopted by resolution adopted by a majority of the members of the Board of Directors; provided, however, that amendments to Article II, Section 9 of these Bylaws, and any other Bylaw provision that implements a majority voting standard for director elections (excepting any amendments intended to conform those Bylaw provisions to changes in applicable laws) shall be amended by the shareholders of the Corporation as provided in Section 1 of this Article V.</p>
<p>Philip Morris International Inc.<sup>280</sup> (not yet effective)</p>		<p>According to page 94 of the preliminary Information Statement of Philip Morris International filed on 9/27/07, relating to the contemplated spin-off of the company from Altria Group, Inc., it is currently contemplated that Philip Morris International will have a majority vote election standard:</p> <p>In order to be elected or re-elected as a director of our company in an uncontested election, each director-nominee must receive a majority of the votes cast with respect to his or her election at a meeting of stockholders for the election of directors at which a quorum is present. We also expect to adopt Corporate Governance Guidelines that will provide further that any nominee who is not elected in accordance with the foregoing provision must offer promptly in writing to submit his or her resignation to our Board of Directors. Our Nominating and Corporate Governance Committee will consider the offer and make a recommendation to the full Board as to whether to accept or reject the offer. The full Board will then consider all factors it deems relevant to the best interests of our company, make a determination and publicly disclose its decision and rationale within 90 days after certification of the election results. Any director who offers to resign pursuant to this provision will not participate in the Nominating and Corporate Governance Committee's recommendation or Board of Directors' action regarding whether to accept the resignation offer; provided, however, that if each member of the Nominating and Corporate Governance Committee fails to receive a sufficient vote for re-election, then the independent directors who did receive a sufficient vote will appoint a committee to consider the resignation offers and recommend to the Board of Directors whether to accept them. If the only directors who receive a sufficient vote for re-election constitute three or fewer directors, then all directors may participate in the action regarding whether to accept the resignation offers. An incumbent director who has offered to resign will promptly submit such resignation upon the Board of Directors' acceptance of such offer. If a resignation offer is accepted or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to our bylaws or decrease the size of the Board of Directors.</p> <p>In a contested election in which one or more nominees are properly proposed by stockholders, a director-nominee will be elected by a plurality of the votes cast in such election.</p>
<p>Phoenix Technologies Ltd. (9/17/07)</p>	<p>Bylaw (including director resignation policy)</p>	<p>ARTICLE I, Section 2</p> <p>An annual meeting of stockholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such date, time and place, either within or without the State of Delaware, as the Board of Directors shall each year fix. Except as otherwise provided in the Amended and Restated Certificate of Incorporation of the corporation, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if as of a date that is fourteen (14) days in advance of the date the corporation files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast against that director. The Nominating and Corporate Governance Committee</p>

<sup>280</sup>

See preliminary registration statement on Form 10 filed on Sep. 27, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		has established procedures under which any director who is not elected shall offer to tender his or her resignation to the Board. The Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these By-laws.
Pinnacle Financial Partners, Inc. (12/19/06)	Policy	<p style="text-align: center;">3. Majority Voting on Directors</p> <p>In an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will promptly tender his or her resignation to the Chairman of the Board following election of the shareholder vote.</p> <p>The Committee will promptly consider the resignation submitted by a Director receiving a greater number of votes "withheld" from his or her election than votes "for" his or her election, and the Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Committee will consider factors deemed relevant by the members of the Committee including, without limitation, the stated reasons why shareholders "withheld" votes for election from such director, the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Company's Corporate Governance Guidelines.</p> <p>The Board will act on the Committee's recommendation no later than 90 days following the date of the shareholder's meeting where the election occurred. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more Directors resignations are accepted by the Board, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Committee received a greater number of votes "withheld" from their election than votes "for" their election at the same election, than the independent Directors who are on the Board who did not receive a greater number of votes "withheld" from their election than votes "for" their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept them or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a greater number of votes "withheld" from their election than votes "for" their election or who were not standing for election.</p> <p>This Corporate Governance Guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Pitney Bowes Inc. <sup>281</sup> (2007 Bylaw, replacing ?	Bylaw (including director resignation	<p><u>Bylaw:</u> Article I Section 7. <b>Quorum and Voting.</b> At any meeting of stockholders, the holders of a majority of the shares entitled to vote thereat shall constitute a</p>

<sup>281</sup> ISS indicated that the UBCJA withdrew a 2007 majority vote stockholder proposal when Pitney Bowes Inc. agreed to put a management supported proposal to adopt majority voting before stockholders at the 2007 annual meeting. See [2007 Preview](#). Management's 2007 bylaw amendment proposal was set forth in the definitive proxy statement filed on Apr. 3, 2007 at 30-31 and ii-1. The proposal was approved at the 2007 annual meeting. See Press Release, Pitney Bowes, Inc. (May 14, 2007) and Quarterly Report on Form 10-Q filed on Aug. 6, 2007 at 32.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
9/11/05 Policy)	policy)	<p>quorum for the transaction of any business. At each meeting of the stockholders for the election of directors at which a quorum is present, each director shall be elected by a majority of the votes cast; provided that (i) if, as of the record date for such meeting, the number of nominees exceeds the number of directors to be elected, the nominees receiving the greatest number of votes of the stockholders entitled to vote thereon, present in person or by proxy, shall be the directors for the term as set forth in the Restated Certificate of Incorporation (even if less than a majority), and (ii) no more than the authorized number of directors to be elected as fixed by the Board of Directors shall be elected. For purposes of this Section, a majority of the votes cast means that the number of votes cast “for” a director must exceed the number of votes cast “against” the director. If a director is not elected, the director shall tender his or her resignation to the Board. The Governance Committee of the Board (the “Governance Committee”) will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Governance Committee’s recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected thereafter at a special meeting of the stockholders called for that purpose in the manner provided in these By-laws. Each other question properly presented to any meeting of stockholders shall be decided by a majority of the votes cast on the question entitled to vote thereon, except as otherwise required by law or the Restated Certificate of Incorporation. Elections of directors shall be by ballot but the vote upon any other question need be by ballot only if so ordered by the person presiding at the meeting, or by a vote of a majority of the stockholders, present in person or by proxy, entitled to vote on the question. In the event of lack of a quorum, the chairman of the meeting or majority in interest of the stockholders present in person or by proxy may adjourn the meeting from time to time until a quorum shall be obtained.</p> <p>...</p> <p><u>Policy:</u></p> <p>Any nominee for director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall tender his or her resignation for consideration by the Governance Committee. The Governance Committee shall recommend to the Board the actions to be taken with respect to such offer of resignation.</p>
Plum Creek Timber Company, Inc. <sup>282</sup> (2/6/07 Bylaw and Policy, replacing Policy adopted subsequent to 2005 annual meeting)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p>Section 1. Number and Election of Directors. The Board of Directors shall consist of not less than three nor more than fifteen members, the exact number of which shall be determined from time to time by resolution adopted by the Board of Directors. Except as provided in Section 2 of this Article III, a nominee for director shall be elected if the votes cast for such nominee’s election exceed the votes cast against such nominee’s election; provided, however, that the directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 6 of Article II of these By-Laws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the seventh day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders. Each director so elected shall hold office until the next annual meeting of stockholders and until such director’s successor is duly elected and qualified, or until such director’s earlier death, resignation or removal. Any director may resign at any time upon written notice to the Corporation. Directors need not be stockholders.</p> <p><u>2/6/07 Amended Version of Policy:</u></p> <p>A director who fails to receive the required number of votes for re-election in accordance with the Amended and Restated By-laws will, within five (5) days following certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board of Directors (the “Board”) for consideration by the Board.</p> <p>The Board will consider the tendered resignation and, within 90 days following the date of the shareholders’ meeting at which the election</p>

<sup>282</sup> 2005 majority proposal from the United Association of Plumbers and Pipefitters received support from 39.4% of votes cast, per Georgeson Shareholder. See Georgeson Review at 24. Massachusetts State Carpenters Pension Fund also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 17, 2006 at 23-25. The 2006 proposal received support from 28% of votes cast, per ISS. See Growing Support.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>occurred, decide whether to accept or reject the tendered resignation. In considering whether to accept or reject the tendered resignation, the Board will consider all factors deemed relevant by the members of the Board. The Board will also consider a range of possible alternatives concerning the tendered resignation as the Board deems appropriate including, without limitation, acceptance of the resignation, rejection of the resignation or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Board to have resulted in such director failing to receive the required number of votes for re-election. Absent a compelling reason to reject the resignation, the Board shall accept the resignation.</p> <p>Following the Board's decision, the Company, within four (4) business days after such decision is made, will publicly disclose in a Form 8-K filed with the Securities and Exchange Commission the Board's decision whether to accept the resignation as tendered, together with a full explanation of the process by which the decision was reached and, if applicable, the Board's compelling reason or reasons for rejecting the tendered resignation. To the extent that one or more directors' resignations are accepted by the Board, the Board will also decide whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>No director who, in accordance with this Corporate Governance Policy, is required to tender his or her resignation, shall participate in the Board's deliberations or determination with respect to accepting or rejecting his or her resignation as a director, nor shall any director who is not independent participate in any such deliberations or determinations. If a majority of the members of the Board fail to receive the required number of votes for re-election, then an ad hoc committee comprised of the independent directors then serving on the Board who were elected (the "Ad Hoc Committee") shall serve in place of the Board and perform the Board's duties for purposes of this Policy. Notwithstanding the foregoing, if there are fewer than three directors eligible to serve on an Ad Hoc Committee, then all of the independent members of the Board (other than the individual director whose resignation is being considered) will make the determination to accept or reject an individual tendered resignation.</p> <p><u>Prior Version of Policy:</u></p> <p>In an uncontested election of directors to the Board of Directors of Plum Creek Timber Company, Inc. (the "Board"), any nominee who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will, within five (5) days following certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Board. As used in this Corporate Governance Policy, "uncontested election of directors" means an election where the only nominees are those recommended by the Board.</p> <p>The Board will consider the tendered resignation and, within 90 days following the date of the shareholders' meeting at which the election occurred, decide whether to accept or reject the tendered resignation. In considering whether to accept or reject the tendered resignation, the Board will consider all factors deemed relevant by the members of the Board. The Board will also consider a range of possible alternatives concerning the tendered resignation as the Board deems appropriate including, without limitation, acceptance of the resignation, rejection of the resignation or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Board to have resulted in a substantial number of the "withheld" votes for such director. Absent a compelling reason to reject the resignation, the Board shall accept the resignation.</p> <p>Following the Board's decision, the Company, within four (4) business days after such decision is made, will publicly disclose in a Form 8-K filed with the Securities and Exchange Commission the Board's decision whether to accept the resignation as tendered, together with a full explanation of the process by which the decision was reached and, if applicable, the Board's compelling reason or reasons for rejecting the tendered resignation. To the extent that one or more directors' resignations are accepted by the Board, the Board will also decide whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>No director who, in accordance with this Corporate Governance Policy, is required to tender his or her resignation, shall participate in the Board's deliberations or determination with respect to accepting or rejecting his or her resignation as a director, nor shall any director who is not independent participate in any such deliberations or determinations. If a majority of the members of the Board received a greater number of votes "withheld" from their election than votes "for" their election, then an ad hoc committee comprised of the independent directors then serving on the Board who received a greater number of votes "for" their election than votes "withheld" from their election (the "Ad Hoc Committee") shall serve in place of the Board and perform the Board's duties for purposes of this Policy. Notwithstanding the foregoing, if there are fewer than three directors eligible to serve on an Ad Hoc Committee, then all of the independent members of the Board (other than the director whose resignation is being considered) will make the determination to accept or reject the tendered resignation.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		This Corporate Governance Policy, as it may be amended from time to time, will be summarized or included in each proxy statement relating to an election of directors for the Company.
The PMI Group, Inc. (11/17/05?, as amended on 1/12/06)	Policy	<p><u>1/12/06 Amended Version:</u></p> <p>Any director nominee in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall tender his or her resignation to the Chairman of the Board promptly following certification of the shareholder vote. The Governance and Nominating Committee shall promptly consider the resignation submitted and recommend to the Board whether to accept it, conditionally accept it, or reject it. When formulating its recommendation, the Governance and Nominating Committee shall consider all factors deemed relevant by the members of the Governance and Nominating Committee including, without limitation, the stated reasons why shareholders “withheld” votes for election from such director, the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to the Company, and these Guidelines on Significant Corporate Governance Issues.</p> <p>The Board will act on the Governance and Nominating Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting where the election occurred. In considering the Governance and Nominating Committee’s recommendation, the Board will consider the factors considered by the Governance and Nominating Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision on the recommendation, the Company will promptly publicly disclose the Board’s decision whether to accept, conditionally accept or reject the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Governance and Nominating Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Governance and Nominating Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election will appoint a Board committee among themselves solely for the purpose of considering the tendered resignations and recommending to the Board whether to accept, conditionally accept or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a greater number of votes “withheld” from their election than votes “for” their election or who were not standing for election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p> <p><u>11/17/05? Version:</u></p> <p>Any director nominee in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall tender his or her resignation promptly following certification of the shareholder vote. The Governance and Nominating Committee shall consider the resignation offer and recommend to the Board whether to accept it.</p>
The PNC Financial Services Group, Inc. (1/5/06)	Policy	<p>Second, in an uncontested election of Directors (i.e, an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Nominating and Governance Committee will promptly consider the resignation submitted by a Director receiving a greater number of votes “withheld” from his or her election than votes “for” his or her election, and the Nominating and Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Nominating and Governance Committee will consider all factors deemed relevant by the members of the Nominating and Governance Committee, including, without limitation: the stated reasons why shareholders “withheld” votes for election from such Director; the length of service and qualifications of</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>the Director whose resignation has been tendered; the Director's contributions to the Corporation; the relevant provisions of the Corporation's Corporate Governance Guidelines; and the best interests of all shareholders.</p> <p>The Board will act on the Nominating and Governance Committee's recommendation no later than 90 days following the date of the shareholders meeting when the election occurred. In considering the Nominating and Governance Committee's recommendation, the Board will consider the factors considered by the Nominating and Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Nominating and Governance Committee's recommendation, the Corporation will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the United States Securities and Exchange Commission.</p> <p>To the extent that one or more Directors' resignations are accepted by the Board, the Nominating and Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Nominating and Governance Committee received a greater number of votes "withheld" from their election than votes "for" their election at the same election, then the independent Directors who are on the Board who did not receive a greater number of votes "withheld" from their election than votes "for" their election (or who were not standing for election) will appoint a special Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This special Board committee may, but need not, consist of all of the independent Directors who did not receive a greater number of votes "withheld" from their election than votes "for" their election or who were not standing for election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Corporation.</p>
PNM Resources, Inc. <sup>283</sup> (date unknown)	Charter (which defaults to New Mexico state law majority standard) and Policy	<p><u>Policy:</u></p> <p>In order to be elected, a director must receive the affirmative vote of a majority of the shares of the Company's common stock represented at the meeting and entitled to vote on the election. Abstentions by those represented at the meeting and entitled to vote have the effect of a vote against the nominee. "Broker non-votes" are not counted. Any nominee in an uncontested election who does not receive the affirmative vote of a majority of the shares represented at the meeting and entitled to vote must promptly submit his or her resignation for consideration by the GPPC which shall make a recommendation to the full Board within a reasonable period of time.</p>
Post Properties, Inc. <sup>284</sup> (2/21/06)	Policy	<p>In an uncontested election of Directors, any nominee who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will, within five days following the certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Nominating and Corporate Governance Committee (the "Committee"). As used in this Policy, an "uncontested election of Directors" is an election in which the only nominees are persons nominated by the Board of Directors.</p> <p>The Committee will consider such tendered resignation and, within 45 days following the date of the shareholders' meeting at which the election</p>

<sup>283</sup> According to the definitive proxy statement filed on Apr. 7, 2006, in Feb. 2006, the board amended the company's bylaws to declassify the board, and recommended that the stockholders approve a management proposal to amend the company's articles of incorporation to prevent the board from reclassifying itself. See definitive proxy statement at 20. The management proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 9, 2006 at 114.

<sup>284</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Apr. 7, 2006 at 39-41. The 2006 proposal received support from 40% of votes cast, per ISS. See Growing Support. See also Press Release, Post Properties, Inc. (May 19, 2006).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reason or reasons why shareholders who cast “withhold” votes for the Director did so, the qualifications of the Director (including, for example, whether the Director serves on the audit committee of the Board as an “audit committee financial expert” and whether there are one or more other Directors qualified, eligible and available to serve on the audit committee in such capacity), and whether the Director’s resignation from the Board would be in the best interests of the Company and its shareholders.</p> <p>The Committee also will consider a range of possible alternatives concerning the Director’s tendered resignation as the members of the Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Committee to have substantially resulted in the “withheld” votes.</p> <p>The Board will take formal action on the Committee’s recommendation no later than 75 days following the date of the shareholders’ meeting at which the election occurred. In considering the Committee’s recommendation, the Board will consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the Board deems relevant.</p> <p>Following the Board’s decision on the Committee’s recommendation, the Company, within four business days after such decision is made, will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board’s decision, together with a full explanation of the process by which the decision was made and, if applicable, the Board’s reason or reasons for rejecting the tendered resignation.</p> <p>No Director who, in accordance with this Policy, is required to tender his or her resignation, shall participate in the Committee’s deliberations or recommendation, or in the Board’s deliberations or determination, with respect to accepting or rejecting his or her resignation as a Director. If a majority of the members of the Committee received a greater number of votes “withheld” from their election than votes “for” their election, then the independent Directors then serving on the Board who received a greater number of votes “for” their election than votes “withheld” from their election, and the Directors, if any, who were not standing for election, will appoint an ad hoc Board committee from amongst themselves (the “Ad Hoc Committee”), consisting of such number of Directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Committee and perform the Committee’s duties for purposes of this Policy. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three Directors would be eligible to serve on it, the entire Board (other than the Director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Committee and without the creation of an Ad Hoc Committee.</p> <p>This Policy, as it may from time to time be amended, will be summarized or included in the Company’s proxy statement for each meeting of shareholders (annual or special) at which directors are to be elected.</p>

Potlatch Corporation <sup>285</sup> (12/1/06)	Bylaw (including director resignation policy) and	<p>Bylaw:</p> <p>ARTICLE III.</p> <p>Section 7.</p> <p>(a) When a quorum is formed at any meeting, the affirmative vote of the majority of the voting power of the capital stock issued and</p>
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<sup>285</sup> Prior to being amended, as described above, the bylaws of Potlatch Corporation did not separately specify the vote required in director elections. Rather, director elections were governed by the prior version of Article III, Section 7 of the company’s bylaws, which is the same as the current version of clause (a) of Article III, Section 7.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
	Policy (based on majority of voting power outstand- ing)	<p>outstanding and entitled to vote, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which by express provision of statute, these bylaws or the Certificate of Incorporation, a different vote is required, in which case such express provision shall govern the decision of such questions.</p> <p>(b) At any meeting of stockholders at which directors are to be elected, when a quorum is present: (i) each nominee in an uncontested election shall be elected by the vote of the majority of the votes cast with respect to that director's election; and (ii) in a contested election, the nominees receiving a plurality of the votes cast shall be elected. For purposes of this Section 7, (i) a "contested election" means the number of nominees exceeds the number of directors to be elected in such election; (ii) an "uncontested election" means the number of nominees equals the number of directors to be elected in such election; and (iii) a "majority of the votes cast" means by the vote of the majority of the voting power of the capital stock issued and outstanding, present in person or represented by proxy and entitled to vote for the election of directors.</p> <p>(c) The board of directors shall nominate or elect as a director only persons who agree to tender, promptly following his or her election or re-election to the board, an irrevocable resignation that will be effective upon (i) the failure of the candidate to receive the required vote at the next annual meeting at which he or she faces re-election and (ii) the acceptance by the board of directors of such resignation.</p> <p>(d) If an incumbent director fails to receive the required vote for re-election in an uncontested election, the nominating and corporate governance committee of the board of directors will determine whether such director's resignation should be accepted and make a recommendation to the board of directors, which shall make the final determination whether to accept the resignation. The board of directors will publicly disclose the board's decision within 90 days from the date of certification of the election results. If such incumbent director is a member of the nominating and corporate governance committee and does not agree to abstain from participating in the committee's deliberations and decision regarding such resignation, then such committee shall act through a sub-committee consisting of one or more members who did not fail to receive the required vote in the election. If such incumbent director does not agree to abstain from participating in the board of directors' deliberations and decision regarding such resignation, then the board shall act through a special committee consisting entirely of directors who did not fail to receive the required vote in the election.</p> <p>(e) If a director's resignation is accepted by the board of directors pursuant to this Section 7, or if a nominee for director is not elected and the nominee is not an incumbent director, then the board of directors may fill the resulting vacancy pursuant to the provisions of subsection B of Article Ninth of the Certificate of Incorporation or may decrease the size of the board of directors pursuant to the provisions of subsection A of Article Ninth of the Certificate of Incorporation.</p> <p>ARTICLE IV.</p> <p>Section 11. Nominations for the election of directors may be made by the board of directors or by any stockholder entitled to vote for the election of directors. Such nominations, other than those made by or on behalf of the existing management of the corporation, shall be made by notice in writing, delivered or mailed by first-class United States mail, postage prepaid, to the secretary of the corporation . . . .</p> <p>Each notice shall set forth . . . (vi) a statement whether the nominee, if elected, intends to tender, promptly following such nominee's election or re-election as a director, an irrevocable resignation effective upon (x) such nominee's failure to receive the required vote for re-election at the next meeting of stockholders at which such nominee would face re-election and (y) acceptance of such resignation by the board of directors, in accordance with these bylaws or the corporation's corporate governance guidelines.</p> <p><u>Policy:</u></p> <p><i>Uncontested Elections-Resignation Policy.</i> In accordance with the Company's Bylaws, in order for a nominee to be elected at a meeting of the Company's stockholders in an "uncontested election," the nominee must receive the vote of a majority of the voting power of the capital stock issued and outstanding and present in person or represented by proxy at the meeting and entitled to vote for the election of directors. The Nominating and Corporate Governance Committee shall recommend to the Board for nomination or election, and the Board shall nominate or elect, only candidates who agree to tender, promptly following his or her election or re-election to the Board, an irrevocable resignation that will be effective upon (i) the failure of the candidate to receive the required vote at the next annual meeting at which he or she faces re-election and (ii) the acceptance by the Board of such resignation. The Board expects each Director to have tendered such an irrevocable resignation.</p> <p>If an incumbent Director fails to receive the required vote for re-election in an "uncontested election," the Nominating and Corporate Governance</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Committee will determine whether the Director's resignation should be accepted and make a recommendation to the Board, which shall make the final determination whether to accept the resignation. In making such recommendation and final determination, members of the Nominating and Corporate Governance Committee and the Board shall be entitled to consider all factors they believe are relevant, including any stated reasons for stockholders' "withhold" votes, whether the underlying cause or causes of the "withhold" votes are curable, and the factors, if any, set forth in these Corporate Governance Guidelines or other policies that are to be considered by the Nominating and Corporate Governance Committee in evaluating potential candidates for the Board as such factors relate to the Director who has so offered his or her resignation.</p> <p>The Board will act on the Nominating and Corporate Governance Committee's recommendation and publicly disclose the Board's decision within 90 days from the date of the certification of the election results. Such disclosure shall be made within four business days following the Board's acceptance or rejection of a Director's resignation, and will be reported in a filing with the U.S. Securities and Exchange Commission on Form 8-K.</p> <p>The Board expects the incumbent director whose resignation is under consideration to abstain from participating in any decision regarding such resignation. If such incumbent Director is not a member of the Nominating and Corporate Governance Committee and does not agree to abstain from participating in the Committee's deliberations and decision regarding such resignation, then the Committee shall act through a sub-committee consisting of one or more members who did not fail to receive the required vote in the election. If such incumbent director does not agree to abstain from participating in the Board's deliberations and decision regarding such resignation, then the Board shall act through a special committee consisting entirely of Directors who did not fail to receive the required vote in the election.</p> <p>If a Director's resignation is accepted by the Board, or if a nominee for Director is not elected and the nominee is not an incumbent Director, then the Board may fill the resulting vacancy pursuant to the provisions of paragraph B of Article Ninth of the Company's Certificate of Incorporation or may decrease the size of the Board pursuant to the provisions of paragraph A of Article Ninth of the Certificate of Incorporation.</p>
PPG Industries, Inc. <sup>286</sup> (4/19/07)	Bylaw (including director resignation policy)	<p><u>Section 1.12. Election and Resignation of Directors.</u></p> <p>(a) Subject to any rights of the holders of any class or series of stock to elect directors separately, each director shall be elected by a vote of the majority of the votes cast with respect to that director at any meeting for the election of directors at which a quorum is present, in accordance with Section 1.8 of these Bylaws; provided, that, if, at the close of the notice period set forth in Section 1.3 of these Bylaws, the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the votes cast and entitled to vote on the election of directors in person or by proxy at any such meeting. For purposes of this Section 1.12, a vote of the majority of the votes cast means that the number of shares voted "for" a director must exceed 50% of the votes cast with respect to that director.</p>
		<p>(b) If an incumbent director is running uncontested and is not elected as provided in subsection (a), such director shall promptly offer to tender his or her irrevocable resignation to the Board. The Nominating and Governance Committee, or such other committee designated by the Board, will recommend to the Board whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within ninety (90) days following the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board's decision with respect to such</p>

<sup>286</sup> According to page 10 of the definitive proxy statement filed by PPG Industries, Inc. on Mar. 6, 2007:

On December 14, 2006, the Board determined that it would be in the best interests of PPG and its shareholders to amend our Bylaws to allow for majority voting in uncontested elections of directors. The Board approved an amendment to our Bylaws to change the standard for the election of directors in uncontested elections from a plurality voting standard to a majority voting standard, subject to approval of the amendment and the elimination of cumulative voting by shareholders.

As indicated on page 10 of the definitive proxy statement of PPG Industries, Inc. filed on Mar. 6, 2007, "the Board believes that cumulative voting is not compatible with a majority voting standard and, therefore, that elimination of cumulative voting is desirable in connection with the adoption of the majority vote standard." Moreover, the proxy statement indicated that the adoption of majority voting was conditioned upon the elimination of cumulative voting. Management's 2007 proposal to eliminate cumulative voting is set forth on pages 11-12 of the definitive proxy statement filed on Mar. 6, 2007. As to cumulative voting generally, see Note 66. Management's proposal to eliminate cumulative voting and to amend the bylaws to provide for majority voting passed. See Quarterly Report on Form 10-Q filed on Apr. 30, 2007 at 32, Exhibit 3.1(b) and Exhibit 3.2.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>resignation.</p> <p>(c) Any director may resign at any time by delivering written notice to the Chairman of the Board of Directors, if any, or to the chief executive officer, the president or the secretary of the corporation. Such resignation shall take effect at the time specified in the notice or, if no time is specified, immediately. Unless such notice is provided pursuant to subsection (b) of this Section 1.12, or acceptance is otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.</p>
Principal Financial Group, Inc. <sup>287</sup> (effective 5/23/07)	Bylaw (including director resignation policy)	<p>Section 1.06. <u>Required Vote for Directors and Other Matters.</u> Each Director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of Directors at which a quorum is present, provided that if the number of persons properly nominated to serve as Directors of the Corporation exceeds the number of Directors to be elected (a "Contested Election"), the Directors shall be elected by the vote of a plurality of the votes cast at any such meeting and entitled to vote on the election of Directors. For purposes of this section, a majority of votes cast shall mean that the number of shares voted "for" a Director's election exceeds 50% of the number of votes cast with respect to that Director's election. In all other matters, the affirmative vote of the majority of votes cast at a meeting and voting on the subject matter shall be the act of the stockholders. Votes cast in each case shall include votes to withhold authority for the election of Directors and exclude abstentions.</p> <p>Section 1.07. <u>Resignation if Not Elected.</u> If a nominee for Director who is an incumbent Director is not elected at a meeting for the election of Directors and no successor has been elected at such meeting, the Board of Directors shall act on the resignation that was tendered by the incumbent nominee for Director under the provisions of Section 1.08 of these By-Laws. The Nominating and Governance Committee shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Nominating and Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The Director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent Director's resignation is not accepted by the Board of Directors, such Director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a Director's resignation is accepted by the Board of Directors pursuant to this section, or if a nominee for Director is not elected and the nominee is not an incumbent Director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 2.14 of these By-Laws or may decrease the size of the Board of Directors pursuant to the provisions of Section 2.02 of these By-Laws.</p> <p>Section 1.08. <u>Submission of Questionnaire, Representation and Agreement.</u> To be eligible to be a nominee for election or reelection as a Director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 1.13 of these By-Laws) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) will and therewith does tender for action by the Board an advance, irrevocable resignation in the event such person is an incumbent nominee for Director and is not elected at a meeting for the election of Directors and no successor has been elected at such meeting . . . and (D) in such person's individual capacity and on behalf of any person or entity on whose behalf the</p>

<sup>287</sup> ISS reported in 2006 that Principal Financial Group, Inc. had committed to adopt a majority vote standard. See Thaddeus C. Kopinski and L. Reed Walton, Legislation to Spur Majority Vote, ISS Governance Weekly, Jul. 14, 2006 [hereinafter Legislation to Spur Majority Voting]. The UBCJA submitted a non-binding majority vote proposal for 2006, which the ISS article cited in this footnote indicated was withdrawn after board promises to introduce management resolutions relating to the adoption of majority voting at the company's 2007 annual meeting. According to page 7 of the definitive proxy statement of Principal Financial Group, Inc. filed on Apr. 9, 2007: "Currently, a plurality of the shares voting is required for the election of the Company's Directors. At the time of the Annual Meeting, the Board plans to approve an amendment of the Company's By-Laws to adopt a majority voting standard for uncontested Director elections." The majority vote bylaw adopted by the board is described in Item 5.03 of the Current Report on Form 8-K filed on May 29, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>nomination is being made, would be in compliance, if elected as a Director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation.</p> <p>Section 2.12. <u>Resignations</u>. Any Director may resign at any time by submitting an electronic transmission or by delivering a written notice of resignation, signed by such Director, to the Chairman of the Board or the Secretary. Unless otherwise specified therein, such as an advance resignation tendered for action under Section 1.07 of these By-Laws, such resignation shall take effect upon delivery.</p>
The Procter & Gamble Company <sup>288</sup> (12/06?)	Policy	<p><u>Director Resignation Based on Election Results</u>. In any non-contested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election according to certified election results shall immediately tender his or her resignation as a Director to the Board of Directors. Within ninety days following the certification of the election results, the Board of Directors will decide, after taking into account the recommendation of the Governance and Public Responsibility Committee (in each case excluding the nominee in question) whether to accept the resignation. Absent a compelling reason for the director to remain on the Board, the Board of Directors shall accept the resignation. The Board's explanation of its decision shall be promptly disclosed on a Form 8-K submitted to the Securities and Exchange Commission.</p>
Progress Energy, Inc. <sup>289</sup> (5/10/06)	Charter and Policy	<p><u>Charter:</u></p> <p>Except as provided in Section 3 of this Article, each director shall be elected by a vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by a vote of the plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director.</p> <p><u>Policy:</u></p> <p>Effective as of the election of directors at the 2007 Annual Meeting of the Company's Shareholders, if an incumbent director is nominated, but not reelected, that director shall tender his or her resignation to the Board of Directors. The Corporate Governance Committee of the Board shall consider the resignation and make a recommendation to the full Board as to whether to accept or reject the resignation. The full Board will make</p>

<sup>288</sup> According to page 3 of the definitive proxy statement filed on Aug. 29, 2006, the board had previously adopted a board bylaw:

In accordance with the By Laws of the Board of Directors, as amended on June 13, 2006, if a Director nominee receives, in any non-contested election of Directors, a greater number of votes "withheld" from his or her election than votes "for" such election, he or she will immediately tender his or her resignation as a Director to the Board of Directors. Within 90 days, the Board will decide, after taking into account the recommendation of the Governance & Public Responsibility Committee (in each case excluding the nominee in question), whether to accept the resignation. Absent a compelling reason for the Director to remain on the Board, the Board of Directors shall accept the resignation. The Board's explanation of its decision shall be promptly disclosed on a Form 8-K submitted to the Securities and Exchange Commission.

The language indicating that a resignation will be accepted "absent a compelling reason" was first used by General Electric Company. According to page 4 of the definitive proxy statement filed by the company on Aug. 29, 2006, the stockholders approved a phased-in declassification of the board at the company's 2005 annual meeting. The definitive proxy statement also included a management proposal to amend the company's Code of Regulations to decrease the authorized number of directors on the board. See definitive proxy statement at 37. The proposal passed. See Quarterly Report on Form 10-Q filed on Nov. 1, 2006. For a general discussion of recent legislation in Ohio (the jurisdiction in which Procter & Gamble Company is incorporated) which modified what had been the state's mandatory plurality election standard, see Note 116.

<sup>289</sup> Progress Energy, Inc. was one of the first companies to seek to include a majority voting standard in its charter. ISS' director of U.S. research referred to Progress Energy's stance as the "new gold standard." See Thaddeus C. Kopinski, More Support for Majority Voting, ISS Governance Weekly, Apr. 28, 2006. The board adopted and recommended stockholder approval of the above-described charter amendment providing for majority voting. See definitive proxy statement filed on Mar. 31, 2006 at 42-44. In the proxy statement discussion of the majority voting provision, the company also indicated that it intended to adopt a separate resignation policy to address the status of holdover directors under North Carolina law, which is the law of the jurisdiction in which Progress Energy, Inc. is incorporated. The majority vote proposal passed, as did a management proposal to declassify the board. Press Release, Progress Energy, Inc. (May 10, 2006).



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>a determination and publicly disclose its decision and rationale within 90 days after receipt of the tendered resignation. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Governance Committee recommendation or Board of Directors action regarding whether to accept the resignation offer; provided, however, that if each member of the Governance Committee fails to receive a sufficient vote for reelection, then the independent Directors who did receive a sufficient vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board of Directors whether to accept them. If the only Directors who do not fail to receive a sufficient vote for reelection constitute three or fewer Directors, then all Directors may participate in the action regarding whether to accept the resignation offers.</p>
<p>The Progressive Corporation<sup>290</sup> (2/4/06)</p>	<p>Policy</p>	<p>The Board recognizes that, under Ohio law, director nominees who receive the greatest number of shareholder votes are automatically elected to the board of directors, regardless of whether the votes in favor of such nominee constitute a majority. Nonetheless, it is a policy of the Board that, in an uncontested election, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") should promptly tender his or her resignation to the Chairman of the Board or to the Chairman of the Nominating and Governance Committee.</p> <p>The Nominating and Governance Committee will consider the resignation offer and recommend to the Board whether to accept it or reject it. In considering whether to accept or reject the tendered resignation, the Committee will consider all factors deemed relevant by the members of the Committee, including, without limitation, the reasons (if any) given by shareholders as to why they withheld their votes, the qualifications and performance of the tendering Director and his or her contributions to the Board and the Company, and the most recent evaluation of the performance of that Director by his or her fellow Directors.</p> <p>The Board will act on the Nominating and Governance Committee's recommendation within 90 days following certification of the shareholder vote. The Board will consider the factors taken into account by the Committee and such other information and factors as the Board deems relevant. Following the Board's determination, the Company will promptly disclose the Board's decision whether to accept or reject the Director's resignation offer (and, if applicable, the reasons for rejecting the resignation offer) in a press release and in a Form 8-K.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee recommendation or in the Board action regarding whether to accept the resignation offer. If a majority of the Nominating and Governance Committee members received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote will appoint a committee of independent Directors to consider the resignation offers and recommend to the Board whether to accept or reject them.</p> <p>A summary of this policy will be included in each proxy statement by the Company relating to an election of Directors.</p>
<p>Proliance International, Inc. <sup>291</sup> (12/7/06)</p>	<p>Policy</p>	<p>The Amended and Restated Bylaws of Proliance International, Inc. (the "Corporation") provide that Directors of the Corporation are elected by a plurality vote. However, as a matter of good corporate governance, the Board expects each Director to tender his or her resignation prior to any meeting of the stockholders of the Corporation at which the Director's seat on the Board will be subject to election, provided that the resignation shall take effect only if the number of votes cast against the Director's election and the number of votes withheld from the Director's election</p>

<sup>290</sup> For a discussion of recent legislation in Ohio (the jurisdiction in which The Progressive Corporation is incorporated) which modified what had been the state's mandatory plurality election standard, see Note 116.

<sup>291</sup> In accordance with the majority vote policy adopted on Dec. 7, 2006, each of the directors of Proliance International, Inc. executed and delivered a contingent resignation letter in the form of Exhibit 10.2 to the Current Report on Form 8-K filed on Dec. 8, 2006. In addition to adopting the policy described above, the board also concurrently adopted an amendment to Article III, Section 14 of the company's bylaws concerning stockholder nominations of director candidates to include a requirement that the relevant stockholder notice include:

a statement whether such person, if elected, intends to tender, promptly following such person's election or re-election, an irrevocable resignation effective upon such person's failure to receive the requisite vote for re-election at the next meeting at which such person would face re-election, in accordance with the corporation's Board Policy on Director Elections.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>exceed, in the aggregate, the number of votes cast for the Director's election. The Board shall nominate for election or re-election as Director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as Director, such a resignation letter. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with this Board Policy on Director Elections.</p> <p>If the number of votes cast against the incumbent Director's election and the number of votes withheld from the incumbent Director's election exceed, in the aggregate, the number of votes cast for the Director's election, the Nominating and Governance Committee will act on an expedited basis to determine whether to accept the Director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the Director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director's resignation. The Board shall render its final decision with respect to the matter not later than ninety (90) days following the applicable stockholders meeting.</p> <p>Notwithstanding the foregoing, the Director resignation requirement shall not take effect in the case of a contested election, which is defined as any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in the Corporation's Amended and Restated Bylaws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the day next preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders.</p>
ProLogis <sup>292</sup> (3/15/06)	Bylaw (including director resignation policy)	<p>(a) Except as provided in Article IV, Section 3 of the Declaration of Trust, each Trustee shall be elected by the vote of a majority of all the votes cast by Shareholders entitled to vote with respect to the election of Trustees at a meeting duly called at which a quorum is present; provided, that if the number of nominees exceeds the number of Trustees to be elected, the Trustees shall be elected by the vote of a plurality of all the votes cast by Shareholders entitled to vote with respect to the election of Trustees at a meeting duly called at which a quorum is present. For purposes of the foregoing, a majority of the votes cast means that the number of shares that are cast and are voted "for" the election of a Trustee must exceed the number of shares of the Trust that are withheld from his or her election. Any Trustee so elected shall serve as a Trustee until the next annual meeting of Shareholders and until his or her successor is elected and qualifies, subject to prior death, resignation or removal. In any election of Trustees any Trustee who does not receive a majority of the votes cast as aforesaid, will tender his or her resignation within three (3) days after certification of the results for consideration by the Governance and Nomination Committee.</p> <p>(b) Upon receipt of a tendered resignation of a Trustee as a result of the foregoing:</p> <ol style="list-style-type: none"> <li>(1) The Governance and Nomination Committee will promptly consider the tendered resignation and will recommend to the Board the action to be taken. In considering the tendered resignation, the Governance and Nomination Committee will consider all factors it deems relevant including, without limitation, the stated reasons, if any, why shareholders "withheld" votes, the length of service and qualifications of the Trustee whose resignation has been tendered, the Trustee's contributions to the Trust, compliance with exchange listing standards for board composition regarding independence and financial expertise qualifications, triggering defaults or other adverse consequences under material contracts or acceleration of change in control provisions and other rights in severance or employment agreements, other compensation arrangements and other agreements entered into by the Trust, and the Declaration of Trust of the Trust and these Bylaws.</li> <li>(2) In considering the recommendation of the Governance and Nomination Committee, the Board will consider the factors considered by that committee and such other factors and information it believes relevant.</li> <li>(3) The Trustee at issue will not participate in any consideration of his or her tendered resignation, except as provided below. If a majority of the members of the Governance and Nomination Committee do not receive a majority of the votes cast "for" their election, then the</li> </ol>

<sup>292</sup> The UBCJA submitted a non-binding majority proposal for 2006. See [Majority Election Proposals](#). This proposal did not appear in the definitive proxy statement filed on Mar. 21, 2006, seemingly due to ProLogis' adoption of a majority vote bylaw including a director resignation policy. At the 2007 annual meeting, approximately 35% of the votes cast with respect to incumbent trustee William D. Zollars were "withheld" votes. See Quarterly Report on Form 10-Q filed on Aug. 7, 2007 at 46.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>independent members of the Board who received a majority of votes cast “for” their election will consider the tendered resignations as provided above and will recommend to the Board whether to accept or reject them. The independent members of the members of the Board may appoint a committee of independent members for this purpose. If all independent members of the Board do not receive a majority of votes cast “for” their election and one or more of the non-independent Trustees has received a majority of votes cast “for” their election, then those non-independent Trustees will consider the tendered resignations without the use of a Board committee. If none of the members of the Board receive a majority of votes cast “for” their election, then the full Board (including the Trustee(s) at issue) will consider the tendered resignations without the use of a Board committee.</p> <p>(4) A tendered resignation will be effective 90 days from the date of tender unless the Board affirmatively determines to (a) reject the resignation, or (b) to accept the resignation on a specified future date or upon the appointment of a replacement Trustee to fill the vacancy which results from the effectiveness of the resignation by the resigning Trustee.</p> <p>(5) Following any determination by the Board, the Trust will promptly file a Form 8-K with the Securities and Exchange Commission to announce its decision to accept the tendered resignation or, if applicable, the reason(s) for rejecting the offer of resignation and, in each case, an explanation in reasonable detail.</p> <p>(c) To the extent that one or more Trustee’s resignations are accepted by the Board, the Governance and Nomination Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board</p>
Provident Bankshares Corporation <sup>293</sup> (effective 1/17/07)	Bylaw	Each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section 3(a), a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. Directors shall hold office until their successors shall be duly elected and qualified or until their earlier resignation or removal.
Prudential Financial, Inc. (9/13/05)	Policy	Any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall tender his or her resignation for consideration by the Corporate Governance and Business Ethics Committee. The Corporate Governance and Business Ethics Committee shall recommend to the Board the action to be taken with respect to such offer of resignation.
Puget Energy, Inc. (5/10/07 Charter and 2/27/06 Policy) Puget Sound Energy, Inc. <sup>294</sup>	Charter and Policy	<p>Charter (Puget Energy, Inc.):</p> <p><b>ARTICLE 7. DIRECTORS</b></p> <p>(a) The number of Directors of this corporation shall not be less than nine nor more than fifteen, the exact number to be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The Directors shall be divided into three classes, each class to be as nearly equal in number as possible. The terms of the Directors in the first class shall expire at the</p>

<sup>293</sup> Provident Bankshares Corporation does not appear to have adopted a resignation policy for incumbent directors. The company amended its corporate governance guidelines to provide: “Consistent with the Bylaws of Provident, in an election of Directors at which a quorum is present, any nominee who fails to receive a majority of shares cast voted “for” his or her election shall not be elected to the Board.” However, the policy does not address resignations and does not indicate that the majority vote standard set forth in the bylaws only applies in uncontested elections. Concurrently with amending the vote standard for director elections, the board revised the vote standard required to approve any other matter determined at a meeting of stockholders from a majority of votes present to the lower standard of a majority of votes cast, which is the default standard under Maryland law. See Item 5.03 of the Current Report on Form 8-K filed on Jan. 18, 2007.

<sup>294</sup> While the 2007 majority vote charter amendment proposal from the management of Puget Energy, Inc. created a majority vote standard, the text of the provision indicates that incumbent directors who fail to receive the requisite vote may continue in office until the next annual stockholders’ meeting. The charter proposal was described in the definitive proxy statement filed on Mar. 27, 2007 at 39, which description indicated that the company also intended to retain its majority vote policy to address the status of incumbent directors

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(2/27/06)	Policy	<p>first annual shareholders' meeting after their election, the terms of the Directors in the second class shall expire at the second annual shareholders' meeting after their election, and the terms of the Directors in the third class shall expire at the third annual shareholders' meeting after their election. At each annual shareholders' meeting held thereafter, the Directors shall be chosen for a term of three years to succeed those whose terms expire. The Directors of this corporation may be removed only for cause in the manner provided by the Bylaws. Notwithstanding the foregoing, in an election to which plurality voting does not apply, the term of a Director who does not receive a majority of the votes cast in accordance with Section (b) of this Article 7 shall continue only until the next annual shareholder's meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>(b) A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that if the number of nominees for any election of Directors exceeds the number of Directors to be elected, the Directors shall be elected by a plurality of the votes cast. If Directors are to be elected by a plurality of the votes cast, shareholders shall not be permitted to vote against a nominee.</p> <p><u>Policy:</u></p> <p>In an uncontested election of directors (number of nominees is equal to number of open positions) any nominee who receives a greater number of votes "withheld" from or voted "against" his or her election than votes "for" his or her election, shall tender his or her resignation to the Board within five business days from the certification of the shareholder vote by the inspector of elections.</p> <p>The Governance and Public Affairs Committee shall consider the resignation offer and recommend to the Board whether to accept it. In considering whether to accept or reject the tendered resignation, the Committee will consider all factors deemed relevant by the member of the Committee including, without limitation, the reasons by shareholders "withheld" votes for election from the director, the length of service and qualifications of the director whose resignation has been tendered and the director's contributions to the Company.</p> <p>The independent members of the Board will take action on the Committee's recommendation with ninety (90) days following the submission of the director's resignation. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be appropriate. The Company will disclose the Board's decision and provide a full explanation of its process and the factors it considered within four business days of its decision in a filing with the Securities and Exchange Commission. If the Board is unable to reach a decision on a timely basis, it will promptly disclose the reasons therefor. The Board may also elect to delay acceptance of a resignation for a specified period to provide it with an opportunity to address the underlying shareholder concerns, to recruit a new director, or for any other reason it believes appropriate.</p> <p>To the extent that one or more directors' resignations are accepted by the Board, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. If the Board does not accept one or more such resignations, it may elect to address the specific stated reasons why shareholders "withheld" votes for election from the directors at issue or take such other actions that the Board deems appropriate and in the best interests of the Company and its shareholders.</p> <p>Any director who tenders his or her resignation as set forth above shall not participate in the Committee recommendation or Board action relating to the resignation. If a majority of Committee members tender their resignations, then the remaining independent directors will consider such resignations and recommend action to the disinterested members of the Board.</p>

who fail to receive a majority vote. The charter amendment passed. See Quarterly Report on Form 10-Q filed on Aug. 6, 2007 at Part II, Item 4. By virtue of the charter amendment, the policy is now effectively limited to incumbent directors who fail to receive the requisite vote.

On Oct. 26, 2007, Puget Energy, Inc., the parent company of Puget Sound Energy, Inc., announced that it had entered into a definitive merger agreement with a consortium of long-term infrastructure investors. The consortium is led by Macquarie Infrastructure Partners, the Canada Pension Plan Investment Board and British Columbia Investment Management Corporation, and also includes Alberta Investment Management, Macquarie-FSS Infrastructure Trust and Macquarie Bank Limited. Press Release, Puget Energy, Inc. (Oct. 26, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Pulte Homes, Inc. <sup>295</sup> (2006)	Policy	<p>The Board of Directors recognizes the continuing evolution of investor views and related initiatives addressing the appropriateness of Director elections using a majority vote standard, rather than the current plurality standard. The Board notes that these views and initiatives raise uncertainties as to the legal and practical implications of a change in practice, making amendments to the Company's Articles of Incorporation or Bylaws a less desirable means of addressing the investor concerns at this time. Nonetheless the Board recognizes that certain modifications to the Company's current election procedures can effectively provide for majority vote principles. Therefore, the Board of Directors is adopting the following Guideline.</p> <p>In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election by shareholders present in person or by proxy at the Annual Meeting of Shareholders and entitled to vote in the election of Directors ("Majority Withheld Vote") will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Nominating and Governance Committee will promptly consider the resignation submitted by a Director receiving a Majority Withheld Vote and recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the resignation, the Nominating and Governance Committee will consider all factors deemed relevant, including without limitation, the underlying reasons for the Majority Withheld Vote (if ascertainable), the length of service and qualifications of the Director whose resignation has been tendered, the Director's contributions to the Company, compliance with listing standards, and the Company's Corporate Governance Guidelines.</p> <p>The Board will act on the Nominating and Governance Committee's recommendation no later than at its first regularly scheduled meeting following certification of the shareholder vote, which action may include, without limitation, acceptance of the tendered resignation, adoption of measures designed to address the issues underlying the Majority Withheld Vote, or rejection of the tendered resignation. Following the Board's decision on the Nominating and Governance Committee's recommendation, the Company will promptly publicly disclose the Board's decision and process (including, if applicable, the reasons for rejecting the tendered resignation) in a periodic or current report filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more Directors' resignations are accepted by the Board, the Nominating and Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who are on the Board who did not receive a Majority Withheld Vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent Directors who did not receive a Majority Withheld Vote.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of Directors of the Company.</p>
QUALCOMM Incorporated <sup>296</sup>	Bylaw (consisting	Bylaw:

<sup>295</sup> 2005 majority proposal from the SMWIA received support from 45.8% of votes cast, per Georgeson Shareholder. See Georgeson Review at 24. The SMWIA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 4, 2006 at 27-30. The 2006 proposal received support from 45.1% of votes cast, per ISS. See Growing Support. The SMWIA submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Apr. 4, 2007 at 37-39. The SMWIA proposal received support from approximately 47.4% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Aug. 8, 2007 at 44.

<sup>296</sup> QUALCOMM Incorporated has attempted to address the enforceability of the resignation policy embedded in its majority vote bylaw by providing that a failure to tender a requested resignation constitutes grounds to remove a director for "cause". The definitive proxy statement filed on Jan. 12, 2006 included management proposals to declassify the board and eliminate cumulative voting. See definitive proxy statement at 10-12. The management proposals passed. As to cumulative voting generally, see Note 66. See Quarterly Report on Form 10-Q filed on Apr. 19, 2006 at 53 for the results of the management proposals. Concurrently with amending its bylaws to include a director resignation policy which complements QUALCOMM Incorporated's majority vote policy, the company also amended its bylaws to: (a) update the descriptions, manner of appointment and related corporate

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(9/18/06 Bylaw and Policy of unknown date)	of director resignation policy tied to a plurality standard) and Policy	<p>ARTICLE III</p> <p>Section 8. <u>Quorum</u>...Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, all action taken by the holders of a majority of the vote cast, excluding abstentions, at any meeting at which a quorum is present shall be valid and binding upon the corporation; provided, however, that except as provided in the Certificate of Incorporation, Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of Directors....</p> <p>ARTICLE IV</p> <p>Section 19. <u>Resignation</u>...In the event that the Board of Directors shall request the resignation of any Director in accordance with the Majority Vote Policy (or any successor to such policy) of the corporation's Corporate Governance Principles and Practices in effect from time to time, such Director shall promptly tender his or her resignation. Any failure to so tender such a resignation shall constitute grounds for removal of such Director for cause in accordance with Section 20 below. (Del. Code Ann., tit. 8, Sections 141(b), 223(d)).</p> <p><u>Policy:</u></p> <p>In an uncontested election of directors (an election where the only nominees are those recommended by the Board), if any nominee for director receives a greater number of "withhold" votes than vote "for" his or her election, the Governance Committee will undertake an evaluation of the appropriateness of the director's continued service on the Board, and will make a recommendation to the Board as to whether it is appropriate that any remedial action be taken with respect to the voting results. The Governance Committee's recommendations may range from taking no action, to addressing the cause of the concerns communicated by stockholders to requesting that the director tender his or her resignation. The Governance Committee will consider all factors it deems relevant including, without limitation, the following:</p> <ul style="list-style-type: none"> <li>• The stated reasons why stockholders withheld votes for election from such director;</li> <li>• The length of service and qualifications of such director;</li> <li>• The director's contributions to the Company; and</li> <li>• The availability of other qualified candidates for director.</li> </ul> <p>The Governance Committee's evaluation will begin promptly following certification of the voting results and will be forwarded to the Board to permit the Board to act on it no later than 90 days following the date of the stockholders' meeting. In reviewing the Governance Committee's recommendation, the Board will consider the factors evaluated by the Governance Committee and such additional information and factors the Board believes to be relevant. If the Board determines that remedial action is appropriate, the director shall promptly take whatever action is requested by the Board. If the director does not promptly take the recommended remedial action, or if the Board determines that immediate resignation is in the best interests of the Company and its stockholders, the director shall promptly tender his or her resignation upon request from the Board. Failure to tender a requested resignation pursuant to the terms of this policy shall be grounds for removal of such director for cause. The Company will publicly disclose the Board's decision within four business days in a Form 8-K, providing an explanation of the process by which the decision was reached and, if applicable, the reasons for not requesting the director's resignation.</p> <p>Any director who is the subject of the evaluation described in this section will not participate in Governance Committee or Board considerations of the appropriateness of his or her continued service, except to respond to requests for information. If a majority of the members of the Governance Committee are subject to this evaluation process, then the independent directors on the Board (as most recently determined by the Board pursuant to applicable Nasdaq guidelines) who are not subject to the evaluation will appoint a Board committee amongst themselves solely for the purpose of conducting the required evaluation. The special committee will make the recommendation to the Board otherwise required of the Governance Committee. This policy will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>

indemnification obligations for various categories of officers and (b) permit the Chief Executive Officer to call a special meeting of stockholders. See Current Report on Form 8-K filed on Sep. 22, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Quest Software, Inc. <sup>297</sup> (11/1/07)	Bylaw (including 90-day term limit for holdover directors)	<p>ARTICLE II</p> <p>2.8 Voting. The shareholders entitled to vote at any meeting of shareholders shall be determined in accordance with the provisions of Section 2.11 of these Bylaws, subject to the provisions of Sections 702 through 704 of the Code (relating to voting shares held by a fiduciary, in the name of a corporation, or in joint ownership).</p> <p>Elections for directors and voting on any other matter at a shareholders' meeting need not be by ballot unless a shareholder demands election by ballot at the meeting and before the voting begins.</p> <p>Except as provided in the last paragraph of this Section 2.8, or as may be otherwise provided in the Articles of Incorporation, each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote of the shareholders. Any holder of shares entitled to vote on any matter may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or may vote them against the proposal other than elections to office, but, if the shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares which the shareholder is entitled to vote.</p> <p>The affirmative vote of shares holding a majority of the voting power, represented and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the voting power required to constitute a quorum), shall be the act of the shareholders, unless the vote of a greater number of voting by classes is required by the Code or by the Articles of Incorporation.</p> <p>At a shareholders' meeting at which directors are to be elected, a shareholder shall be entitled to cumulate votes either (i) by giving one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which that shareholder's shares are normally entitled or (ii) by distributing the shareholder's votes on the same principle among as many candidates as the shareholder thinks fit, if the candidate or candidates' names have been placed in nomination prior to the voting and the shareholder has given notice prior to the voting of the shareholder's intention to cumulate the shareholder's votes. If any one shareholder has given such a notice, then every shareholder entitled to vote may cumulate votes for candidates in nomination. Notwithstanding the foregoing, at such time as the Corporation shall become a listed corporation, as defined in Section 301.5(d) of the Code, shareholders shall no longer be entitled to cumulate their votes for candidates in an election of directors.</p> <p>In an uncontested election, as defined in Section 708.5 of the Code, the approval of the shareholders, as defined in Section 153 of the Code, shall be required to elect each director. If an incumbent director fails to be elected by approval of the shareholders in an uncontested election, then, unless the incumbent director has earlier resigned, the term of the incumbent director shall end on the date that is the earlier of ninety (90) days after the date on which the voting results are determined in accordance with the Code and these Bylaws or the date on which the Board selects a person to fill the office held by such incumbent director. Any vacancy on the board of directors resulting from any failure of a candidate to be elected by approval of the shareholders in an uncontested election shall be filled in accordance with the procedures set forth in Section 305 of the Code. The provisions set forth in this paragraph shall only be effective for those periods during which the Corporation is a listed corporation.</p> <p>In any election of directors other than an uncontested election occurring while the Corporation is a listed corporation, the candidates receiving the highest number of affirmative votes of the shares entitled to be voted for them up to the number of directors to be elected, shall be elected; votes against any candidate and votes withheld shall have no legal effect.</p>
Qwest Communications	Bylaw (including	Section 3.02. <u>Number, Qualification and Election.</u> (a) The total number of directors constituting the whole Board initially shall be thirteen and thereafter, subject to the terms of Section 6.01 of the Certificate, shall be as determined from time to time by the Board, provided, however, that

<sup>297</sup> According to Item 5.03 of the Current Report on Form 8-K filed on Nov. 7, 2007, the board concurrently adopted bylaw amendments reflecting the independence standard set forth in Section 303A.02 of the New York Stock Exchange Listed Companies Manual (in addition to the criteria for independence established by the Nasdaq Stock Market, which remains applicable to Quest Software, Inc.) and to provide a term limit for independent directors of 16 years.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
International Inc. <sup>298</sup> (12/14/06)	director resignation policy)	<p>any reduction in the total number of directors constituting the whole Board shall not terminate the term of any director then in office.</p> <p>(b) At each annual meeting of stockholders, the directors shall be elected for terms expiring at the next annual meeting of stockholders, or until his or her successor is elected and qualified or until such director's earlier resignation or removal.</p> <p>(c) Each director shall be at least 21 years of age. Directors need not be stockholders of the Corporation.</p> <p>(d) In any election of directors held at a meeting of stockholders at which a quorum is present, and except as provided in paragraph (e) below, each nominee shall be elected a director by the vote of the majority of the votes cast with respect to that director's election. For purposes of this bylaw, a majority of votes cast means that the number of votes "for" a director must exceed 50 percent of the votes cast with respect to that director. Votes "against" will count as a vote cast with respect to that director, but "abstentions" will not count as a vote cast with respect to that director.</p> <p>(e) If the number of nominees for any election of directors nominated by (i) the Board, (ii) any stockholder, or (iii) a combination of nominees by the Board and any stockholder, exceeds the number of directors to be elected, the nominees receiving a plurality of the votes cast by holders of shares entitled to vote in the election at a meeting at which a quorum is present will be elected.</p> <p>(f) In order for any incumbent director to become a nominee of the Board for further service on the Board, such person must submit an irrevocable letter of resignation, contingent on (i) that person not receiving 50 percent of the votes cast, and (ii) acceptance of that resignation by the Board.</p> <p>(g) The Board, acting on the recommendation of the Nominating and Governance Committee, shall within 90 days of receiving the certified voting results pertaining to a director election, determine whether to accept the resignation of any unsuccessful incumbent. The Nominating and Governance Committee, in making this recommendation, and the Board, in acting on such recommendation, may consider any factors or other information that they determine to be appropriate and relevant. Absent a determination by the Board that a compelling reason exists for concluding that it is in the best interests of the Corporation for an unsuccessful incumbent to remain a director, the Board shall accept such unsuccessful incumbent's resignation.</p> <p>(h) The Nominating and Governance Committee and the Board shall take the action required under paragraph (g) without the participation of any unsuccessful incumbent except that (i) if there is no quorum of the Nominating and Governance Committee consisting of successful incumbents, remaining directors who are successful incumbents shall name a committee from among themselves to make recommendations under paragraph (g) and (ii) if the number of directors who are successful incumbents is fewer than a quorum of the Board, all directors may participate in the decisions under paragraph (g).</p> <p>Section 3.03. <u>Notification of Nomination.</u> Subject to the rights of the holders of any class or series of stock having a preference over the common stock as to dividends or upon liquidation, nominations for the election of directors may be made by the Board or by any stockholder who is a stockholder of record at the time of giving of the notice of nomination provided for in this Section 3.03 and who is entitled to vote for the election of directors. Any stockholder of record entitled to vote for the election of directors at a meeting may nominate persons for election as directors only if timely written notice of such stockholder's intent to make such nomination is given, either by personal delivery or by United States mail, postage prepaid, to the Secretary in accordance with Section 2.07(c). Each such notice shall set forth: . . . (g) an irrevocable letter of resignation from each nominee, contingent on (i) that nominee's not receiving more than 50 percent of the votes cast at the next stockholders meeting at which such nominee would face reelection and (ii) acceptance of that resignation by the Board. . . .</p>

<sup>298</sup> AFSCME presented a binding majority vote proposal for 2006. See definitive proxy statement filed on Mar. 30, 2006 at 48-49. The proposal received support from 53% of votes cast, per ISS, which was a surprisingly high level of support given that the proposal was binding. See Growing Support. While the proposal received a high level of support, it was not enough to approve the proposal, since the company's bylaws required support from 80% of the voting power outstanding on the record date for the 2006 annual meeting. See definitive proxy statement at 4. The language in clause (g) indicating that a resignation will be accepted absent "a compelling reason" was first utilized by General Electric Company. Note that Mary Ann Neuman and Carol Stroeh also submitted a non-binding majority proposal for 2006 which did not appear in the definitive proxy statement, as the company sought and obtained no-action relief on the basis of "substantial duplication" (letter available Mar. 8, 2006).



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Rayonier Inc. <sup>299</sup> (5/18/07)	Charter and Policy	<p><u>Charter:</u></p> <p>ARTICLE V</p> <p>(b) Except as shall be otherwise permitted or authorized by these Articles of Incorporation, each director shall be elected by a vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present; provided, that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by a vote of the plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director.</p> <p><u>Policy:</u></p> <p><u>Voting for Directors.</u> Effective as of the election of directors at the 2008 Annual Meeting of the Company’s Shareholders, if an incumbent director is nominated, but not reelected, that director shall tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee (“NCGC”) of the Board shall consider the resignation and make a recommendation to the full Board as to whether to accept or reject the resignation. The full Board will make a determination and publicly disclose its decision and rationale within 90 days after receipt of the tendered resignation. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the NCGC recommendation or Board of Directors action regarding whether to accept the resignation offer; provided, however, that if each member of the NCGC fails to receive a sufficient vote for reelection, then the independent Directors who did receive a sufficient vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board of Directors whether to accept them. If the only Directors who do not fail to receive a sufficient vote for reelection constitute three or fewer Directors, then all Directors may participate in the action regarding whether to accept the resignation offers.</p>

<sup>299</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals. The proposal did not appear in the definitive proxy statement filed on Mar. 29, 2006, seemingly due to the board’s stated intention to adopt a majority voting standard. According to page 10 of the definitive proxy statement of Rayonier Inc., filed on Mar. 29, 2006:

The Nominating and Corporate Governance Committee has begun a review of the appropriate process to provide that director nominees be elected by an affirmative vote of the majority of shareholder votes cast, rather than the current plurality vote standard. Any required shareholder action to implement a majority vote standard will be addressed at the 2007 Annual Meeting of Shareholders. If approved, majority voting will apply to elections of directors commencing in 2008.

Management’s 2007 majority vote charter amendment proposal and contemplated accompanying policy are set forth in the definitive proxy filed on Apr. 9, 2007 at 41-42. According to page 42 of the definitive proxy statement:

To address the issue of holdover directors if the amendment to our Articles of Incorporation is adopted, the Board of Directors has approved a new provision of its Corporate Governance Principles. This provision will become effective upon filing of the Articles of Amendment described above, assuming shareholder approval of the amendment, and does not require any shareholder action.

The charter amendment proposal passed. See Item 5.03 of the Current Report on Form 8-K filed on May 22, 2007 and Quarterly Report on Form 10-Q filed on Jul. 27, 2007 at 28.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Raytheon Company <sup>300</sup> (10/11/06 Bylaw and Policy, replacing 10/05 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p><b>Section 2.8.</b></p> <p><b>Procedure for Election of Directors; Required Vote.</b> Except as provided in Section 3.10 of Article III or pursuant to the provisions of Article IV of the Certificate of Incorporation, each director shall be elected by a majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section, a majority of the votes cast means that the number of votes cast “for” a director nominee must exceed the votes cast “against” that nominee. An abstention will not count as a vote cast with respect to a director.</p> <p><u>10/11/06 Amended Version of Policy:</u></p> <p><u>Voting for Directors.</u> Any nominee for director in an uncontested election who receives a greater number of votes “against” his or her election than votes “for” his or her election shall tender his or her resignation to the Governance and Nominating Committee. The Governance and Nominating Committee shall recommend to the board the action to be taken with respect to the resignation. The board shall act on the resignation, taking into account the Governance and Nominating Committee’s recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Governance and Nominating Committee in making its recommendation, and the board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director whose resignation is under consideration shall abstain from participating in the recommendation of the Governance and Nominating Committee or the decision of the board with respect to his or her resignation. If such incumbent director’s resignation is not accepted by the board, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p><u>10/05 Version of Policy:</u></p> <p>A nominee for director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election shall tender his or her resignation to the Governance and Nominating Committee. The Governance and Nominating Committee shall recommend to the Board the action to be taken with respect to the resignation.</p>

<sup>300</sup> 2005 non-binding majority proposal from the United Association of Plumbers and Pipefitters received support from 57.3% of votes cast, per Georgeson Shareholder. See Georgeson Review at 24. The UBCJA also submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Mar. 29, 2006 at 35-37. Raytheon Company sought to exclude the proposal on the grounds that it had been substantially implemented. In its request for no-action relief, Raytheon Company also stated:

In December 2005, the Governance and Nominating Committee of the Raytheon Board of Directors adopted specific procedures implementing the Majority Voting Policy. These procedures require the Governance and Nominating Committee promptly to consider any tendered resignation and make a recommendation to the Board whether to accept or reject the tendered resignation. In considering whether to accept or reject the tendered resignation, the Committee will consider all factors it deems relevant, including any known reasons why shareholders withheld votes from the director, the length of service and qualifications of the director in question and the director’s contributions to the Company.

The Board will act promptly on the recommendation of the Committee, but in any event not later than 90 days from the date of the annual or special meeting of shareholders at which the vote occurred. In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and any other factors it deems relevant. Any director who tenders his or her resignation in accordance with the Company’s majority voting policy will recuse himself or herself from consideration of his or her tendered resignation. Absent a *compelling* reason for the director to remain on the Board, the Board will accept the director’s tendered resignation.

Raytheon’s Board will be held accountable publicly for its decision to either accept or reject the director’s resignation. Regardless of whether the resignation is accepted or rejected, Raytheon will promptly disclose the decision publicly, including an explanation of the process by which the

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Regency Centers Corporation <sup>301</sup> (date unknown)	Policy	<p>According to page 5 of the definitive proxy statement filed on 3/19/07:</p> <p>Directors will be elected by a plurality of votes cast by shares entitled to vote at the meeting. However, under a policy adopted by our board of directors, if in an uncontested election more votes are “withheld” from a director than are voted “for” the director, he or she will be required to resign within three days after certification of the vote. Our nominating and corporate governance committee (or, if votes were withheld from a majority of the members of the nominating and corporate governance committee, then a committee appointed by and from among disinterested, independent directors) will promptly consider the resignation and recommend to the board whether to accept or reject the resignation. The director who submitted the resignation may not participate in the decision.</p> <p>Factors that the committee and board will consider under this policy include:</p> <ul style="list-style-type: none"> <li>• the stated reasons why votes were withheld from the director and whether those reasons can be cured;</li> <li>• the director’s length of service, qualifications and contributions as a director;</li> <li>• New York Stock Exchange listing requirements, and</li> <li>• our corporate governance guidelines.</li> </ul> <p>Rejection of the resignation may be conditioned on curing the reasons underlying the withheld votes.</p>
		<p>The board will act on the resignation no later than 60 days after the date of the annual meeting. We will disclose the board’s decision in a Form 8-K filed with the SEC within four business days of the decision that will provide a full explanation of the process by which the board reached its decision and the reasons for its decision.</p>

decision was reached and, if applicable, the *reasons for rejecting the tendered resignation*, in a Form 8-K filed with the SEC. Raytheon also will disclose its policy and procedures in its annual proxy statement.

The SEC denied no action relief (letter available Jan. 12, 2006). The 2006 proposal received support from 55.9% of votes cast, per ISS. See Growing Support. See also Raytheon Company, 2006 Annual Meeting Voting Results, May 3, 2006. Thereafter, the company adopted the bylaw and policy set forth above. The amended policy does not clearly state that it only applies to incumbent directors who fail to receive the requisite vote. However, in light of the majority vote bylaw, the policy can only apply to incumbent directors. Concurrently with adopting the bylaw and amended policy described above, the board also amended Section 2.2 of the bylaws to provide that a special meeting of the company’s stockholders may, except in certain circumstances, be called only by: (a) the board, (b) the chairman of the board and (c) if, for any reason the entire board is not elected at an annual or special meeting at which directors are to be elected, by a majority vote of the CEO and the four other directors receiving the greatest percentage of votes cast for their election at such meeting who were in office immediately prior to such meeting. In its statement of opposition to a non-binding 2007 stockholder proposal from John Chevedden recommending that the board adopt cumulative voting, the company noted that it had declassified its board and terminated its poison pill. See definitive proxy statement filed on Mar. 21, 2007 at 49. The cumulative voting proposal did not pass. See Quarterly Report on Form 10-Q filed on Jul. 26, 2007 at 30. As to cumulative voting generally, see Note 66.

<sup>301</sup> According to page 5 of the definitive proxy statement filed on Mar. 19, 2007, as a Florida corporation, Regency Centers Corporation may only effect a change to a director majority election standard through an amendment to its charter: “Our nominating and corporate governance committee intends to consider recommending such an amendment for consideration at our 2008 annual meeting of shareholders.”

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Regions Financial Corporation <sup>302</sup> (3/8/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p><b>Section 3. Voting:</b></p> <p>Each stockholder entitled to vote in accordance with the terms of the Certificate of Incorporation and in accordance with the provisions of these By-Laws shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such stockholder, but no proxy shall be voted after eleven (11) months from its date unless such proxy provides for a longer period. A stockholder may authorize another person to act as proxy by transmitting, or authorizing the transmission of, a telegram, cablegram or other means of electronic transmission to the person authorized to act as proxy or to a proxy solicitation firm, proxy support service organization, or other person authorized by the person who will act as proxy to receive the transmission, in each case as the Board of Directors, the Chairman of the Board of Directors or the presiding officer of the meeting may determine from time to time. Such proxy shall be filed with the secretary of the Corporation before or at the time of the meeting. Except as may be otherwise required by the Certificate of Incorporation, each Director shall be elected by the vote of the majority of the votes cast (meaning the number of shares voted "for" a nominee must exceed the number of shares voted "against" such nominee) at any meeting for the election of Directors at which a quorum is present, provided that the Directors shall be elected by a plurality of the votes cast (instead of by votes cast "for" or "against" a nominee) at any meeting at which a quorum is present for which (i) the Secretary of the Corporation receives a notice in compliance with the applicable requirements for stockholder nominations for Director set forth in these By-Laws and (ii) such proposed nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders; all other questions shall be decided by a majority vote except as otherwise provided by the Certificate of Incorporation or the laws of the State of Delaware.</p> <p><u>Policy:</u></p> <p>G. <u>Election of Directors.</u> Any incumbent Director who fails to receive the vote required by the By-Laws to be elected a Director shall promptly tender his or her resignation following the certification of the Vote. The Nominating and Corporate Governance Committee shall consider such resignation and shall recommend to the Board the action to be taken. Any Director whose resignation is under consideration shall not participate in the Nominating and Corporate Governance Committee recommendation or the Board decision regarding whether to accept the resignation. The Board shall take action within 90 days following certification of the vote, unless such action would cause the Company to fail to comply with any requirement of the New York Stock Exchange or any rule or regulation promulgated under the Securities Exchange Act of 1934, in which event the Company shall take action as promptly as is practicable while continuing to meet such requirements. The Board will promptly disclose its decision and the reasons therefore, in a Form 8-K furnished to the Securities and Exchange Commission.</p>

<sup>302</sup> 2004 non-binding majority proposal from the UBCJA received support from 15.4% of votes cast, per Georgeson Shareholder. See 2004 Georgeson Review at 14. The definitive proxy statement filed on Mar. 19, 2007 included a management proposal to declassify the board at 69-70. The declassification proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 3, 2007 at 49-50. In the accompanying disclosure, the company indicated that while the classified structure was maintained in connection with the company's 2006 merger with AmSouth Bancorporation, at the 2006 annual meeting a stockholder proposal from Gerald R. Armstrong requesting the Board take steps to declassify the election of Directors on a phased-in basis received support from a majority of the votes cast. In Items 5.03 and 5.05 of the Current Report on Form 8-K filed on Mar. 14, 2007, the company indicated that, concurrently with adopting the majority vote provisions set forth above, the board also: (a) amended the bylaws to change the size of the board from 21 to a number set from time to time by the board, (b) amended the bylaws to eliminate requirements that a set number of directors be from the predecessors to the company and AmSouth Bancorporation, and that such groups of former directors be apportioned as nearly equal as possible among the classes of directors and (c) adopted a stand-alone code of ethics for senior financial officers. As to the code of ethics, the company indicated that it applies to the CEO, CFO, principal accounting officer and controller, and that such code carves out "aspects" that had previously been addressed in its more general code of business conduct and ethics.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Reliant Energy, Inc. <sup>303</sup> (3/7/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Penultimate sentence of Article II, Section 8:</p> <p>Except as provided in Section 3 of Article III, a nominee for director shall be elected if the votes cast for such nominee's election exceed the votes cast against such nominee's election at a meeting of stockholders at which a quorum is present; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Corporate Secretary of the Company receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 4 of Article III of these Bylaws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the seventh day preceding the date the Company first mails its notice of meeting for such meeting to the stockholders.</p> <p>Fifth to last sentence of Article III, Section 4:</p> <p>At such time, the Nominator shall also submit in writing (i) the information with respect to each such proposed nominee that would be required to be provided in a proxy statement prepared in accordance with Regulation 14A under the Exchange Act; (ii) a notarized affidavit executed by each such proposed nominee to the effect that, if elected as a member of the Board of Directors, he or she will serve and that he or she is eligible for election as a member of the Board of Directors and (iii) a statement as to whether such proposed nominee, if elected, intends to tender, promptly following such person's election or re-election, an irrevocable resignation effective upon (a) such person's failure to receive the required vote for re-election at the next meeting at which such person would face re-election and (b) acceptance of such resignation by the Board of Directors, in accordance with the Company's Corporate Governance Guidelines.</p> <p>Article VIII, Section 1:</p> <p>Section 1. <u>Vote Requirements.</u> The Board of Directors is expressly empowered to adopt, amend or repeal these Bylaws. Any adoption, amendment or repeal of these Bylaws by the Board of Directors shall require the affirmative vote of at least eighty percent (80%) of all directors then in office at any regular or special meeting of the Board of Directors called for that purpose; provided, however, that any amendment or repeal of, or the adoption of any Bylaw inconsistent with, the penultimate sentence of Section 8 of Article II of these Bylaws shall also require the approval of the stockholders of the Company.</p>

<sup>303</sup> Reliant Energy, Inc. received a 2007 proxy access proposal from Seneca Capital, L.P., as described in a Jan. 16, 2007 letter from the company to the SEC seeking no-action relief. On Jan. 29, 2007, Reliant Energy, Inc. filed a complaint seeking a declaratory judgment in the United State District Court for the Southern District of Texas in response to the proxy access proposals. See Press Release, Reliant Energy, Inc. (Jan. 29, 2007). Seneca Capital, L.P. subsequently withdrew its proxy access proposal, as described in correspondence to the SEC withdrawing the company's request for no-action relief (letter available Feb. 23, 2007). For a general discussion of proxy access, see Note 18. The majority vote bylaw and policy were adopted after the withdrawal of the proxy access proposal. No reason for the withdrawal was cited in publicly available materials. In connection with adoption of the majority vote provisions set forth above, on Mar. 7, 2007, each member of the board submitted an irrevocable, conditional resignation to be effective if such director fails to receive a majority of the votes cast in his or her election at the 2007 annual meeting and if the board accepts such resignation. See Item 5.03 of the Current Report on Form 8-K filed on Mar. 12, 2007. Note that, although not required by law, the majority vote bylaw adopted by Reliant Energy, Inc. contains a "lock-in" which indicates that the majority vote provision may not be amended without stockholder approval. Bank of America Corporation and Verizon Communications Inc. were the first companies to adopt forms of voluntary lock-ins.

Concurrently with announcing the adoption of the majority vote provisions set forth above, Reliant Energy, Inc. also announced that the board had approved a proposed charter amendment to declassify the board, and that such amendment would be presented for stockholder approval at the 2007 annual meeting. Press Release, Reliant Energy, Inc. (Mar. 7, 2007). See also definitive proxy statement filed on Apr. 5, 2007 at 13-14. The charter amendment was approved at the 2007 annual meeting. See Quarterly Report on Form 10-Q filed on Aug. 2, 2007 at 49. A 2005 non-binding declassification proposal from Harold Mathis, Jr. received support from 65% of votes cast, per Georgeson Shareholder. See Georgeson Review at 24. Harold Mathis, Jr. also submitted a non-binding majority proposal for 2006, as to which management made no recommendation. See definitive proxy statement filed on Apr. 13, 2006 at 13-15. The 2006 proposal received support from approximately 90% of votes cast (including abstentions). See Quarterly Report on Form 10-Q filed on Aug. 8, 2006 at 49. The Mar. 7, 2007 press release announcing the management declassification proposal noted that the stockholders had approved a non-binding declassification proposal at the 2006 annual meeting.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p>Director Resignation</p> <p>The Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for election or re-election in accordance with the Company's Bylaws. If an incumbent Director fails to receive the required vote for election or re-election, the Nominating &amp; Governance Committee will determine whether to accept the Director's resignation and will submit such recommendation for consideration by the Board, and the Board will take action with respect to the resignation within 90 days following the date of the stockholders' meeting at which the election occurred. The Board expects the Director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating &amp; Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director's resignation.</p> <p>Following the Board's decision, the Company, within four (4) business days after such decision is made, will publicly disclose in a Form 8-K filed with the Securities and Exchange Commission the Board's decision whether to accept the resignation, together with a full explanation of the process by which the decision was reached and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.</p> <p>If a majority of the members of the Board fail to receive the required number of votes for election or re-election, then an ad hoc committee comprised of the independent directors then serving on the Board who were elected (the "Ad Hoc Committee") shall serve in place of the Nominating &amp; Governance Committee and the Board and perform the Nominating &amp; Governance Committee's and the Board's duties for purposes of this guideline. Notwithstanding the foregoing, if there are fewer than three directors eligible to serve on an Ad Hoc Committee, then all of the independent members of the Board (other than the individual director whose resignation is being considered) will make the determination to accept or reject an individual tendered resignation.</p> <p>The Board shall nominate for election or re-election as Director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as Director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with the above practice.</p>
RELM Wireless Corporation <sup>304</sup> (3/16/06)	Policy	<p>In an uncontested election for directors, any nominee for director who receives more votes "withheld" from his or her election than votes "for" such election is required to promptly submit his or her resignation to the Nominating Committee.</p> <p>The Nominating Committee is required to make recommendations to the Board of Directors as to the action to be taken with respect to any such resignation. The Board of Directors is required to take action within a reasonable period of time and to promptly disclose to the public each resignation and related Board decision.</p>
RF Micro Devices, Inc. (8/2/06)	Policy	<p><b>Effect of Withheld Votes on an Uncontested Election.</b> In an uncontested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall immediately offer his or her resignation for consideration by the Governance and Nominating Committee. This resignation is conditioned upon the Board's acceptance and thus shall not be effective unless and until the Board, after considering the recommendation of the Governance and Nominating Committee, accepts the director nominee's offer to resign. Nevertheless, if the director nominee does not wish to remain a director, he or she shall so state and shall tender a non-conditional resignation, which shall be effective as of the date thereof and publicly reported by the Company in a Form 8-K filed with the Securities and Exchange Commission (the "SEC").</p>

<sup>304</sup> Concurrently with adopting a majority vote policy, the board of RELM Wireless Corporation announced that it had also amended the company's corporate governance guidelines to provide that no individual will be eligible to be nominated for election or reelection as a director upon attaining the age of 72. Press Release, RELM Wireless Corporation (Mar. 16, 2006).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Governance and Nominating Committee will promptly consider the director nominee's offer to resign and will recommend to the Board whether to accept or reject it. In making this recommendation, the Governance and Nominating Committee will consider all factors deemed relevant by its members, including, without limitation, the stated reasons (if any) why shareholders "withheld" votes for election from such director nominee, the length of service and qualifications of the director nominee, the director nominee's contributions to the Company, the Company's Corporate Governance Guidelines, and whether accepting the offered resignation would cause the Company to fail to meet any applicable SEC or NASDAQ requirements.</p> <p>The Board will act on the Governance and Nominating Committee's recommendation no later than 90 days following the date of the shareholders' meeting at which the election occurred. The Company will promptly disclose the Board's decision whether to accept the director nominee's offer to resign in a Form 8-K filed with the SEC.</p> <p>Any director nominee who offers his or her resignation for consideration pursuant to this provision will not participate in the Governance and Nominating Committee or Board deliberations regarding whether to accept the director nominee's offer to resign.</p>
Rigel Pharmaceuticals, Inc. (1/31/07)	Bylaw (including director resignation policy)	<p>ARTICLE IV DIRECTORS</p> <p>Section 15. Number And Term Of Office.</p> <p>(a) The authorized number of directors of the corporation shall be fixed in accordance with the Certificate of Incorporation. Directors need not be stockholders unless so required by the Certificate of Incorporation. If for any cause, the directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these Bylaws.</p> <p>(b) At any meeting of stockholders for the election of one or more directors at which a quorum is present, each such director shall be elected by the vote of the majority of the votes cast with respect to that director, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast as "withheld" for that director. If a director then serving on the Board of Directors does not receive the necessary votes, the director shall offer to tender his or her resignation to the Board. The Nominating and Corporate Governance Committee or other committee that may be designated by the Board will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on such committee's recommendation and publicly disclose its decision and the rationale within [90] days from the date of the certification of the election results. In making their decision, the Committee and the Board will evaluate the best interests of the Company and its stockholders and shall consider all factors and information deemed relevant. The director who tenders his or her resignation will not participate in the Committee's recommendation or the Board's decision.</p>
RiskMetrics Group, Inc. <sup>305</sup> (not yet effective)		<p>According to page 107 of the Registration Statement on Form S-1 filed on 9/19/07, RiskMetrics Group, Inc., will adopt corporate governance guidelines at the time it completes its initial public offering. Those guidelines will provide as follows with respect to majority voting: "Our bylaws provide that in uncontested elections, our directors must be elected by majority vote and directors must submit a contingent resignation in advance of each annual stockholders meeting to help effectuate this process."</p>

<sup>305</sup> RiskMetrics Group, Inc. acquired Institutional Shareholder Services, which is now a principal business unit of RiskMetrics Group, Inc. Pages 107-108 of the Registration Statement on Form S-1 filed on Sep. 19, 2007 indicate that the company intends to adopt corporate governance guidelines, effective as of the closing of the initial public offering, which will provide for, among other things: annual election of directors, proxy access, "say on pay", separation of the roles of chairman and CEO (except as otherwise determined by the board) and a policy against adopting a poison pill without first obtaining stockholder approval.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Rite Aid Corporation <sup>306</sup> (6/4/07 Bylaw and Policy, replacing 4/5/06 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p>Section 1. <u>Number and Election of Directors.</u> The Board of Directors shall consist of not less than three nor more than fifteen members, the exact number of which shall be determined from time to time by resolution adopted by the Board of Directors. Except as provided in Section 2 of this Article III, a nominee for director shall be elected if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that the directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 5 of Article II of these By-Laws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the fourteenth day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders. Each director so elected shall hold office until the expiration of the term for which the director was elected and until such director's successor is duly elected and qualified, or until such director's earlier death, resignation or removal. Any director may resign at any time upon written notice to the Corporation. Directors need not be stockholders. Except for those persons who were serving as directors on January 1, 2002, no person shall be eligible to be elected or appointed to serve as a director after having reached 72 years of age.</p> <p><u>6/4/07 Amended Version of Policy:</u></p> <p>A Director who fails to receive the required number of votes for re-election in accordance with the Amended and Restated By-Laws will, within five days following the certification of the stockholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Nominating and Governance Committee ("Committee").</p> <p>The Committee will consider such tendered resignation and, within 45 days following the date of the stockholders' meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reason or reasons why stockholders voted against such Director's re-election, the qualifications of the Director (including, for example, whether the Director serves on the audit committee of the Board as an "audit committee financial expert" and whether there are one or more other Directors qualified, eligible and available to serve on the audit committee in such capacity), and whether the Director's resignation from the Board would be in the best interests of the Company and its stockholders.</p> <p>The Committee also will consider a range of possible alternatives concerning the Director's tendered resignation as the members of the Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Committee to have substantially resulted in such Director failing to receive the required number of votes for re-election.</p>

<sup>306</sup> The UBCJA submitted a non-binding majority proposal for 2005. See Georgeson Review at 24. The 2005 proposal did not pass. See Quarterly Report on Form 10-Q filed on Oct. 3, 2005 at 30. The UBCJA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on May 19, 2006 at 13-14. The proposal received support from approximately 34% of votes cast (including abstentions). See Quarterly Report on Form 10-Q filed on Oct. 10, 2006 at 41. According to Item 8.01 of the Current Report on Form 8-K filed on Apr. 13, 2007, the adoption of the majority vote policy and amended policy set forth above were contingent upon acquisition of the Brooks and Eckerd drugstore chains from The Jean Coutu Group (PJC) Inc. The company expected to complete the acquisition by the end of May 2007, pending regulatory approval and the satisfaction of customary closing conditions. Press Release, Rite Aid Corporation (Apr. 12, 2007). However, the acquisition was not complete when the company's 2007 definitive proxy statement was filed on May 25, 2007. Therefore, the definitive proxy statement indicated that a plurality standard would apply at the 2007 annual meeting if the acquisition had not been completed as of that date. See definitive proxy statement filed on May 25, 2007 at 4. The acquisition was completed on Jun. 4, 2007, prior to the scheduled Jun. 27, 2007 annual meeting. Effective upon consummation of the acquisition, Rite Aid Corporation amended its bylaws and corporate governance guidelines to include the provision set forth above. See Item 3.02 and 5.03 of the Current Report on Form 8-K filed on Jun. 7, 2007.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Board will take formal action on the Committee's recommendation no later than 75 days following the date of the stockholders' meeting at which the election occurred. In considering the Committee's recommendation, the Board will consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the Board deems relevant.</p> <p>Following the Board's decision on the Committee's recommendation, the Company, within four business days after such decision is made, will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, together with a full explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.</p> <p>No Director who, in accordance with this Policy, is required to tender his or her resignation, shall participate in the Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a Director. If a majority of the members of the Committee fail to receive the required number of votes for re-election, then the independent Directors then serving on the Board who were elected at the stockholders' meeting at which the election occurred, and the independent Directors, if any, who were not standing for election at such stockholders' meeting, will appoint an ad hoc Board committee from amongst themselves (the "Ad Hoc Committee"), consisting of such number of Directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Committee and perform the Committee's duties for purposes of this Policy. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three Directors would be eligible to serve on it, the entire Board (other than the individual Director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Committee and without the creation of an Ad Hoc Committee.</p> <p>This Policy, as it may from time to time be amended, will be summarized or included in the "Corporate Governance" section of the Company's website and the Company's proxy statement for each meeting of stockholders (annual or special) at which directors are to be elected.</p> <p><u>4/5/06 Version of Policy:</u></p> <p>In an uncontested election of Directors, any nominee who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will, within five days following the certification of the stockholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Nominating and Governance Committee (the "Committee"). As used in this Policy, an "uncontested election of Directors" is an election in which the only nominees are persons nominated by the Board of Directors.</p> <p>The Committee will consider such tendered resignation and, within 45 days following the date of the stockholders' meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reason or reasons why stockholders who cast "withhold" votes for the Director did so, the qualifications of the Director (including, for example, whether the Director serves on the audit committee of the Board as an "audit committee financial expert" and whether there are one or more other Directors qualified, eligible and available to serve on the audit committee in such capacity), and whether the Director's resignation from the Board would be in the best interests of the Company and its stockholders.</p> <p>The Committee also will consider a range of possible alternatives concerning the Director's tendered resignation as the members of the Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Committee to have substantially resulted in the "withheld" votes.</p> <p>The Board will take formal action on the Committee's recommendation no later than 75 days following the date of the stockholders' meeting at which the election occurred. In considering the Committee's recommendation, the Board will consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the Board deems relevant.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Following the Board's decision on the Committee's recommendation, the Company, within four business days after such decision is made, will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, together with a full explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.</p> <p>No Director who, in accordance with this Policy, is required to tender his or her resignation, shall participate in the Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a Director. If a majority of the members of the Committee received a greater number of votes "withheld" from their election than votes "for" their election, then the independent Directors then serving on the Board who received a greater number of votes "for" their election than votes "withheld" from their election, and the Directors, if any, who were not standing for election, will appoint an ad hoc Board committee from amongst themselves (the "Ad Hoc Committee"), consisting of such number of Directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Committee and perform the Committee's duties for purposes of this Policy. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three Directors would be eligible to serve on it, the entire Board (other than the Director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Committee and without the creation of an Ad Hoc Committee.</p> <p>This Policy, as it may from time to time be amended, will be summarized or included in the "Corporate Governance" section of the Company's website and the Company's proxy statement for each meeting of stockholders (annual or special) at which directors are to be elected.</p>
Robbins & Myers, Inc. <sup>307</sup> (8/1/06)	Policy	<p><b>11. Voting In Uncontested Election of Directors</b></p> <p>In an uncontested election of directors, any nominee for director who receives a greater number of votes "withheld" from his election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his resignation to the Board. The Nominating and Governance Committee shall promptly consider the resignation offer and a range of possible responses based on the circumstance that may have led to the Majority Withheld Vote, if known, and make a recommendation to the Board. The Board shall act on the Committee's recommendation within 90 days following the shareholder vote. The Board shall promptly disclose its decision regarding whether to accept the director's resignation offer (or the reasons for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission. A director who tenders his resignation pursuant to this provision shall not participate in the Committee recommendation or Board action regarding whether to accept or reject the resignation offer.</p>
Rockwell Automation, Inc. (11/1/06)	Policy	<p>In an uncontested election of directors, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") must promptly tender his or her resignation to the Board of Directors. The Board Composition and Governance Committee will promptly consider the resignation offer and make a recommendation to the Board as to whether to accept or reject the tendered resignation and whether other action should be taken. The Board of Directors will act on the tendered resignation within 90 days following certification of the election results.</p> <p>The Board Composition and Governance Committee, in making its recommendation, and the Board of Directors in making its decision, may consider any factors or other information that it considers appropriate and relevant, including any stated reasons why the shareowners withheld votes from such director, the director's tenure, the director's qualifications, the director's past and expected contributions to the Board, and the overall composition of the Board. Following the Board's decision, the Corporation will promptly disclose the Board's decision regarding whether to accept or reject the director's resignation offer in a Form 8-K furnished to the Securities and Exchange Commission. If the Board has decided to reject the tendered resignation or to pursue any additional action, then the disclosure will include the rationale behind the decision. Any director who tenders his or her resignation pursuant to this provision may not participate in the Board Composition and Governance Committee deliberations and recommendation or in the Board's decision whether to accept or reject the resignation offer.</p>

<sup>307</sup> For a general discussion of recent legislation in Ohio (the jurisdiction in which Robbins & Myers, Inc. is incorporated) which modified what had been the state's mandatory plurality election standard, see Note 116.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Royal Gold, Inc. <sup>308</sup> (8/23/07)	Bylaw (including director resignation policy)	<p>ARTICLE II</p> <p>Section 9. <u>Quorum and Required Vote</u>. Except as otherwise provided by statute or by the certificate of incorporation, a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time in accordance with Section 5 of this Article, until a quorum shall be present or represented. Except as otherwise provided by law, the certificate of incorporation or these bylaws, the affirmative vote of a majority of the shares represented at a meeting at which a quorum is present and entitled to vote on the subject matter shall be the act of the stockholders on matters other than the election of directors.</p> <p>Except as provided in Section 3 of Article III or as otherwise required by law or by the certificate of incorporation, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of stockholders voting on the election of directors, a majority of the votes cast means that the number of shares voted "for" a director must exceed 50% of the votes cast with respect to that director. If a nominee who is already serving as a director is not elected, the director shall offer to tender his or her resignation to the Board. The Compensation, Nominating and Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Compensation, Nominating and Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board's decision. . . .</p>
Safeco Corporation <sup>309</sup> (2/7/07)	Policy	<p><b>2. Election of Directors</b></p> <p>(A) In an election where the number of nominees does not exceed the number of directors to be elected, any nominee who receives a greater number of votes withheld from his or her election or re-election than votes cast for his or her election or re-election must tender his or her resignation to the Board within five business days from the certification of the shareholder vote by the inspector of elections.</p> <p>(B) The Board will nominate for election or re-election as directors only candidates who agree to tender, following the annual meeting at which they are elected or re-elected as directors, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they are nominated for re-election and (ii) the Board's acceptance of such resignation. In addition, the Board will fill director vacancies and new directorships only with candidates who agree to tender, before their appointment to the Board, the same form of resignation tendered by other directors in accordance with these guidelines.</p> <p>(C) The Nominating/Governance Committee will review the resignation offered and recommend to the Board whether to accept it or whether other action should be taken. In considering whether to accept or reject the tendered resignation, the Nominating/Governance Committee will consider all factors deemed relevant by the members of the Committee. The independent members of the Board will take action</p>

<sup>308</sup> Prior to the adoption of the majority vote provisions set forth above, the company described the vote required for stockholder action as follows: "The affirmative vote of sixty percent (60%) of the shares that are represented and entitled to vote at a meeting at which a quorum is present shall be the act of the Stockholders." See definitive proxy statement filed on Oct. 13, 2006 at 2. Such a supermajority vote requirement in director elections is rather unusual for a public company. The majority vote amendment thus served to lower the vote required in director elections. According to Item 5.03 of the Current Report on Form 8-K filed on Aug. 29, 2007, the majority vote bylaw described above was adopted as part of a group of bylaw amendments which included: (a) changes to remove stockholder action by written consent, (b) board and stockholder meeting provisions to permit electronic notice and participation, (c) stockholder proposal notice provisions, (d) provisions relating to the authority of the executive chairman, (e) capitalization provisions allowing issuance and transfer of uncertificated shares of stock and (f) indemnification provisions.

<sup>309</sup> The UBCJA submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Apr. 2, 2007 at 7-9. According to a transcript of the annual meeting, the 2007 proposal did not pass, but the board indicated that it would consider the majority vote issue again in light of legislation then awaiting action by the Governor of Washington, to facilitate the adoption of a majority vote standard. Such legislation was subsequently enacted in Washington, the jurisdiction in which Safeco Corporation is incorporated, effective Jul. 22, 2007. See Note 251. According to the Quarterly Report on Form 10-Q filed on Jul. 31, 2007, the proposal received support from approximately 45% of votes cast (excluding abstentions).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>on the Nominating/Governance Committee's recommendation within 90 days following the submission of the director's resignation. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be appropriate.</p> <p><b>(D)</b> Thereafter, the Company will disclose the Board's decision regarding the tendered resignation within four business days of its decision (by a press release, filing with the Securities and Exchange Commissions or other broadly disseminated means of communication). If the Board is unable to reach a decision within that time period, it may elect to delay acceptance of a resignation for a specified period to provide it with an opportunity to address the underlying shareholder concerns, to recruit a new director or for any other reason it believes appropriate.</p> <p><b>(E)</b> To the extent one or more directors' resignations are accepted by the Board, the Nominating/Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. If a director's resignation is not accepted by the Board, the director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p><b>(F)</b> Any director who tenders his or her resignation as set forth above will not participate in the Nominating/Governance Committee recommendation or Board action relating to the resignation. If a majority of the Nominating/Governance Committee members tender their resignations, then the remaining independent directors will consider such resignations and recommend action to the disinterested members of the Board.</p>
Safeway Inc. <sup>310</sup> (3/9/06 Bylaw, replacing ? 11/15/05 Policy, as amended on 12/8/05)	Bylaw (including director resignation policy)	<p><u>Bylaw:</u></p> <p>When a quorum is present at any meeting, a majority of the votes cast by the shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall decide any questions brought before such meeting, unless the question is one upon which by express provisions of the statutes, or the Certificate of Incorporation or these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question. In an election of directors that is determined by the Board of Directors to be an uncontested election, each director of the corporation shall be elected by the vote of a majority of the votes cast by the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. In an election of directors that is determined by the Board of Directors to be a contested election, whether or not such election becomes an uncontested election after such determination, each director of the corporation shall be elected by the vote of a plurality of the shares present in person or by proxy at the meeting and entitled to vote on the election of directors. In an election of directors with respect to which plurality voting applies, stockholders shall be given the choice to cast "for" or "withhold" votes for the election of directors, and shall not have the ability to cast any other vote with respect to such election of directors. For purposes of this Section, a (i) "majority of the votes cast" means that the number of votes cast "for" a proposal or a candidate for director must exceed the number of votes cast "against," (ii) "uncontested election" is an election of directors in which the number of nominees is not greater than the number of directors to be elected and (iii) a "contested election" is an election of directors in which the number of nominees is greater than the number of directors to be elected.</p> <p>Following any uncontested election, any incumbent director who was a nominee and who did not receive the vote of the majority of the votes cast, shall promptly tender to the Nominating and Corporate Governance Committee his or her offer of resignation for consideration by the Board of Directors. Within 60 days following certification of the stockholder vote, the Nominating and Corporate Governance Committee shall recommend to the Board of Directors the action to be taken with respect to such offer of resignation. In determining whether or not to recommend that the Board of Directors accept any resignation offer, the Nominating and Corporate Governance Committee shall be entitled to consider all factors believed relevant by such Committee's members, including any stated reasons for stockholders' "against" votes, whether the underlying cause or causes of the "against" votes are curable, the factors, if any, set forth in the corporation's Corporate Governance Guidelines or other</p>

<sup>310</sup> 2005 non-binding majority proposal from the UBCJA received support from 45.7% of votes cast, per Georgeson Shareholder. See Georgeson Review at 24. The UBCJA also submitted a non-binding majority proposal for 2006. See Majority Election Proposals. This proposal did not appear in the definitive proxy statement filed on Apr. 12, 2006, seemingly due to Safeway Inc.'s adoption of a majority vote bylaw including a director resignation policy. While the company's 2005 majority vote policy is still included in the corporate governance guidelines posted on the company's web site, the policy has effectively been superseded by the company's binding majority vote bylaw which renders director resignation policy applicable to incumbent directors only.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>policies that are to be considered by the Nominating and Corporate Governance Committee in evaluating potential candidates for the Board of Directors as such factors relate to each director who has so offered his or her resignation, the length of service of such director, and such director's contributions to the corporation.</p> <p>The Board of Directors shall act on the Nominating and Corporate Governance Committee's recommendation within 90 days following certification of the stockholder vote and shall notify the director concerned of its decision. In determining whether or not to accept any resignation offer, the Board of Directors shall consider the factors considered by the Nominating and Corporate Governance Committee and any additional information and factors that the Board of Directors believes to be relevant. The Board of Directors shall, within five business days after reaching its decision, publicly disclose the decision, including, if applicable, the reasons for not accepting a resignation offer, by filing with the Securities and Exchange Commission a Current Report on Form 8-K. Notwithstanding the foregoing, if the Board of Directors were to accept all of the offers of resignation then pending, resulting in the corporation having fewer than three directors who were in office before the election of directors, the Board of Directors may determine to extend such 90-day period by an additional 90 days upon the conclusion that such an extension is in the best interests of the corporation.</p> <p>Any director who tenders his or her resignation pursuant to this Section shall not participate in the Nominating and Corporate Governance Committee recommendation or the Board of Directors action regarding whether to accept such director's resignation offer. If each member of the Nominating and Corporate Governance Committee receives a majority of "against" votes at the same meeting, the Board of Directors shall appoint a committee of independent directors who did not receive a majority of "against" votes at that meeting to consider the resignation offers and make recommendations to the Board of Directors. If no independent directors receive a majority of votes cast at the meeting, the Board of Directors shall act on the resignation offers; provided that no director who has received a majority of "against" votes at the meeting shall participate in or vote on the decision whether to accept or reject such director's resignation offer.</p> <p>This process relating to nominees for directors who receive a majority of "against" votes will be described in each proxy statement of the corporation pertaining to the election of directors.</p> <p>Shares represented by proxies that reflect, with respect to a proposal, abstentions or limited voting authority, including "broker non-votes" (i.e. shares held by a broker or nominee which are represented at the meeting, but with respect to which such broker or nominee is not empowered to vote on a particular proposal or proposals) shall be counted as shares that are present and entitled to vote for purposes of determining the presence of a quorum. For purposes of determining the outcome of any proposal, shares represented by such proxies will be treated as not present and not entitled to vote with respect to the proposal or proposals.</p> <p><u>12/8/05 Amended Version of Former Policy:</u></p> <p>At any stockholder meeting at which directors are subject to an uncontested election, any nominee who receives a greater number of "withhold" and "against" votes for his or her election than votes "for" that director's election shall promptly tender his or her letter of resignation for consideration by the Nominating and Corporate Governance Committee. Within 60 days following certification of the stockholder vote, the Nominating and Corporate Governance Committee shall recommend to the Board the action to be taken with respect to such offer of resignation. In determining whether or not to recommend that the Board accept any resignation offer, the Committee will consider all factors deemed relevant by Committee members, including the stated reasons for stockholders' "withhold" or "against" votes, whether the underlying cause or causes of the "withhold" or "against" votes are curable, the factors referred to in the second paragraph of this Section 6 as they relate to each director who has tendered his or her resignation, the length of service of such director, and such director's contributions to the Company.</p> <p>The Board shall act on the Nominating and Corporate Governance Committee's recommendation within 90 days following certification of the stockholder vote and shall notify the director concerned of its decision. In determining whether or not to accept any resignation offer, the Board will consider the factors considered by the Nominating and Corporate Governance Committee and any additional information and factors that the Board believes to be relevant. The Board shall, within five business days after reaching its decision, publicly disclose the decision, including, if applicable, the reasons for not accepting a resignation offer, by filing with the Securities and Exchange Commission a Current Report on Form 8-K.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or the Board action regarding whether to accept such director's resignation offer. If each member of the Nominating</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>and Corporate Governance Committee receives a majority of “withhold” and “against” votes at the same meeting, the Board shall appoint a committee of independent directors who did not receive a majority of “withhold” and “against” votes at that meeting to consider the resignation offers and make a recommendation to the Board.</p> <p>This process relating to nominees for director who receive a majority of “withhold” and “against” votes will be described in each Company proxy statement pertaining to the election of directors. The Board believes that this process enhances accountability to stockholders and responsiveness to stockholder votes, while allowing Board consideration of whether a particular director’s resignation would be in the best interests of the Company.</p> <p><u>11/15/05 Version of Former Policy:</u></p> <p>At any stockholder meeting at which directors are subject to an uncontested election, any nominee who receives a greater number of “withhold” from or “against” votes for his or her election than votes “for” that director’s election shall promptly tender his or her letter of resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall recommend to the Board the action to be taken with respect to such offer of resignation. The Board shall act on the Nominating and Corporate Governance Committee’s recommendation within 90 days following certification of the stockholder vote and shall notify the director concerned of its decision.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or the Board action regarding whether to accept such director’s resignation offer. If each member of the Nominating and Corporate Governance Committee received a majority of withhold votes at the same meeting, the Board shall appoint a committee of independent directors who did not receive a majority of withhold votes at that meeting to consider the resignation offers and make a recommendation to the Board. In the event that all but three or fewer directors receive a majority of withhold votes at the same meeting, all directors may participate in the decision regarding whether to accept such resignation offers.</p>
<p>Saia, Inc. (f/k/a SCS Transportation, Inc.) (12/7/05)?</p>	<p>Policy</p>	<p>In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will promptly tender his or her resignation to the Chairman of the Board following certification of the stockholder vote.</p> <p>The Nominating and Governance Committee will promptly consider the resignation and will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Nominating and Governance Committee will consider all factors deemed relevant by the members of the Nominating and Governance Committee including, without limitation, the stated reasons why stockholders “withheld” votes for election from such director, the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to the Company, and the Company’s Corporate Governance Guidelines.</p> <p>The Board will act on the Nominating and Governance Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting where the election occurred. In considering the Nominating and Governance Committee’s recommendation, the Board will consider the factors considered by the Nominating and Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision on the Nominating and Governance Committee’s recommendation, the Company will promptly publicly disclose the Board’s decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Nominating and Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Nominating and Governance Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes “withheld” from their election than votes “for” their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a greater number of votes “withheld” from their election than votes “for” their election or who were not standing for election.</p> <p>This Corporate Governance Guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
SAIC, Inc. (f/k/a Science Applications International Corporation) <sup>311</sup> (date unknown)	Policy	<p>Directors are elected annually by the stockholders at the annual meeting. In an uncontested election (i.e., an election in which the number of nominees does not exceed the number of directors to be elected), if any director nominee receives a greater number of votes “withheld” from his or her election than were voted “for” his or her election (a “Majority Withheld Vote”), he or she will promptly tender his or her resignation for consideration to the Board.</p> <p>The Nominating and Corporate Governance Committee shall consider whether or not to accept the tendered resignation or to take some other action, taking into account the best interests of the Company and its stockholders, and communicate such recommendation to the Board. The Board will consider the Nominating and Corporate Governance Committee’s recommendation and take action within ninety (90) days from the date of the certification of the election results. Thereafter, the Board will promptly disclose its decision as to whether or not to accept the tendered resignation (and the reasons for rejecting the tendered resignation, if applicable) to the public in a press release, current report on Form 8-K filed with the Securities and Exchange Commission or some other permissible manner.</p> <p>Except as provided herein below, such director shall remain active and engaged in Board and committee activities during this process. Any director who tenders his or her resignation for consideration pursuant to this provision will not participate in any Nominating and Corporate Governance Committee or Board action regarding whether or not to accept the tendered resignation or to take some other action. In the event that each member of the Nominating and Corporate Governance Committee receives a Majority Withheld Vote with respect to the same election, the remaining independent directors on the Board (as determined pursuant to these guidelines) shall consider the tendered resignation amongst themselves and communicate their recommendation to the Board.</p>
SandRidge Energy, Inc. <sup>312</sup> (effective 10/18/07)	Policy	<p>F. Director Resignation</p> <p>The Board expects a director to tender his or her resignation if he or she receives more votes withheld from such director’s election or re-election than votes for such director’s election or re-election at a meeting of stockholders at which such director is nominated for election or re-election to the Board. In such event, the Nominating &amp; Governance Committee will determine whether to accept the director’s resignation and will submit such recommendation for consideration by the Board, and the Board will take action with respect to the resignation within 90 days following the date of the stockholders’ meeting at which such director was nominated for election or re-election. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating &amp; Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director’s resignation.</p> <p>Following the Board’s decision, the Company, within four business days after such decision is made, will publicly disclose in a Form 8-K filed with the Securities and Exchange Commission the Board’s decision whether to accept the resignation, together with a full explanation of the process by which the decision was reached and, if applicable, the Board’s reason or reasons for rejecting the tendered resignation.</p>

<sup>311</sup> Christopher Smith submitted a non-binding majority proposal for 2006. See definitive proxy statement, as amended, filed on June 5, 2006 at 8-10. Page 9 of the definitive proxy statement indicates that the majority policy was adopted following receipt of Mr. Smith’s proposal. The 2006 proposal received support from approximately 31% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Sep. 5, 2006 at 56. Management presented a board declassification charter amendment proposal at the 2007 annual meeting. See definitive proxy statement filed on May 1, 2007 at 47-48. The proposal passed. See Quarterly Report on Form 10-Q filed on Sep. 6, 2007 at 41 and Exhibit 3.1.

<sup>312</sup> SandRidge Energy, Inc. priced its initial public offering on Nov. 5, 2007. Press Release, SandRidge Energy, Inc. (Nov. 5, 2007). Note that the last paragraph of the company’s policy provides for the tender of irrevocable contingent resignations as a condition to being nominated, while the first paragraph indicates that the board “expects” directors to tender resignations if they receive majority withhold votes.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>If a majority of the members of the Board fail to receive more votes for than withheld for election or re-election, then an ad hoc committee comprised of the independent directors then serving on the Board who were elected in accordance with the Company's Bylaws (the "Ad Hoc Committee") shall serve in place of the Nominating &amp; Governance Committee and the Board and perform the Nominating &amp; Governance Committee's and the Board's duties for purposes of this guideline. Notwithstanding the foregoing, if there are fewer than three directors eligible to serve on an Ad Hoc Committee, then all of the independent members of the Board (other than the individual director whose resignation is being considered) will make the determination to accept or reject an individual tendered resignation.</p> <p>The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (1) the failure to receive the required vote at the next annual meeting at which they face re-election and (2) Board acceptance of the resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with the above practice.</p>
Sanmina-SCI Corporation <sup>313</sup> (12/4/06)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>SECTION 4. <u>Advance Notice of Stockholder Nominees and Stockholder Business.</u></p> <p>Nominations of persons for election to the Board and the proposal of business to be transacted by the stockholders may be made at an annual meeting of stockholders (a) pursuant to the Corporation's notice with respect to such meeting, (b) by or at the direction of the Board or (c) by any stockholder of record of the Corporation who was a stockholder of record at the time of the giving of the notice provided for in the following paragraph, who is entitled to vote at the meeting and who has complied with the notice procedures set forth in this section.</p> <p>For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of the foregoing paragraph, (1) the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation . . . Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director . . . (z) a statement whether such person, if elected, intends to tender, promptly following such person's election or reelection, an irrevocable resignation effective upon such person's failure to receive the required vote for re-election at the next meeting at which such person would face re-election and upon acceptance of such resignation by the board of directors, in accordance with the Corporation's Corporate Governance Guidelines.</p> <p>ARTICLE III</p> <p>SECTION 2. <u>Number and Term of Office.</u> . . . A nominee for director shall be elected to the Board if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board in compliance with the advance notice requirements for stockholder nominees for director set forth in Article II, Section 4 of these bylaws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the day next preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee.</p>

<sup>313</sup> Concurrently with adopting a majority vote bylaw, the board of Sanmina-SCI Corporation created the position of lead independent director and amended the company's corporate governance guidelines to add provisions concerning such position. See Item 8.01 of the Current Report on Form 8-K filed on Dec. 4, 2006. The company is included in CalPERS 2007 annual focus list of underperforming companies. Press Release, CalPERS, (Mar. 15, 2007).



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p>According to Item 5.03 of the Current Report on Form 8-K filed by Sanmina-SCI Corporation on 12/5/06:</p> <p>In addition, if a nominee who already serves as a director is not elected, the director shall offer to tender his or her resignation to the Board. The Corporate Governance and Nominating Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The director who tenders his or her resignation will not participate in the Board's decision. If the failure of a nominee to be elected at the annual meeting results in a vacancy on the Board, that vacancy can be filled by action of the Board.</p>
Sara Lee Corporation <sup>314</sup> (6/28/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p><b>Section 2. Election.</b> The directors shall be elected at the annual meeting of the stockholders and shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualify. Each director shall be elected by a majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present; provided that if, as of a date that is fourteen (14) days in advance of the date the Corporation files its definitive proxy statement with the Securities and Exchange Commission (regardless of whether or not the proxy statement thereafter is revised or supplemented), the number of nominees exceeds the number of directors to be elected, then each director shall be elected by a plurality of the votes cast in person or by proxy at any such meeting. For purposes of this Section 2, a "majority" of the votes cast means that the number of votes "for" a director nominee exceeds the number of votes "against" that director nominee.</p> <p><u>Policy:</u></p> <p><b>11. Election of Directors</b></p> <p>Sara Lee's Bylaws provide that, in the case of uncontested elections (i.e., elections in which the number of nominees is the same as the number of directors to be elected), Directors are elected by a majority of the votes cast with respect to the Director. Any nominee for Director who fails to receive the requisite majority vote at an annual or special meeting held for the purpose of electing directors where the election is uncontested shall, promptly following certification of the stockholder vote, tender his or her resignation to the Board. The independent Directors (excluding the Director who tendered the resignation) will decide whether to accept the resignation, or whether other action should be taken. In reaching its decision, the Board may consider any factors it deems relevant, including the Director's qualifications, the Director's past and expected future contributions to Sara Lee, the overall composition of the Board, whether accepting the tendered resignation would cause Sara Lee to fail to meet any applicable rule or regulation (including NYSE listing requirements and federal securities laws) and the percentage of outstanding shares represented by the votes cast. The Board will act on the tendered resignation, and publicly disclose its decision and rationale, within 90 days following certification of the stockholder vote.</p>

<sup>314</sup> The company is included in CalPERS 2007 annual focus list of underperforming companies. Press Release, CalPERS, (Mar. 15, 2007). By indicating in the majority vote policy that the board may consider the "percentage of outstanding shares represented by the votes cast" when considering a tendered resignation, the policy appears to be addressing the potentially magnified influence of activists in an election where a relatively low percentage of shares are voted and the likely elimination of broker voting in uncontested director elections.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Schering-Plough Corporation <sup>315</sup> (6/26/07 Bylaw, replacing 2006 Policy)	Bylaw (consisting of director resignation policy tied to a plurality standard)	<p><u>Bylaw:</u></p> <p>ARTICLE V DIRECTORS</p> <p>1. Election of Directors . . .</p> <p>(b) <i>Majority Vote Resignation Policy for Directors.</i> Director nominees who receive votes to withhold, at a meeting in which a quorum is present, by the holders of at least a majority of the votes cast for the election of directors, shall promptly offer his or her written resignation to the Nominating and Corporate Governance Committee following certification of the shareholder vote. The Nominating and Corporate Governance Committee, excluding the nominee in question, will recommend that the Board accept the resignation absent a compelling reason for the director to remain on the Board. In determining whether there is a compelling reason for the director to remain on the Board, the Nominating and Corporate Governance Committee will consider all factors deemed relevant such as the stated reasons why shareholders “withheld” votes for election from such director (and whether the issue has been cured), the qualifications of the director whose resignation has been tendered, compliance with exchange listing standards for board composition regarding independence and financial expertise qualifications, and these</p>

<sup>315</sup> The SMWIA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 22, 2006 at 48-49 and Majority Election Proposals. The 2006 proposal received support from 44% of votes cast, per ISS. See Growing Support. The definitive proxy statement for the 2006 annual meeting also included a management proposal to declassify the board. See definitive proxy statement at 32-33. The declassification proposal passed. See Quarterly Report on Form 10-Q filed on Jul. 28, 2006 at 45.

According to a press release issued by the company on Dec. 15, 2006, the board approved a package of governance reforms, including proposing that directors be elected by a majority of votes cast, rather than a plurality. Press Release, Schering-Plough Corporation (Dec. 15, 2006). ISS reported that the company agreed to adopt majority voting in response to a 2007 proposal from the SMWIA. See 2007 Preview. Management included a majority vote charter amendment proposal in the company’s 2007 definitive proxy statement. According to page 13 of the definitive proxy statement filed on Apr. 20, 2007:

In December 2006, on the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors unanimously adopted a resolution approving, declaring advisable and recommending to shareholders for approval an amendment to its Certificate of Incorporation to elect Directors by a majority of votes cast, including in the situation where the number of Director nominees exceeds the number of Directors to be elected. In the event that a Director nominee fails to receive a majority of votes cast, such “holdover” Director must immediately offer to resign. The Nominating and Corporate Governance Committee will determine the appropriate action to take with respect to the offer of resignation, which may include recommending that the Board decrease the number of Directors, fill any vacancy or take any other appropriate action.

Of particular note, the accompanying disclosure indicated that the majority vote standard would apply whether or not an election were contested. By not including a carve-out for contested elections a board could theoretically be creating a takeover defense, knowing that if no candidates achieve a majority vote in a contested election, the incumbents will carry over. Management’s majority vote charter amendment did not pass at the May 18, 2007 annual meeting, receiving support from 63.53% of outstanding shares. Approval required the vote of 80% of the outstanding shares. See Quarterly Report on Form 10-Q filed on Jul. 27, 2007 at 44. Following the relatively unusual defeat of the 2007 management proposal, the board adopted the plurality-plus bylaw set forth above, which bylaw is largely based upon the company’s then-existing majority vote policy. The bylaw amendment was described in Item 5.03 of the Current Report on Form 8-K filed on Jun. 28, 2007. In the disclosure included in Item 5.03, the company indicated that the bylaw amendment did not require stockholder approval. The bylaw indicates that the nominating and governance committee will “recommend” that a resignation tendered by a nominee who receives a majority withhold vote be accepted absent a “compelling reason”, a standard first utilized by General Electric Company. However, the bylaw has been drafted to provide that this will be a recommendation by the committee, rather than the default action to be taken by the board. Accordingly, Schering-Plough Corporation’s version of this standard is weaker.

The other governance changes announced by the company on Dec. 15, 2006 included: (a) terminating the company’s poison pill, (b) proposing a reduction in stockholder supermajority approval requirements and (c) expediting the previously approved declassification of the board. See Press Release, Schering-Plough Corporation (Dec. 15, 2006). The company’s Dec. 15, 2006 press release also indicated that the board amended the company’s corporate governance guidelines “to provide that no new shareholder rights plan will be adopted in the future unless the plan is submitted to shareholders for approval within 12 months after its adoption.” Management’s proposal to eliminate certain supermajority vote requirements is set forth on page 12 of the definitive proxy statement filed on Apr. 20, 2007. The proposal was approved. See Quarterly Report on Form 10-Q filed on Jul 27, 2007 at 44.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>By-Laws. The Board will act on the Nominating and Corporate Governance Committee's recommendation on the earlier of thirty days or its next regularly scheduled Board meeting. The Board's explanation of its decision shall be promptly disclosed on Form 8-K filed with the Securities and Exchange Commission.</p> <p><u>2006 Policy:</u></p> <p>Should any nominee for election as a Director receive a majority of votes to withhold, immediately following announcement of the vote, the Director will submit an offer to resign to the Nominating and Corporate Governance Committee. Within thirty days, that Committee would accept the resignation unless it determined that the issue giving rise to the vote had been cured or the best interests of the Company would be harmed by accepting the resignation. The Committee would issue a report on Schering-Plough's website including the reasons for the Committee's judgment to accept or reject the resignation.</p>
<p>The Charles Schwab Corporation<sup>316</sup> (3/14/07)</p>	<p>Policy</p>	<p>If a director nominee recommended by the Board in an uncontested election at the Annual Meeting of Stockholders receives a plurality of votes cast but fails to receive an affirmative majority of votes cast (i.e., the number of "withhold" votes exceeds the number of "for" votes) in the election of the director, the Nominating and Corporate Governance Committee (without the participation of the affected director) is expected to meet within 90 days after the final certification of the vote at the annual meeting to consider whether or not the director should continue on the Board or Board committees. In evaluating the director's continued service, the Nominating and Corporate Governance Committee should consider the following:</p> <ul style="list-style-type: none"> <li>• The reasons for the director's failure to receive an affirmative majority of votes;</li> <li>• The director's qualifications and skills and contributions to the Board and Board committees;</li> <li>• The effect on Board composition without the director's continued service on the Board or Board committees;</li> <li>• Whether there are qualified candidates to fill a vacancy if the affected director resigned from the Board or Board committees; and</li> <li>• The guidelines for considering director candidates established by the Nominating and Corporate Governance Committee.</li> </ul> <p>In making its evaluation, the Nominating and Corporate Governance Committee may determine that:</p> <ul style="list-style-type: none"> <li>• The director should continue service on the Board;</li> <li>• The director should continue service on the Board for a predetermined period (e.g., until the next annual meeting);</li> <li>• The director should continue service on the Board but resign from one or more Board committees; or</li> <li>• The director should no longer continue service on the Board.</li> </ul> <p>If the Nominating and Corporate Governance Committee determines that the affected director should not continue service on the Board or on one or more Board committees, the director will be expected to submit his or her resignation from the Board or Board committees to the full Board immediately upon such determination. The Nominating and Corporate Governance Committee's determination, including the reasons for such determination, will be publicly disclosed on a Form 8-K filed with the Securities and Exchange Commission.</p>
<p>Sealed Air Corporation (2/16/06)</p>	<p>Bylaw (including director resignation)</p>	<p>Except as otherwise provided by statute, the Certificate of Incorporation or Section 3.02 of these bylaws, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any annual meeting or any other meeting of stockholders for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the</p>

<sup>316</sup> The SMWIA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 30, 2006 at 5-7. The 2006 proposal received support from 47% of votes cast, per ISS. See Growing Support. The SMWIA also submitted a binding majority vote proposal for 2007. See definitive proxy filed on Mar. 30, 2007 at 57-58. The 2007 proposal received support from 48.54% of the votes cast (including abstentions). See Quarterly Report on Form 10-Q filed on Aug. 7, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
	policy)	number of votes cast “against” that director. If a director is not elected, the director shall offer to resign from the Board of Directors. The Nominating and Corporate Governance Committee of the Board of Directors will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will consider and act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who offers his or her resignation will not participate in the Committee’s or the Board of Directors’ decision. Each director shall hold office until a successor is elected and qualified or until such director’s earlier resignation or removal. . . . A vacancy in the Board of Directors shall be deemed to exist under this section in the case of the death, removal or resignation of any director, or if the stockholders fail at any meeting of stockholders at which directors are to be elected to elect the number of directors then constituting the whole Board of Directors.
The Sherwin-Williams Company <sup>317</sup> (7/19/06)	Policy	<p>Any nominee for director in an uncontested election (i.e., an election where the only nominees are those recommended by the Board) who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee will promptly consider the tendered resignation and will recommend to the Board whether to accept the tendered resignation or to take some other action, such as rejecting the tendered resignation and addressing the apparent underlying causes of the “withheld” votes. In making this recommendation, the Committee will consider all factors deemed relevant by its members including, without limitation, the underlying reasons why shareholders “withheld” votes for election from such director (if ascertainable), the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to the Company, whether by accepting such resignation the Company will no longer be in compliance with any applicable law, rule, regulation or governing document, and whether or not accepting the resignation is in the best interests of the Company and its shareholders.</p> <p>The Board will act on the Committee’s recommendation no later than at its first regularly scheduled meeting following certification of the shareholder vote, but in any case, no later than 120 days following the certification of the shareholder vote. In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. The Company will promptly publicly disclose the Board’s decision and process in a periodic or current report filed with the Securities and Exchange Commission.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. However, such director shall remain active and engaged in all other Committee and Board activities, deliberations and decisions during this Committee and Board process.</p> <p>If a majority of the members of the Committee received a Majority Withheld Vote at the same election, then the independent directors who are on the Board who did not receive a Majority Withheld Vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a Majority Withheld Vote. If the only directors who did not receive a Majority Withheld Vote in the same election constitute four or fewer directors, then all directors may participate in the Board consideration regarding whether or not to accept the tendered resignations.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Signature Bank (1/06)	Policy	<p>According to page 28 of the definitive proxy statement of Signature Bank filed on 3/23/06:</p> <p style="padding-left: 40px;">In January 2006, our board of directors adopted a new corporate governance policy that requires a nominee for director in an uncontested election who receives more “WITHHELD” than “FOR” votes to promptly tender his or her resignation to the Chairman of the Board. Under this new policy, if a nominee were to receive a greater number of “WITHHELD” than “FOR”</p>

<sup>317</sup> The SMWIA submitted a 2007 proposal to The Sherwin-Williams Company seeking to have the company reincorporate from Ohio (which did not, at the time the proposal was submitted, allow majority voting) to Delaware. See [Proxy Fights](#). According to that article, the union was likely to withdraw that proposal assuming the company supported legislation in Ohio to permit majority voting for directors. The SMWIA proposal did not appear in the definitive proxy statement filed on Mar. 10, 2007. For a general discussion of recent Ohio legislation which modified what had been the state’s mandatory plurality election standard, see Note 116.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		votes, the independent directors who did not receive a majority of withheld votes would appoint a committee of the Board of Directors amongst themselves for the purpose of considering the tendered resignations and would recommend to the Board of Directors whether to accept or reject them. Following the Board of Directors' decision on the committee's recommendation, the decision and decision-making process will be promptly publicly disclosed in a periodic or current report filed with the Federal Deposit Insurance Corporation.
Simon Property Group, Inc. <sup>318</sup> (effective 2/3/06)	Policy	<p>i. In an uncontested election, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election shall promptly tender his or her resignation to the Chair of the Governance Committee following certification of the stockholder vote. The Governance Committee shall promptly consider the resignation and recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Governance Committee shall consider the stated reasons why stockholders "withheld" votes for election from such director, the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Company and the Company's Governance Principles.</p> <p>ii. The Board will act on the Governance Committee's recommendation no later than 90 days following the date of the stockholders' meeting where the election occurred, unless the action to be taken would cause the Company to fail to meet any applicable requirement of the Securities and Exchange Commission ("SEC") or the NYSE. In considering the Governance Committee's recommendation, the Board will consider the factors considered by the Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Governance Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the SEC.</p> <p>iii. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Governance Committee recommendation or Board action regarding whether or not to accept the tendered resignation. However, if each member of the Governance Committee receives a majority of "withhold" votes at the same election, then the independent Directors who did not receive a majority of "withhold" votes shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept or reject them.</p> <p>These voting guidelines shall be summarized or included annually in the Company's proxy statement.</p>
SLM Corporation <sup>319</sup> (a/k/a Sallie Mae) (1/25/07, but effective (5/17/07))	Bylaw (including director resignation policy)	<p>ARTICLE III</p> <p>Section 2. Election of Directors. Except as provided in Section 3 of this Article, each director shall be elected by the majority of the votes cast with respect to the nominee at any meeting of the election of directors at which a quorum is present, provided that if as of the record date for a meeting at which directors are to be elected the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director, without regard to abstentions or votes cumulated for another nominee. For elections at which the majority vote standard applies, the Nominations and Governance Committee will establish procedures under which any currently serving director shall offer to tender his or her resignation which resignation shall be effective only if: 1) he or she is not re-elected, and 2) the resignation is accepted by the Board. The Nominations and Governance Committee will make a recommendation to the Board on whether to accept or reject</p>

<sup>318</sup> The SEIU Master Trust submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 4, 2006 at 27-29. The 2006 proposal received support from approximately 46% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Aug. 7, 2006 at 33.

<sup>319</sup> According to Item 5.03 of the Current Report on Form 8-K filed by SLM Corporation on Jan. 31, 2007: "As required under the Corporation's bylaws, the amendment will be effective upon the Corporation's next meeting of shareholders scheduled for May 17, 2007 and therefore will take effect with the Corporation's annual election of directors in 2008." In Item 5.02 of the Current Report on Form 8-K announcing the majority vote bylaw amendment set forth above, the company also indicated that the Compensation and Personnel Committee of the board had established a 2007 Bonus Plan which includes a "clawback" and had added "clawback" provisions to the forms of award for grants of performance stock and stock options.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>any such resignation, or whether other action should be taken with respect to any such director who is not re-elected. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. Any director may resign at any time upon notice to the Corporation. Such resignation shall take effect at the time specified therein or, if the time be not specified, upon the receipt thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors need not be stockholders of the Corporation.</p>
<p>Smithtown Bancorp, Inc. (effective 12/27/05)</p>	<p>Bylaw (consisting of director resignation policy tied to a plurality standard)</p>	<p>In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Governance and Nominating Committee will promptly consider the resignation submitted by a director receiving a greater number of votes "withheld" from his or her election than votes "for" his or her election, and the Governance and Nominating Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Governance and Nominating Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reasons why shareholders "withheld" votes for election from such director, the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Company, and any relevant corporate governance guidelines of the Company.</p> <p>The Board will act on the Governance and Nominating Committee's recommendation no later than 90 days following the date of the shareholders' meeting where the election occurred. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Governance and Nominating Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors' resignations are accepted by the Board, the Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies and, if so, will recommend the nominees.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Governance and Nominating Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Governance and Nominating Committee received a greater number of votes "withheld" from their election than votes "for" their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes "withheld" from their election than votes "for" their election (or who were not standing for election) will appoint a special committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This special committee may, but need not, consist of all the independent directors who did not receive a greater number of votes "withheld" from their election than votes "for" their election or who were not standing for election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
<p>Smurfit-Stone Container Corporation (Fall 2006)</p>	<p>Policy</p>	<p><u>E. Majority Vote Standard and Director Resignation Policy</u></p> <p>A nominee of the Board for election as a director by the common stockholders is normally expected to receive in favor of his or her election in an uncontested election at least a majority of the votes cast on his or her election. A nominee of the Board for election as a director by the common stockholders shall promptly tender his or her resignation from the Board and all committees thereof for acceptance by the Board in the event in an uncontested election such nominee, although elected, does not receive a majority of the votes cast by the stockholders in respect of his or her election. A "majority of votes cast" means that the number of votes cast "for" the election of the nominee exceeds 50% of the total number of votes cast "for" or designated by stockholders to be withheld from the election of that nominee. An "uncontested election" shall mean an election at which the number of nominees is no greater than the number of directors to be elected. For purposes hereof, the number of nominees shall be determined as of the last date on which a stockholder in accordance with the By-laws of the Corporation may nominate a person for election as a director in order for such nomination to be required to be presented for a vote of the stockholders.</p> <p>The Nominating &amp; Governance Committee shall promptly assess the appropriateness of a nominee who has tendered his or her resignation in</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>accordance with this policy continuing to serve as a director and shall recommend to the Board the action to be taken with respect to acceptance of such resignation. The Board will determine whether to accept or reject such resignation not later than 90 days after the date on which the vote on the election of such nominee is certified by the Secretary of the Company or otherwise finally determined in accordance with law. The Nominating &amp; Governance Committee and the Board may consider any factors they consider relevant in deciding whether or not to accept a resignation tendered in accordance with this policy. A nominee whose resignation has been tendered in accordance with this policy shall not participate in the decision-making process of the Nominating &amp; Governance Committee or of the Board with respect to the acceptance of his or her resignation. If a majority of the members of the Nominating &amp; Governance Committee are required to tender their resignations in accordance with the foregoing provisions, then, in lieu of the Nominating &amp; Governance Committee, all the independent directors who have not been required to tender their resignations in accordance with the foregoing provisions shall act as a committee to assess the appropriateness of such nominees continuing to serve as directors and shall recommend to the Board the action to be taken with respect to acceptance of such resignations, provided that, if there are fewer than two such independent directors, all the directors shall act as a committee of the whole for such purpose. The Board's decision whether or not to accept the resignation of a director that has been tendered in accordance with the foregoing provisions and its reasons for its decision, along with a description of its decision-making process, shall be publicly disclosed promptly by the Company and such disclosure shall be included in a report submitted by the Company to the Securities and Exchange Commission. If the Board decides not to accept a resignation tendered in accordance with the foregoing provisions, such disclosure shall include a statement as to whether a majority of the independent directors voted in favor of such action and a statement as to whether any director who was required to tender his or her resignation in accordance with the foregoing provision voted in favor of such action.</p>
SonicWALL, Inc. (2/7/06)	Policy	<p>In an uncontested election of Directors, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote for consideration by the Corporate Governance and Nominations Committee. The Corporate Governance and Nominations Committee shall consider the resignation offer, evaluate the best interests of the Company and its shareholders, and recommend to the Board the action to be taken with respect to such resignation. The Board will act on the Corporate Governance and Nominations Committee's recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose its decision whether to accept the Director's resignation offer (and the reasons for rejecting the resignation offer if applicable) in a press release to be disseminated in the manner that Company press releases typically are distributed. Any Director who tenders his or her resignation pursuant to this provision shall not participate in any Committee or Board action regarding whether to accept the resignation offer, provided that if each member of the Corporate Governance and Nominations Committee received a majority withheld vote at the same election, then the remaining Independent Directors who did not receive a majority withheld vote at the same election, shall consider the resignation offers and determine whether to accept them.</p>
Southwest Water Company (12/11/06)	Bylaw (including director resignation policy)	<p>ARTICLE I SECTION 8 <u>Proxies and Voting</u>. . . . All matters, including the election of directors, shall be determined by a majority of votes cast.</p> <p>ARTICLE II SECTION 1 <u>Number and Term of Office</u>. . . . Except as provided for in Section 2 of this Article, each director shall be elected by a vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the votes cast with respect to the director at any such meeting. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed fifty percent of votes cast with respect to that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board. The Nominating and Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within ninety (90) days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Committee's recommendation or the Board's decision. If, for any cause, the Board of Directors shall not have been elected at an annual meeting of stockholders, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these Bylaws.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>SECTION 2 <u>Vacancies</u>. . . . A vacancy in the Board of the Directors shall be deemed to exist under this section if the stockholders fail any meeting of stockholders at which directors are to be elected to elect the number of directors then constituting the whole Board or in the case of death, resignation, retirement, disqualification, removal from office, or other cause.</p> <p>A resignation is effective at the pleasure of the Board of Directors unless the resignation specifies a particular effective date or an effective date determined upon the happening of an event or events. When one or more directors shall resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office for the unexpired portion of the term of the director whose place shall be vacated and until his or her successor shall have been duly elected and qualified.</p>
Spartan Stores, Inc. (2/14/07)	Policy	<p>The Board believes that the Company and its shareholders are best served by having directors who enjoy the confidence of the Company's shareholders. It will be presumed that any director who receives a greater number of votes "withheld" than votes "for" such election in an uncontested election at an annual meeting of shareholders (a "Majority Withheld Vote") does not have the full confidence of the shareholders. A director receiving a Majority Withheld Vote shall promptly offer his or her resignation from the Board to the Nominating and Corporate Governance Committee upon certification of the shareholder vote. The resignation will be effective if and when accepted by the Nominating and Corporate Governance Committee.</p> <p>The Nominating and Corporate Governance Committee, which consists entirely of independent directors, shall promptly consider the acceptance of the director's offer of resignation. The director at issue will not participate in the consideration of or the vote on the offer of resignation.</p> <p>The Nominating and Corporate Governance Committee is expected to consider and vote upon acceptance or rejection of the offer of resignation in its sole discretion, not later than the day of the next regularly scheduled meeting of the Board held more than one week after the annual meeting of shareholders. The Nominating and Corporate Governance Committee is expected to evaluate whether or not it believes that the Majority Withheld Vote represented a genuine failure of confidence in the director by the shareholders. Examples of reasons why the Committee may decline to accept a resignation include, without limitation, a conclusion that votes were withheld because of an identifiable cause that has subsequently been adequately addressed or a belief that the Majority Withheld Vote is attributable to technical issues or deficiencies in the proxy solicitation process.</p> <p>The Board will disclose the Committee's decision regarding the director's offer of resignation (and the reasons for rejecting the resignation offer, if applicable) in an appropriate filing with the Securities and Exchange Commission.</p>
Spectra Energy Corp <sup>320</sup> (12/06)	Policy	<p><b>3. Voting for Directors</b></p> <ul style="list-style-type: none"> <li>In an uncontested election of directors, any nominee who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will, within five days following the certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Corporate Governance Committee. As used herein, an "uncontested election of directors" is an election in which the number of nominees is not greater than the number of Board seats open for election.</li> <li>The Corporate Governance Committee will consider such tendered resignation and, promptly following the date of the shareholders' meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Corporate Governance Committee will consider all factors deemed relevant by the members of the Corporate Governance Committee including, without limitation, the stated reason or reasons why shareholders who cast "withhold" votes for the director did so, the qualifications of the director (including, for example, the impact the director's resignation would have on the Corporation's compliance with the requirements of the Securities and Exchange Commission, the New York Stock Exchange and these Principles for Corporate Governance), and whether the director's resignation from the Board would</li> </ul>

<sup>320</sup> Spectra Energy Corp was spun-off by Duke Energy Corporation in Dec. 2006.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>be in the best interests of the Corporation and its shareholders.</p> <ul style="list-style-type: none"> <li>• The Corporate Governance Committee also will consider a range of possible alternatives concerning the director's tendered resignation as members of the Committee deem appropriate including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Corporate Governance Committee to have substantially resulted in the "withheld" votes.</li> <li>• The Board will take formal action on the Corporate Governance Committee's recommendation no later than 90 days following the date of the shareholders' meeting at which the election occurred. In considering the Corporate Governance Committee's recommendation, the Board will consider the information, factors and alternatives considered by the Corporate Governance Committee and such additional information, factors and alternatives as the Board deems relevant.</li> <li>• Following the Board's decision on the Corporate Governance Committee's recommendation, the Corporation will promptly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, together with a full explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.</li> <li>• No director who, in accordance with this policy, is required to tender his or her resignation, shall participate in the Corporate Governance Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a director. If a majority of the members of the Corporate Governance Committee received a greater number of votes "withheld" from their election than votes "for" their election, then the independent directors then serving on the Board who received a greater number of votes "for" their election than votes "withheld" from their election will appoint an ad hoc Board committee from amongst themselves (the "Ad Hoc Committee"), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Corporate Governance Committee and perform the Corporate Governance Committee's duties for the purposes of this policy. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three directors would be eligible to serve on it (including in circumstances where the entire Board receives a greater number of votes "withheld" from their election than votes "for" their election"), the entire Board (other than the directors whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Corporate Governance Committee and without the creation of an Ad Hoc Committee.</li> </ul>
Sprint Nextel Corporation <sup>321</sup> (2/27/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE 3</p> <p>Section 3.4 Advance Notice of Director Nominations. (a) Nominations of persons for election to the Board of Directors at an annual meeting of the stockholders may be made by or at the direction of the Board of Directors or may be made at an annual meeting of stockholders by any stockholder of the Corporation who is entitled to vote for the election of Directors at the meeting in compliance with the notice procedures set forth in this Section 3.4....</p> <p>(b) A stockholder's notice to the Secretary shall set forth:... (vii) a statement signed by the nominee that indicates whether the nominee, if elected as a director of the Corporation, intends to comply with the Corporation's Corporate Governance Guidelines. . .</p> <p>Section 3.11 Election of Directors.</p> <p>(a) Except as otherwise required by law or by the Articles of Incorporation, a nominee for director shall be elected to the Board of Directors as provided in this Section 3.11. If as of a date that is fourteen (14) days in advance of the date the Corporation files its definitive proxy</p>

<sup>321</sup> The American Federation of Labor and Congress of International Organizations ("AFL-CIO") Reserve Fund presented a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 17, 2006 at 40-41. The proposal received support from 67% of votes cast, per ISS. See Growing Support. The company has indicated that the board accepted the nominating and corporate governance committee's recommendation that the company's poison pill remain in place until it expires in Jun. 2007. See definitive proxy statement filed on Apr. 9, 2007 at 21.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission the number of nominees exceeds the number of directors to be elected, a nominee shall be elected by the vote of a plurality of the shares represented in person or by proxy at the meeting and entitled to vote in the election of directors.</p> <p>(b) In any other election, a nominee shall be elected if the votes cast for that nominee exceed the votes cast against that nominee. Votes cast against a nominee include votes to withhold authority with respect to that director's election. Votes cast do not include abstentions and broker non-votes with respect to that director's election.</p> <p><u>Policy:</u></p> <p>10. <u>Review of Certain Resignations for Incumbent Directors.</u> The Nominating and Corporate Governance Committee will consider on an expedited basis the tendered resignation of any incumbent nominee who fails to receive the vote required under Section 3.11(b) of the Bylaws and recommend to the Board whether to accept or reject it. The Board shall act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee's recommendation, within 90 days following certification of the stockholder vote with respect to the election of directors. The Nominating and Corporate Governance Committee, in making its recommendation, and the Board, in making its decision, may consider any factors or other information that it considers appropriate and relevant.</p> <p>The Board will publicly disclose (1) its decision whether or not to accept the tendered resignation and (2) if applicable, the reasons for rejecting the tendered resignation in a press release to be disseminated in the manner that press releases are typically distributed by the Company.</p> <p>If an incumbent director's tendered resignation is not accepted by the Board, that resignation shall be deemed withdrawn, and the director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier effective resignation or removal.</p>
SPX Corporation <sup>322</sup> (10/24/07 Bylaw and Policy, replacing preexisting Bylaw)	Bylaw (including director resignation policy) and Policy	<p>10/24/07 Bylaw:</p> <p>ARTICLE III</p> <p>Section 1. <u>Number, Election and Terms.</u> . . . .</p> <p>Except as provided in Section 2 of this Article, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the corporation receives a notice that a stockholder has nominated a person for election to the board in compliance with the advance notice requirements for stockholder nominees for director set forth in this Section and (ii) such nomination has not been withdrawn by such stockholder as of a date that is 10 days in advance of the date the corporation files its definitive proxy statement with the Securities and Exchange Commission (regardless of whether or not thereafter revised or supplemented). For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director. The Nominating &amp; Governance Committee has established procedures regarding the tender to the board by directors of advance resignations to address majority voting. The Nominating &amp; Governance Committee shall make a recommendation to the board on whether to accept or reject a resignation, or whether other action should be taken. The board shall act on the Committee's recommendation and publicly disclose its decision and the rationale behind it in a Form 8-K filed with the Securities and Exchange Commission within 90 days from the date of the certification of the election results.</p> <p>Subject to the rights of holders of any class or series of stock having a preference over the common stock as to dividends or upon liquidation, nominations for the election of directors may be made by the board of directors or a committee appointed by the board of directors or by any stockholder entitled to vote in the election of directors generally. However, any stockholder entitled to vote in the election of directors generally may nominate one or more persons for election as directors at a meeting only if written notice of such stockholder's intent to make such nomination or nominations has been given, either by personal delivery or by United States mail, postage prepaid, to the secretary of the</p>

<sup>322</sup> Item 5.03 of the current Report on Form 8-K filed on Oct. 30, 2007 indicated that the board amended the bylaws of SPX Corporation, to, among other things, "clarify majority voting procedures." According to page 2 of the definitive proxy statement filed on Mar. 26, 2007, before the adoption of the amendment set forth above, a majority of shares present or represented by proxy was required to elect directors at the company's 2007 annual meeting.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>corporation not later than (a) with respect to an election to be held at an annual meeting of stockholders, one hundred and twenty (120) days prior to the anniversary date of the immediately preceding annual meeting, and (b) with respect to an election to be held at a special meeting of stockholders for the election of directors, the close of business on the tenth day following the date on which notice of such meeting is first given to stockholders. Each such notice shall set forth: . . . (f) a statement as to whether each nominee, if elected, intends to tender, promptly following such nominee's election or re-election, an irrevocable resignation effective upon such nominee's failure to receive the required vote for re-election at the next meeting at which such nominee would face re-election and the acceptance of such resignation by the board of directors, in accordance with the corporation's Corporate Governance Guidelines. The chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.</p> <p><u>Policy:</u></p> <p>4. Board Membership Criteria</p> <p>The Board will nominate for election or re-election as a director only candidates who agree to tender, promptly following the annual meeting of shareholders at which they are elected or re-elected as a director, irrevocable resignations that will be effective only if (i) the director fails to receive a sufficient number of votes for re-election at the next annual meeting of shareholders at which he or she faces re-election and (ii) the Board accepts the resignation. In addition, the Board will fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this provision.</p>
StanCorp Financial Group, Inc. (2/12/07)	Policy	<p>Any nominee for Director in an uncontested election as to whom a majority of the shares of the Company that are cast in such election are designated to be "withheld" from or are voted "against" his or her election shall promptly tender his or her resignation to the Chair of the Nominating &amp; Corporate Governance Committee. The Nominating &amp; Corporate Governance Committee shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board of Directors the action to be taken with respect to such tendered resignation. The Board shall act on a Director's offer to resign within 100 days of the shareholder vote at issue, and any director who tenders his or her resignation shall not participate in consideration of the resignation by the Board or Committee.</p>
Staples, Inc. <sup>323</sup> (6/11/07 Bylaw and Policy, replacing 3/7/06 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE I</p> <p>Section 5. <i>Action at a Meeting.</i> . . . When a quorum is present at any meeting, for the election of directors, a nominee for director shall be elected by the stockholders at such meeting if the votes cast "for" such nominee's election exceed the votes cast "against" such nominee's election (with "abstentions" and "broker non-votes" not counted as a vote either "for" or "against" that director's election); provided, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the secretary of the corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Article I, Section 7 of these Bylaws and (ii) such nomination has not been withdrawn by such stockholder on or before the tenth business day before the corporation first mails its notice of meeting to the shareholders.</p>

<sup>323</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Apr. 27, 2006 at 8-9. The 2006 proposal received support from 45.6% of votes cast, per ISS. See Growing Support. The definitive proxy statement for the 2006 annual meeting also included a management proposal to declassify the board. See definitive proxy statement at 7. The declassification proposal passed. See Current Report on Form 8-K filed on Jun. 9, 2006. Management's 2007 majority vote bylaw proposal is set forth on pages 9-10 of the definitive proxy statement filed on May 3, 2007. The accompanying discussion indicated that if the bylaw amendment were approved, board-approved amendments to the advance notice bylaw provisions "that are designed to address certain procedural and timing matters relating to the adoption of a majority vote standard will become effective." See definitive proxy statement filed on May 3, 2007 at 9. The 2007 majority vote proposal was supported by approximately 79.5% of votes cast (excluding abstentions). At the 2007 annual meeting, approximately 46% of the votes cast with respect to incumbent director Arthur M. Blank were "withheld" votes. See Item 8.01 of the Current Report on Form 8-K filed on Jun. 15, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p data-bbox="449 237 831 261">6/11/07 Amended Version of Policy:</p> <p data-bbox="449 277 705 302"><b>3 Election of Directors</b></p> <p data-bbox="449 318 1978 451">In accordance with the Company's Bylaws, if none of our stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election or if our stockholders have withdrawn all such nominations by the tenth business day before the Company mails its notice of meeting to our stockholders (an "uncontested election"), each director is elected if the number of votes cast "for" such director's election exceed the votes cast "against" such director's election. Otherwise, the directors are elected by a plurality of the votes cast on the election.</p> <p data-bbox="449 467 1978 548">If an incumbent director does not receive the required number of votes in an uncontested election, such incumbent director is expected, promptly following certification of the shareholder vote, to submit to the Board his or her offer to resign from the Board for consideration in accordance with the following procedures, all of which procedures shall be completed within 90 days following certification of the shareholder vote:</p> <ul data-bbox="489 565 1978 1190" style="list-style-type: none"> <li data-bbox="489 565 1978 841">○ The Committee (as defined below) shall promptly consider the resignation submitted by such incumbent director, and the Committee shall recommend to the Board the action to be taken with respect to such resignation offer. Such action may range from accepting the resignation, to maintaining such incumbent director but addressing what the Committee believes to be the underlying cause of the withheld votes, to resolving that such incumbent director will not be re-nominated for election in the future, to rejecting the resignation, to such other action that the Committee determines to be in the best interests of the Company and its shareholders. In reaching its recommendation, the Committee shall consider all factors it deems relevant, including, as it deems appropriate, any stated reasons why shareholders withheld votes from such incumbent director, any alternatives for curing the underlying cause of the withheld votes, the length of service and qualifications of such incumbent director, such incumbent director's past and expected future contributions to the Company, these Guidelines and the overall composition of the Board (including whether accepting the resignation would cause the Company to not satisfy any applicable Securities and Exchange Commission (SEC), NASDAQ or other legal requirements).</li> <li data-bbox="489 857 1978 906">○ The Board shall act on the Committee's recommendation and consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant.</li> <li data-bbox="489 922 1978 1003">○ Following the Board's determination, the Company shall promptly publicly disclose in a document filed or furnished with the SEC the Board's decision regarding the action to be taken with respect to such incumbent director's resignation. If the Board's decision is to not accept the resignation, such disclosure shall include the Board's reasons for not accepting the resignation.</li> <li data-bbox="489 1019 1978 1125">○ It is expected that no such incumbent director will participate in the Committee's or the Board's deliberations and voting regarding what action to take in response to any such incumbent director's resignation, except as otherwise provided below. Before voting, the Committee and the Board will afford such incumbent director an opportunity to provide the Committee or the Board with any information or statement that he or she deems relevant.</li> <li data-bbox="489 1141 1978 1190">○ If the Board accepts a director's resignation, or if a nominee for director is not elected and is not an incumbent director, then the Board may fill the resulting vacancy in accordance with Article II, Section 5 of the Company's bylaws.</li> </ul> <p data-bbox="449 1206 1978 1393">For purposes of this Guideline, the term "Committee" means (i) the Nominating and Corporate Governance Committee so long as such committee then consists of at least three Independent Directors who are not resigning incumbent directors or (ii) if clause (i) is not satisfied, a special committee of at least three Independent Directors designated by the Board who are not resigning incumbent directors; provided, that if there are fewer than three Independent Directors then serving on the Board who are not resigning incumbent directors, then the special committee shall be comprised of all of the Independent Directors and it is expected that each Independent Director who is a resigning incumbent director shall recuse himself or herself from the Committee's and the Board's deliberations and voting with respect to his or her individual resignation.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>This Guideline will be summarized or included each year in the proxy statement for the Company's annual meeting of stockholders.</p> <p><u>3/7/06 Version of Policy:</u></p> <p>Directors are elected by a plurality of the votes cast on the election. If, in an uncontested election of Directors (i.e., an election where the number of nominees for director does not exceed the number of directors to be elected), any nominee for Director receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "Plurality Director"), such Plurality Director is expected, promptly following certification of the shareholder vote, to submit to the Board his or her offer to resign from the Board for consideration in accordance with the following procedures, all of which procedures shall be completed within 90 days following certification of the shareholder vote:</p> <ul style="list-style-type: none"> <li>• The Committee (as defined below) shall promptly consider the resignation offer submitted by a Plurality Director, and the Committee shall recommend to the Board the action to be taken with respect to such resignation offer.</li> </ul> <p>Such action may range from accepting the resignation, to maintaining such Plurality Director but addressing what the Committee believes to be the underlying cause of the withheld votes, to resolving that such Plurality Director will not be re-nominated for election in the future, to rejecting the resignation, to such other action that the Committee determines to be in the best interests of the Company and its shareholders. In reaching its recommendation, the Committee shall consider all factors it deems relevant, including, as it deems appropriate, any stated reasons why shareholders withheld votes from such Plurality Director, any alternatives for curing the underlying cause of the withheld votes, the length of service and qualifications of such Plurality Director, such Plurality Director's past and expected future contributions to the Company, these Guidelines and the overall composition of the Board (including whether accepting the resignation would cause the Company to not satisfy any applicable Securities and Exchange Commission (SEC), NASDAQ or other legal requirements).</p> <ul style="list-style-type: none"> <li>• The Board shall act on the Committee's recommendation and consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant.</li> <li>• Following the Board's determination, the Company shall promptly publicly disclose in a document filed or furnished with the SEC the Board's decision regarding the action to be taken with respect to a Plurality Director's resignation offer. If the Board's decision is to not accept the resignation offer, such disclosure shall include the Board's reasons for not accepting the resignation offer.</li> <li>• No Plurality Director will participate in the Committee's or the Board's deliberations and voting regarding what action to take in response to any Plurality Director's resignation offer, except as otherwise provided below. Before voting, the Committee and the Board will afford a Plurality Director an opportunity to provide the Committee or the Board with any information or statement that he or she deems relevant.</li> </ul> <p>For purposes of this Guideline, the term "Committee" means (i) the Nominating and Corporate Governance Committee so long as such committee then consists of at least three Independent Directors who are not Plurality Directors or (ii) if clause (i) is not satisfied, a special committee of at least three Independent Directors designated by the Board who are not Plurality Directors; provided, that if there are fewer than three Independent Directors then serving on the Board who are not Plurality Directors, then the special committee shall be comprised of all of the Independent Directors and each Independent Director who is a Plurality Director shall recuse himself or herself from the Committee's and the Board's deliberations and voting with respect to his or her individual resignation offer.</p> <p>This Guideline will be summarized or included each year in the proxy statement for the Company's annual meeting of stockholders.</p>
State Auto Financial Corporation (3/1/07)	Policy	<p><b>14. Majority Voting Policy</b></p> <p>If a nominee for director who is an incumbent director does not receive the vote of at least the majority of the votes cast at any meeting for the election of directors at which a quorum is present and no successor has been elected at such meeting, the director will promptly tender his or her resignation to the Board of Directors. For purposes of this corporate governance policy, a majority of votes cast means that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election or, in the case where the number of nominees exceeds the number of directors to be elected, cast with respect to election of directors generally. Votes cast include votes to withhold authority in each case and exclude abstentions with respect to that director's election, or, in the case where the number of nominees exceeds the number of directors to be elected, abstentions with respect to election of directors generally.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Nominating and Governance Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Nominating and Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>If a director's resignation is accepted by the Board of Directors, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of the Company's Amended and Restated Code of Regulations.</p> <p>This corporate governance policy will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
State Street Corporation (10/20/05)	Policy (based on shares outstanding)	<p>Any nominee for director in an uncontested election as to whom a majority of the shares of the Company that are outstanding and entitled to vote in such election are designated to be "withheld" from his or her election shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee of the Board. The Nominating and Corporate Governance Committee shall evaluate the tendered resignation, and shall recommend to the Board action to be taken with respect to such tendered resignation. The Board (with the subject nominee not voting) shall vote to take such action as it deems in its discretion appropriate with respect to such resignation, taking into account the best interests of the Company and its shareholders.</p>
St. Jude Medical, Inc. (2/24/06)	Policy	<p>In an uncontested election, any nominee for director who receives a greater number of votes withheld from his or her election than votes for such election (a majority withheld vote) shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Governance &amp; Nominating Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Governance &amp; Nominating Committee's recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the board will promptly disclose their decision whether to accept the director's resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a news release to be disseminated in the manner that company news releases typically are distributed.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Governance &amp; Nominating Committee recommendation or board action regarding whether to accept the resignation offer.</p> <p>However, if each member of the Governance &amp; Nominating Committee received a majority withheld vote at the same election, then the independent directors who did not receive a majority withheld vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the board whether to accept them.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Stryker Corporation (7/26/06)	Policy	<p>In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall promptly tender his or her resignation to the Chairman of the Board following the shareholder meeting at which the election occurred. The Governance and Nominating Committee shall promptly consider the resignation offer and recommend to the Board whether to accept or reject it. The Board will act on the Governance and Nominating Committee’s recommendation no later than 90 days thereafter. Following the Board’s decision on the Governance and Nominating Committee’s recommendation, the Corporation will promptly publicly disclose the Board’s decision whether to accept the resignation offer and, if applicable, the reasons for rejecting the tendered resignation, in a Form 8-K filed with the Securities and Exchange Commission. If the Board decides to accept the resignation of one or more directors, the Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. Any director who tenders his or her resignation pursuant to this provision shall not participate in any discussion with or action by either the Governance and Nominating Committee or the Board regarding the tendered resignation. If a majority of the members of the Governance and Nominating Committee received a greater number of votes “withheld” from their election than votes “for” their election at the same election, then the independent directors who did not receive a greater number of votes “withheld” from their election than votes “for” their election shall appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and recommending to the Board whether to accept or reject them. If three or fewer independent directors received a greater number of votes “for” than “withheld” in the same election, all independent directors may participate in the discussions or actions with respect to accepting or rejecting the resignation offers (except that no director will vote with respect to his or her own resignation offer).</p>
Sun Healthcare Group, Inc. (effective 6/14/07)	Bylaw (including director resignation policy)	<p>Section 1.7. <u>Voting; Proxies.</u> . . .</p> <p>(b) Except as otherwise provided by the certificate of incorporation or these by-laws, each director shall be elected by the vote of a majority of the votes cast with respect to that director’s election at any meeting for the election of directors at which a quorum is present. If, however, as of the tenth day preceding the date the corporation first mails its notice of meeting for such meeting to the stockholders, the number of nominees exceeds the number of directors to be elected (a “Contested Election”), the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section 1.7, a majority of the votes cast means that the number of votes cast “for” a nominee must exceed the number of votes cast “against” in respect of that nominee (with “abstentions” and “broker non-votes” not counted as a vote cast either “for” or “against”).</p> <p>(c) In order for any incumbent director to become a nominee of the Board of Directors for further service on the Board of Directors, such person must submit an irrevocable resignation, provided that such resignation shall be effective only if (i) that person shall not receive a majority of the votes cast in an election that is not a Contested Election, and (ii) the Board of Directors shall accept that resignation in accordance with the policies and procedures adopted by the Board of Directors for such purpose. If a nominee who is an incumbent director does not receive a majority of the votes cast in an election that is not a Contested Election, the Nominating and Governance Committee shall consider the facts and circumstances relating to the election and the resignation, and recommend to the Board of Directors, within sixty (60) days following certification of the election results, whether such resignation should be accepted or rejected or whether other action should be taken. The Board of Directors shall act on the resignation within ninety (90) days following certification of the election results, taking into account the committee’s recommendation, and publicly disclose (by a press release and filing an appropriate disclosure with the Securities and Exchange Commission) its decision regarding the resignation. The committee in making its recommendation and the Board of Directors in making its decision each may consider any factors and other information that they consider appropriate and relevant.</p>
		<p>(d) If the Board of Directors accepts a director’s resignation pursuant to this Section 1.7, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to Article EIGHTH of the certificate of incorporation or may decrease the size of the Board of Directors pursuant to Section 2.1 of these by-laws.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Sun Microsystems, Inc. <sup>324</sup> (5/24/06 Bylaw and Policy, as amended effective 8/1/07)	Bylaw (including director resignation policy) and Policy	<p>8/1/07 Amended Version of Bylaw:</p> <p>3.3 ELECTION, QUALIFICATION AND TERM OF OFFICE OF DIRECTORS</p> <p>Except as provided in Section 3.4 of these bylaws, directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. The stockholders shall elect directors by a majority of the votes cast; provided, however, that the directors shall be elected by a plurality of the shares represented in person or by proxy and entitled to vote on the election of directors at any meeting for which (i) the Secretary of the corporation receives a notice that a stockholder has nominated a person for election to the board of directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 2.2 of these Bylaws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the twentieth day preceding the date the corporation first mails its notice of meeting for such meeting to the stockholders. For the purposes of this Section 3.3, a majority of the votes cast means that the number of shares entitled to vote on the election of directors and represented in person or by proxy at such meeting casting their vote “for” a director must exceed the number of such votes “withheld” from that director. If a nominee for director does not receive a majority of the votes cast at a meeting of stockholders for the election of directors, the Corporate Governance and Nominating Committee shall then make a recommendation to the board of directors as to whether to accept such director’s resignation as previously tendered pursuant to the corporation’s Corporate Governance Guidelines. Thereafter, the board of directors will act on the Corporate Governance and Nominating Committee’s recommendation. Within 90 days from the date the election results are certified, the corporation will publicly disclose the board of directors’ decision and rationale, and, if applicable, the fact that such resignation was accepted by the board of directors.</p> <p>Directors need not be stockholders unless so required by the certificate of incorporation or these bylaws, wherein other qualifications for directors may be prescribed. Each director, including a director elected to fill a vacancy, shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal.</p> <p>Nominations for election to the board of directors of the corporation at an annual meeting of stockholders may be made by the board or on behalf of the board by a nominating committee appointed by the board, or by any stockholder of the corporation entitled to vote for the election of directors at such meeting. Such nominations, other than those made by or on behalf of the board, shall be made by notice in writing received by the secretary of the corporation at the corporation’s principal executive offices not less than 60 or more than 90 calendar days prior to the first anniversary of the date that the corporation first mailed its proxy statement to stockholders in connection with the previous year’s annual meeting of stockholders, except that if no annual meeting was held in the previous year or the date of the annual meeting has been changed by more</p>
		<p>than 30 calendar days from the first anniversary date of the previous year’s annual meeting, notice by the stockholder to be timely must be received no later than the close of business on the tenth day following the day on which public announcement (as defined in Section 2.2) of the date of such annual meeting is first made. Such notice shall set forth as to each proposed nominee who is not an incumbent director . . . (v) a statement as to whether such person, if elected and in accordance with the Corporation’s Corporate Governance Guidelines, intends to tender, promptly following such person’s election or re-election, an irrevocable resignation effective upon such person’s failure to receive the required vote for re-election at the next meeting at which such person would face re-election and upon acceptance of such resignation by the Board; and (vi) any other information concerning the nominee that must be disclosed of nominees in proxy solicitations pursuant to Regulation 14A under the Exchange Act.</p>

<sup>324</sup> Note that the bylaws of Sun Microsystems, Inc. permit stockholders to cumulate votes in director elections. As to cumulative voting generally, see Note 66. Concurrently with announcing the adoption of a majority vote bylaw, the company announced that its board had voted to terminate the company’s poison pill and had adopted a policy indicating that the board must obtain stockholder approval prior to adopting a poison pill, unless the board (including a majority of the independent directors on the board) determines in the exercise of its fiduciary responsibility that it would be best for the company and its stockholders to adopt a pill without prior stockholder approval. Any pill adopted without stockholder approval must expire within one year unless ratified by the stockholders. Press Release, Sun Microsystems, Inc. (May 31, 2006). Concurrently with adopting the majority vote provisions set forth above, the board also approved bylaw amendments decreasing the size of the board from 11 to ten directors. See Item 5.03 of the Current Report on Form 8-K filed on Aug. 7, 2007).



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The chairman of the annual meeting may, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure. If such determination and declaration is made, the defective nomination shall be disregarded.</p> <p><u>8/1/07 Amended Version of Policy:</u></p> <p style="padding-left: 40px;">7. Majority Vote Standard</p> <p>The Board endorses the principle of using a majority vote standard for director elections as set forth in the Company's Bylaws and the following guideline.</p> <p>In the event that any nominee for director in an uncontested election of directors (i.e. an election in connection with which none of our stockholders has provided our Secretary notice of an intention to nominate one or more candidates to compete with the Board's nominees or in connection with which stockholders have withdrawn all such nominations by the twentieth day preceding the date we mail our notice of meeting to our stockholders) receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "Majority Withheld Vote") the Corporate Governance and Nominating Committee will recommend to the Board the action to be taken with respect to such Majority Withheld Vote (which can range from accepting such director's resignation, to maintaining the director but addressing what the Committee believes to be the underlying cause of the Majority Withheld Vote, to resolving that the director not be renominated for election in the future, to recommending against accepting such director's resignation). In considering its recommendation, the Corporate Governance and Nominating Committee will consider all of the factors deemed relevant by its members, including, without limitation: any stated reasons that stockholders "withheld" votes for election from such director; whether or not stockholders cumulated their votes with respect to the election in question; whether it is possible to maintain such director on the Board and cure the underlying cause(s) of such "withheld" votes; the percentage of the Company's outstanding shares represented by such "withhold" votes; such director's qualifications and length of service on the Board; such director's contributions to the Company; and the other provisions of these Corporate Governance Guidelines.</p> <p>The Board will act on the Corporate Governance and Nominating Committee's recommendation. In reviewing such recommendation, the Board will consider the factors considered by the Corporate Governance and Nominating Committee and such additional information and factors as the Board believes to be relevant.</p> <p>The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election in an uncontested election. The Board shall nominate for election or re-election as director only candidates who have previously tendered or, in the case of candidates who have not yet become members of the Board, have agreed to tender promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (i) a failure to receive the required majority vote at the next annual or special meeting at which they face re-election in an uncontested election, and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of irrevocable resignation tendered by other directors in accordance with these guidelines.</p> <p>Within 90 days from the date election results are certified, the Company will publicly disclose the Board's decision whether or not to accept the director's resignation (providing a full explanation of the process by which the decision was reached, and, if applicable, the reasons the Board decided not to accept the director's resignation) and, if applicable, the fact that such resignation was accepted by the Board, in a Form 8-K filed with the Securities and Exchange Commission.</p>
		<p>To the extent that one or more directors' resignations are accepted by the Board, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>The Board expects any director who is subject to a Majority Withheld Vote to abstain from participating in the Corporate Governance and Nominating Committee's recommendation and the Board's consideration of the action to be taken with respect to his or her resignation. If a majority of the members of the Corporate Governance and Nominating Committee receive a Majority Withheld Vote at the same election, then a Board committee shall be formed solely for the purpose of considering such resignations, composed of at least three independent directors (as defined in accordance with the Company's Corporate Governance Guidelines), none of whom shall have received a Majority Withheld Vote; provided, however, that if there are fewer than three independent directors then serving on the Board who have not received Majority Withheld Votes, then the Board committee shall be comprised of all the independent directors, and the Board expects each independent director who</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>received a Majority Withheld Vote to recuse himself or herself from the Board committee and Board’s deliberations and voting with respect to his or her individual resignation. For each director who is the subject of a Majority Withheld Vote, the Company will disclose in the Form 8-K whether or not the director recused himself or herself from participating in the decision regarding the acceptance of his or her resignation.</p> <p style="padding-left: 40px;">This guideline shall be disclosed in each proxy statement relating to an election of directors of the Company.</p> <p><u>5/24/06 Version of Bylaw:</u></p> <p>The stockholders shall elect directors by a majority of the votes cast unless the number of nominees exceeds the number of directors to be elected, in which case the directors shall be elected by a plurality of the shares represented in person or by proxy at such meeting and entitled to vote on the election of directors. For the purposes of this Section 3.3, a majority of the votes cast means that the number of shares entitled to vote on the election of directors and represented in person or by proxy at such meeting casting their vote “for” a director must exceed the number of such votes “withheld” from that director. If a nominee for director does not receive a majority of the votes cast at a meeting of stockholders for the election of directors, the Corporate Governance and Nominating Committee shall then make a recommendation to the board of directors as to whether to request such director’s resignation. Thereafter, the board of directors will act on the Corporate Governance and Nominating Committee’s recommendation. If so requested by the board of directors, such director shall promptly tender his or her resignation. Within 90 days from the date the election results are certified, the corporation will publicly disclose the board of directors’ decision and rationale, and, if applicable, the fact that such resignation was tendered and accepted by the board of directors. Such director shall not participate in the Corporate Governance and Nominating Committee’s recommendation or the board’s decision with respect to such resignation.</p> <p><u>5/24/06 Version of Policy:</u></p> <p>The Board of Directors recognizes the continuing evolution of investor views and related initiatives addressing the appropriateness of director elections using the majority vote standard rather than the plurality vote standard. The Board notes that these views and initiatives raise uncertainties as to the legal and practical implications of a change in practice, particularly in light of the fact that that the Company’s Certificate of Incorporation and Bylaws provide for cumulative voting. Nonetheless, the Board endorses the principle of a majority vote standard and has therefore amended the Company’s Bylaws and adopted the following guideline.</p> <p>In the event that any nominee for director in an uncontested election of directors (i.e. an election in which the only nominees are those recommended by the Board of Directors) receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) the Corporate Governance and Nominating Committee will recommend to the Board the action to be taken with respect to such Majority Withheld Vote (which can range from requesting such director’s resignation, to maintaining the director but addressing what the Committee believes to be the underlying cause of the Majority Withheld Vote, to resolving that the director not be re-nominated for election in the future, to recommending against requesting such director’s resignation). In considering its recommendation, the Corporate Governance and Nominating Committee will consider all of the factors deemed relevant by its members, including, without limitation: any stated reasons that stockholders “withheld” votes for election from such director; whether or not stockholders cumulated their votes with respect to the election in question; whether it is possible to maintain such director on the Board and cure the underlying cause(s) of such “withheld” votes; the percentage of the Company’s outstanding shares represented by such “withhold” votes; such director’s qualifications and length of service on the Board; such director’s contributions to the Company; and the other provisions of these Corporate Governance Guidelines.</p>
		<p>The Board will act on the Corporate Governance and Nominating Committee’s recommendation. In reviewing such recommendation, the Board will consider the factors considered by the Corporate Governance and Nominating Committee and such additional information and factors as the Board believes to be relevant. If so requested by the Board of Directors, such director shall promptly tender his or her resignation. Within 90 days from the date election results are certified, the Company will publicly disclose the Board’s decision whether or not to request the director’s resignation (providing a full explanation of the process by which the decision was reached, and, if applicable, the reasons the Board decided not to request the director’s resignation) and, if applicable, the fact that such resignation was tendered and accepted by the Board, in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Any director who is subject to a Majority Withheld Vote will not participate in the Corporate Governance and Nominating Committee's recommendation or the Board's consideration of the action to be taken with respect to his or her resignation. If a majority of the members of the Corporate Governance and Nominating Committee receive a Majority Withheld Vote at the same election, then a Board committee shall be formed solely for the purpose of considering such resignations, composed of at least three independent directors (as defined in accordance with the Company's Corporate Governance Guidelines), none of whom shall have received a Majority Withheld Vote; provided, however, that if there are fewer than three independent directors then serving on the Board who have not received Majority Withheld Votes, then the Board committee shall be comprised of all the independent directors and each independent director who received a Majority Withheld Vote shall recuse himself or herself from the Board committee and Board's deliberations and voting with respect to his or her individual resignation.</p> <p>This guideline shall be disclosed in each proxy statement relating to an election of directors of the Company.</p>
Sunoco, Inc. <sup>325</sup> (12/7/06)	Policy	<p><b><i>Majority Voting Regarding Election of Directors and Director Resignation Policy:</i></b> In an uncontested election, if a nominee for director who is an incumbent director does not receive the vote of at least a majority of the votes cast at any meeting for the election of directors at which a quorum is present and no successor has been elected at such meeting, the director will promptly tender his or her resignation to the Board. In an uncontested election, if a nominee for director who is not an incumbent director does not receive the vote of at least a majority of the votes cast at any meeting for the election of directors at which a quorum is present (but does receive the requisite plurality vote), the nominee will be deemed to have been elected to the Board and to have immediately resigned. For purposes of this Corporate Governance Guideline, a majority of votes cast means that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast include votes to withhold authority in each case and exclude abstentions with respect to that director's election (to the extent that abstentions are permitted). In a contested election, directors shall be elected by plurality vote.</p> <p>To be eligible to stand for election, each person who agrees to be nominated must also agree, in writing, to be bound by the provisions of this section entitled "Majority Voting."</p> <p>The Governance Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will act on the tendered resignation, taking into account the Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Governance Committee or the decision of the Board with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board, such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>If a director's resignation is accepted by the Board, or if a nominee for director who is not an incumbent is deemed to have been elected and to have immediately resigned, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article I, Section 2 of Sunoco's Bylaws or may decrease the size of the Board pursuant to the provisions of Article I, Section 1 of Sunoco's Bylaws.</p> <p>This Corporate Governance Guideline will be summarized or included in each proxy statement relating to an election of directors of Sunoco.</p>

<sup>325</sup> The majority voting policy of Sunoco, Inc., distinguishes between incumbent and non-incumbent candidates. As to non-incumbents, the policy provides that they will "be deemed to have been elected to the Board and to have immediately resigned" if they receive more withheld than for votes. Although the policy provides that such candidates will be "deemed" to have been elected, as a legal matter, they will have been elected. The policy attempts to address the technical issue of a resignation from such candidates by providing that they will agree in writing to be bound by this policy. It is not clear from the language of the policy whether such deemed resignations are automatically effective or whether they will be subject to the board and committee deliberation process applicable to resignations tendered by incumbents.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
SunTrust Banks, Inc. <sup>326</sup> (2/13/07)	Policy	<p>In an uncontested election of Directors, any nominee who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election will, within five days following the certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Governance and Nominating Committee (the “Committee”). As used in this Policy, an “uncontested election of Directors” is an election in which the only nominees are persons nominated by the Board of Directors.</p> <p>The Committee will consider such tendered resignation and, within 45 days following the date of the shareholders’ meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reason or reasons why shareholders who cast “withhold” votes for the Director did so, the qualifications of the Director (including, for example, whether the Director serves on the audit committee of the Board as an “audit committee financial expert” and whether there are one or more other Directors qualified, eligible and available to serve on the audit committee in such capacity), and whether the Director’s resignation from the Board would be in the best interests of SunTrust and its shareholders.</p> <p>The Committee also will consider a range of possible alternatives concerning the Director’s tendered resignation as the members of the Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Committee to have substantially resulted in the “withheld” votes.</p> <p>The Board will take formal action on the Committee’s recommendation no later than 75 days following the date of the shareholders’ meeting at which the election occurred. In considering the Committee’s recommendation, the Board will consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the Board deems relevant.</p> <p>Following the Board’s decision on the Committee’s recommendation, SunTrust, within four business days after such decision is made, will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board’s decision, together with a full explanation of the process by which the decision was made and, if applicable, the Board’s reason or reasons for rejecting the tendered resignation.</p> <p>No Director who, in accordance with this Policy, is required to tender his or her resignation, shall participate in the Committee’s deliberations or recommendation, or in the Board’s deliberations or determination, with respect to accepting or rejecting his or her resignation as a Director. If a majority of the members of the Committee received a greater number of votes “withheld” from their election than votes “for” their election, then the independent Directors then serving on the Board who received a greater number of votes “for” their election than votes “withheld” from their election, and the Directors, if any, who were not standing for election, will appoint an ad hoc Board committee from amongst themselves (the “Ad Hoc Committee”), consisting of such number of Directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Committee and perform the Committee’s duties for purposes of this Policy. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three Directors would be eligible to serve on it, the entire Board (other than the Director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Committee and without the creation of an Ad Hoc Committee.</p> <p>This Policy, as it may from time to time be amended, will be summarized or included in the Company’s proxy statement for each meeting of shareholders (annual or special) at which directors are to be elected.</p>
Superior Essex Inc. (subsequent to	Policy	The Board is committed to the principle that directors should be elected only if they receive the vote of a majority of the shares voted in an uncontested election. An “uncontested election” is an election in which the only nominees are persons nominated by the Board. To that end, the Board has adopted the following majority voting policy.

<sup>326</sup> The UBCJA submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 2, 2007 at 46-48. The 2007 proposal received support from approximately 51% of votes cast (excluding abstentions). See Item 7.01 of the Current Report on Form 8-K filed on Apr. 17, 2007. The definitive proxy statement also included a management proposal to declassify the board. See definitive proxy statement filed on Mar. 2, 2007 at 45. Management’s declassification proposal was approved. See Item 7.01 of the Current Report on Form 8-K filed on Apr. 17, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
2006 annual meeting)		<p>In an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (A “Majority Withheld Vote”) shall promptly tender his or her conditional resignation following certification of the shareowner vote. The Governance and Nominating Committee shall consider whether the resignation should be accepted and recommend to the Board the action to be taken with respect to such offered resignation, which may include (i) accepting the resignation, (ii) rejecting the resignation but addressing, or committing to address, what the Governance Committee believes to be the underlying cause of the director’s Majority Withheld Vote, (iii) determining not to accept the resignation but resolving that the director will not be re-nominated in the future for election or (iv) determining not to accept the resignation. In reaching its decision, the Governance Committee shall consider all factors its members deem relevant, including (i) any publicly stated reasons why shareowners withheld votes from such director, (ii) any alternatives for curing the underlying cause of the director’s Majority Withheld Vote, (iii) the director’s tenure, (iv) the director’s qualification, (v) the director’s past and expected future contributions to the Company and (vi) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC requirements or listing standards.</p> <p>The Board will act on the Governance Committee’s recommendation within 90 days following certification of the shareowner vote. Thereafter, the Board will promptly disclose its decision whether to accept the director’s conditional resignation and the reasons for rejecting the resignation offer, if applicable in a press release to be disseminated in the manner that Company press releases typically are distributed and an appropriate filing with the SEC.</p> <p>Any director who tenders his or her conditional resignation pursuant to this provision shall not participate in the Governance Committee deliberations or recommendation or Board deliberations or action regarding whether to accept the director’s conditional resignation. If a majority of the members of the Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote (the “Disinterested Directors”), if a quorum, shall appoint a special committee among themselves (or, if not a quorum, shall be constituted as a special committee of the Board) to consider the conditional resignations and to recommend to the remaining Disinterested Directors whether to accept the conditional resignations.</p> <p>This majority voting policy shall be described in each proxy statement for an annual meeting of shareowners relating to the election of directors.</p>
SUPERVALU INC. <sup>327</sup> (2/8/06)	Bylaw (including director resignation policy)	<p>Except as otherwise provided by law or by these Bylaws, the directors of the corporation shall be elected at the Annual Meeting of stockholders in each year. Except as provided in paragraph (d) of this Section 3.02, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this paragraph, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board of Directors. The Director Affairs Committee will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board of Directors’ decision.</p>

<sup>327</sup> 2004 majority proposal from the UBCJA received support from 13.9% of votes cast, per Georgeson Shareholder, see 2004 Georgeson Review at 14, while a 2005 non-binding majority proposal from the UBCJA received support from 53.8% of votes cast, per Georgeson Shareholder. See Georgeson Review at 24. The UBCJA also submitted a non-binding majority vote proposal for 2006 which it withdrew in connection with SUPERVALU, INC.’s adoption of a majority vote bylaw and an accompanying director resignation policy. See Majority Vote or Pfizer. Concurrently with announcing the adoption of a majority vote bylaw, SUPERVALU, INC. changed the policy governing the retirement age of directors, raising the age from 72 to 74. Press Release, SUPERVALU, INC. (Feb. 8, 2006).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Sybase, Inc. <sup>328</sup> (4/26/06)	Policy	<p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the stockholder vote.</p> <p>The Board Affairs Committee shall consider the resignation offer and recommend to the full Board whether to accept it. The Board will act on the Board Affairs Committee’s recommendation within 90 days following certification of the stockholder vote.</p> <p>Thereafter, the Board will promptly disclose their decision and reasons for accepting or rejecting the Director’s resignation offer in a press release to be disseminated in the manner that Company press releases typically are distributed or in a Form 8-K filed with the SEC. The Board may consider alternative remedies in addition to merely accepting or rejecting a resignation offer, including rejecting a resignation offer while attempting to cure the underlying cause of the Director’s Majority Withheld Vote.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Board Affairs Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>However, if each member of the Board Affairs Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p>
SYNNEX Corporation <sup>329</sup> (date unknown)	Policy	<p>According to page 2 of the definitive proxy statement filed on 2/20/07:</p> <p style="padding-left: 40px;">Directors are elected by a plurality vote, which means that the seven nominees receiving the most affirmative votes will be elected. However, your Board of Directors has adopted a majority vote standard for director elections. As a result, if a director receives less than a majority of the votes cast for such director, the Board of directors will evaluate the situation and is authorized to remedy the situation as its [sic] deems appropriate, including requesting that the affected director resign from the Board of Directors.</p>
Synopsys, Inc. (date unknown)	Policy	<ul style="list-style-type: none"> <li>• In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly submit to the Board a letter of resignation following certification of the stockholder vote for consideration by the Corporate Governance Committee.</li> <li>• The Corporate Governance Committee shall promptly (i) consider the resignation offer and the appropriate response based on the best interests of the Company and, if known, the reasons for the Majority Withheld Vote, and (ii) make a recommendation to the Board (which may include accepting the resignation, maintaining the director but addressing what the Corporate Governance Committee believes to be the underlying cause of the withheld votes, maintaining the director but resolving that the director will not be re-nominated in the future for election or rejecting the resignation). The Board will act on the Corporate Governance Committee’s recommendation within 90 days following certification of the stockholder vote. Thereafter, the Company will publicly disclose the decision reached by the Board and the reasons therefor.</li> <li>• Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance Committee or Board deliberations regarding whether to accept the resignation offer. However, if each member of the Corporate Governance</li> </ul>

<sup>328</sup> The company’s proxy statement for the 2007 annual meeting contained a management charter amendment proposal providing for the declassification of the board beginning in 2008. See definitive proxy statement filed on Apr. 30, 2007 at 14. The declassification proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 9, 2007 at 37.

<sup>329</sup> The majority vote policy described above appears relatively weak since it does not mandate that a resignation be tendered when a director fails to receive the requisite vote.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Committee received a Majority Withheld Vote at the same election or if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, then all Directors may participate in the action regarding whether to accept the resignation offers, with each director who is required to offer his or her resignation in accordance with this policy recusing him or herself from the Corporate Governance Committee's and Board's deliberations and voting with respect to his or her individual offer to resign.</p>
<p>Synovus Financial Corp.<sup>330</sup> (1/06)</p>	<p>Policy</p>	<p>In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") will promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Corporate Governance and Nominating Committee will promptly consider the resignation offer and recommend to the Board whether to accept or reject it, including rejecting the resignation on the condition that the underlying cause of the withheld votes be cured. In considering whether to accept the resignation, the Corporate Governance and Nominating Committee will consider all factors deemed relevant by members of the Corporate Governance and Nominating Committee, including, without limitation, the stated reasons why shareholders "withheld" votes for election from such director, the length of service and qualifications of the director whose resignation has been tendered, the director's contribution to the Company and the Company's Corporate Governance Guidelines.</p> <p>The Board will act on the Corporate Governance and Nominating Committee's recommendation no later than 90 days following certification of the shareholder vote. In considering the Corporate Governance and Nominating Committee's recommendation, the Board will consider the factors considered by the Corporate Governance and Nominating Committee and such additional information and factors the Board believes to be relevant.</p> <p>The Company will promptly disclose the Board's decision whether to accept the director's resignation offer (providing a full explanation of the process by which the decision was reached and the reasons for rejecting the resignation offer, if applicable) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors' resignations are accepted by the Board, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Corporate Governance and Nominating Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>If a majority of the members of the Corporate Governance and Nominating Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote will appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a Majority Withheld Vote or those independent directors who were not standing for election.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>

<sup>330</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Mar. 13, 2006 at 18-20. Such proposal received support from 30% of votes cast, per ISS. See Growing Support. The UBCJA also submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 19, 2007 at 21-23. Management's statement of opposition to the 2007 proposal indicated that the company's majority vote policy was adopted in Jan. 2006. The 2007 proposal received support from approximately 35.6% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Aug. 9, 2007 at 49. The definitive proxy statement for the 2006 annual meeting also included a management proposal to declassify the board. See definitive proxy statement filed on Mar. 13, 2006 at 13-14. The declassification proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 9, 2006 at 47.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Sysco Corporation <sup>331</sup> (5/11/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE I</p> <p>5. STOCKHOLDER MEETINGS.</p> <p><u>Voting.</u> Except as may otherwise be provided in the certificate of incorporation, or in a resolution of the Board of Directors in accordance with Section 151 of the General Corporation Law, each share of stock shall entitle the holder thereof to one vote. At each meeting of the stockholders for the election of directors at which a quorum is present, each director to be elected shall be elected by a majority of the votes cast; provided, that if the number of nominees exceeds the number of directors to be elected at such meeting as of the meeting's record date, then each director to be elected shall be elected by a plurality of the votes cast. For purposes of this section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected thereafter at a special meeting of the stockholders called for that purpose in the manner provided in these Bylaws. Any other action shall be authorized by a majority of the votes cast except where the certificate of incorporation, bylaws or the General Corporation Law provide otherwise. In the election of directors, voting need not be by written ballot. Voting by written ballot shall not be required for any other corporate action, except as otherwise provided by the General Corporation Law.</p> <p><u>Policy:</u></p> <p>The Company has amended its Bylaws to provide for majority voting in uncontested director elections. Majority voting means that directors are elected by a majority of the votes cast - that is, the number of shares voted "for" a director must exceed the number of shares voted "against" that director. Any incumbent director who is not re-elected in an election in which majority voting applies shall tender his or her resignation promptly following certification of the stockholders' vote. The Corporate Governance and Nominating Committee shall consider the tendered resignation and recommend to the Board whether to accept or reject the resignation offer, or whether other action should be taken. The Board shall act on the recommendation within 120 days following certification of the stockholders' vote and shall promptly disclose (by press release, filing of a Current Report on Form 8-K and any other public means of disclosure deemed appropriate) its decision regarding whether to accept the director's resignation offer.</p>

<sup>331</sup> The UBCJA presented a non-binding majority proposal in 2006. See definitive proxy statement filed on Oct. 2, 2006 at 35-36. The board of the company made no recommendation with respect to the proposal, indicating that:

the Board has directed the Corporate Governance and Nominating Committee (the "Committee") to conduct a study, advised by outside counsel selected by the Committee, of corporate governance best practices at publicly held U.S. corporations. Among other things, the Board has requested the Committee to recommend to the Board for adoption appropriate governance-related amendments to the Company's Bylaws and Corporate Governance Guidelines. The Committee has preliminarily indicated that such recommendations will include, at a minimum, adding an appropriate majority vote standard to the Company's Bylaws. However, the majority vote standard will not be the only item considered by the Committee because the Committee views the majority vote standard as only one element of a multi-faceted corporate governance program that includes, among other provisions, continued classification of the Company's Board. The Board expects to have appropriate Bylaw provisions and Corporate Governance Guidelines addressing these matters in place no later than May 15, 2007, and will make such documents publicly available following their adoption.

See definitive proxy statement at 36. The proposal was approved by the stockholders. Press Release, Sysco Corporation (Nov. 10, 2006). According to a press release issued by Sysco Corporation on Nov. 10, 2006, which discussed the company's 2006 annual meeting:

Shareholders also approved a non-binding resolution requesting that the Board of Directors implement a majority vote policy. The Board of Directors had neither recommended shareholders vote for or against the proposal. SYSCO's Board has directed the Corporate Governance and Nominating Committee to conduct a study of corporate governance best practices and to recommend appropriate governance-related amendments for adoption to the Company's Bylaws and Corporate Governance Guidelines. The Committee has preliminarily indicated that such recommendations will include, at a minimum, adding an appropriate majority vote standard and the Board will take into consideration the stockholder vote on this proposal when considering the Corporate Governance and Nominating Committee's recommendations.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Systemax Inc. <sup>332</sup> (8/29/06 Bylaw, which is no longer effective)	Bylaw	Unless a greater vote is otherwise required by Delaware law, the certificate of incorporation or these bylaws, the affirmative vote of the holders of at least a majority of the outstanding shares of Common Stock of the Corporation entitled to vote and present in person, or by properly executed proxy, at a meeting of stockholders at which a quorum is present shall be required to elect a Director to the Board of Directors at the first annual meeting of the stockholders to be held after May 15, 2006.
T. Rowe Price Group, Inc. (9/6/07)	Bylaw (consisting of director resignation policy tied to a plurality standard) and Policy	<p><u>Bylaw:</u></p> <p>SECTION 1.05. <u>Quorum; Voting.</u> Unless statute or the Charter provides otherwise, at a meeting of stockholders the presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum, and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting, except that a plurality of all the votes cast at a meeting at which a quorum is present is sufficient to elect a director.</p> <p>SECTION 2.03. <u>Election and Tenure of Directors; Resignations.</u></p> <p>(a) At each Annual Meeting, the stockholders shall elect directors to hold office until the next Annual Meeting and until their successors are elected and qualify.</p> <p>(b) If in an uncontested election (as defined in subsection (d) below), a nominee for election as a Director receives a greater number of “withhold” votes for his or her election than votes “for” such election (a “Majority Withhold Vote”) then such director shall promptly tender his or her resignation to the Board of Directors for consideration following certification of such vote.</p>

The majority vote provisions set forth above are described in Items 5.03 and 8.01 of the Current Report on Form 8-K filed on May 15, 2007. The majority vote amendments were part of a comprehensive amendment of the bylaws and corporate governance guidelines, which amendments included deleting from the bylaws a provision allowing the board to remove directors for cause and adding to the guidelines a stock ownership requirement for executive officers.

<sup>332</sup> According to a press release issued by Systemax Inc. on May 17, 2006, the company had entered into a stipulation of settlement with stockholder plaintiffs in a derivative action. Pursuant to the settlement, which was subject to court approval, the company agreed that: “Directors standing for re-election at the next annual meeting shall be required to receive a majority of the votes cast to retain their position on the Board.” The press release announcing the settlement indicated that the stipulation of settlement related to derivative complaints filed in 2005 alleging misconduct in connection the restatement of the company’s 2004 financial results. According to the press release, the company agreed to adopt certain changes to its corporate governance policies and to pay \$300,000 for the plaintiffs’ legal fees pursuant to the terms of the settlement. Among the other changes described in the press release are: (a) creation of the new position of lead independent director, (b) meetings of the independent directors in executive session at least quarterly, with the lead independent director serving as chair, (c) Nominating & Corporate Governance and Compensation Committees comprised exclusively of independent director by the end of 2006, (d) re-proposal of the company’s independent auditor by the Audit Committee at least one every five years, (e) a prohibition on the independent auditor providing consulting services, other than tax consulting services, (f) Audit Committee review of the appropriateness and accounting treatment of all related party transactions, including corporate acquisitions and sales of assets greater than \$300,000, (g) the director of internal audit reporting directly to the chief financial officer and the Audit Committee at least four times per fiscal year, or more times as necessary, (h) limitations on other boards on which the CEO can serve, (i) committee authorization to independently engage consultants, (j) minimum numbers of meetings for certain committees and (k) maintenance and circulation of board and committee minutes. Press Release, Systemax, Inc. (May 17, 2006). The final corporate governance changes entered into in connection with the settlement are set forth in the Current Report on Form 8-K filed on Aug. 30, 2006. By its terms, the majority vote bylaw amendment filed by Systemax Inc. only applied to the 2006 annual meeting held on Oct. 11, 2006. Accordingly, the definitive proxy statement filed on Apr. 30, 2007 indicated that a plurality election standard would apply in the election of directors at the 2007 annual meeting.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>(c) The Nominating and Corporate Governance Committee shall promptly consider any resignation offer tendered pursuant to subsection (b) above and a range of possible responses, based on any facts or circumstances they consider relevant, and make a recommendation to the Board of Directors as to the response to the resignation offer. If each member of the Nominating and Corporate Governance Committee received a Majority Withhold Vote at the same election, then the Directors who are independent for purposes of the Rules of the New York Stock Exchange, Inc. and who did not receive a Majority Withhold Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board of Directors a response to the resignation offer. The Board of Directors will take action on the Nominating and Corporate Governance Committee's recommendation (or committee of independent directors' recommendation) within 90 days following certification of the stockholder vote. The Board of Directors expects that any director whose resignation is under consideration to abstain from participating in any decision regarding that resignation.</p> <p>(d) An election will be deemed to be uncontested if no stockholder provides notice of an intention to nominate one or more candidates to compete with the Board of Directors' nominees in a Director election in the manner required by these By-Laws, or if any such stockholders have withdrawn all such nominations at least five days prior to the mailing of notice of the meeting to stockholders.</p> <p>(e) Any Director may resign at any time by sending notice in writing or by electronic transmission of such resignation to the principal executive office of the Corporation addressed to the Board of Directors, the Chairman of the Board of Directors or the Chief Executive Officer. Such resignation may provide that it becomes effective upon receipt thereof, some future date, the occurrence of a certain future event (including but not limited to the failure to receive the vote specified in subsection (b) above) and/or the acceptance by the Board of Directors, the Chairman of the Board or the Chief Executive Officer.</p> <p>Policy:</p> <p>10. <u>Voting for Directors; Resignation.</u> The By-Laws of the Company provide that a director who receives a greater number of "withhold" votes for his or her election than votes "for" such election shall tender his or her resignation to the Board. Pursuant to the By-Laws, any such resignation shall be evaluated by the Nominating and Corporate Governance Committee, which will make a recommendation to the Board as to the response to the resignation offer.</p>
Tandy Brands Accessories, Inc. <sup>333</sup> (7/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>SECTION 2. Annual Meetings. An annual meeting of the stockholders shall be held for the election of directors on such date in each year and at such time as shall be designated by the Board of Directors. An annual meeting shall be held at such place, within or without the State of Delaware, as shall be determined by the Board of Directors. At each annual meeting, the stockholders shall elect the directors of the Corporation by the affirmative vote of the holders of a majority of the voting power of the shares of capital stock of the Corporation present in person or represented by proxy at the meeting and entitled to vote for the election of directors; provided that if the number of nominees exceeds the number of directors to be elected, the stockholders shall instead elect the directors by plurality vote. The stockholders shall also transact such other business as may be properly brought before the meeting. A failure to hold the annual meeting at the designated time or to elect a sufficient number of directors to conduct the business of the Corporation shall not affect otherwise valid corporate acts or work a forfeiture or dissolution of the Corporation, except as otherwise required by law.</p>

<sup>333</sup> According to Item 5.03 of the Current Report on Form 8-K filed on Jul. 13, 2007, Section 2 of Article II of the company's bylaws was amended to "clarify" the company's voting standards. The definitive proxy statement filed on Sep. 21, 2007 indicates, at page 3, that if the director election is contested, the majority vote standard will not apply. Concurrently with adopting a majority vote bylaw, Tandy Brands Accessories, Inc. also amended its bylaws to, among other things, eliminate a mandatory retirement age for directors and clarify the requirement that examination of the stockholder list must be for a purpose germane to the meeting. According to Item 8.01 of the Current Report on Form 8-K filed on Jul 13, 2007, the board also adopted a policy concerning poison pills which provides that the board will only adopt a poison pill if either (a) the stockholders have approved the adoption of the shareholders rights plan in advance or (b) a majority of the independent directors on the board, in the exercise of their fiduciary responsibilities, determines that it is in the best interests of the stockholders under the circumstances to adopt a poison pill without advance stockholder approval, provided that if a poison pill is adopted without prior stockholder approval, it will be submitted to a stockholder vote within twelve months following its adoption. The definitive proxy statement filed on Sep. 21, 2007 also included a

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p>According to page 6 of the definitive proxy statement (contested election) of Tandy Brands Accessories, Inc.:</p> <p style="padding-left: 40px;">Under a policy adopted by our Board of Directors, if a nominee fails to receive the requisite majority vote in an uncontested election, he or she will not assume a position on the Board (in the case of a new nominee) or will be required to submit his or her resignation (in the case of incumbent nominees). Any tendered resignation will be evaluated by the remaining independent directors. In considering whether to accept or reject such resignation, or take other action, the Board may consider all factors it deems relevant. The Board will act on the tendered resignation, and will publicly disclose its decision and rationale, within 90 days following certification of the stockholder vote.</p>
Target Corporation <sup>334</sup> (5/24/07)	Charter and Policy	<p><u>Charter:</u></p> <p><b>ARTICLE VII</b></p> <p>Except with respect to the election of directors, the shareholders shall take action at a meeting of shareholders by the affirmative vote of a majority of the voting power of the shares present and entitled to vote or such larger proportion or number as is required by law or these Articles of Incorporation. Subject to the rights, if any, of the holders of one or more classes or series of preferred or preference stock issued by the corporation, voting separately by class or series to elect directors in accordance with the terms of such preferred or preference stock, each director shall be elected at a meeting of shareholders by the vote of the majority of the votes cast with respect to the director, provided that directors shall be elected by a plurality of the votes present and entitled to vote on the election of directors at any such meeting for which the number of nominees (other than nominees withdrawn on or prior to the day preceding the date the corporation first mails its notice for such meeting to the shareholders) exceeds the number of directors to be elected. For purposes of this Article VII, action at a meeting shall mean action at a meeting which satisfies the notice and quorum requirements imposed by the By-Laws of this corporation, except as otherwise provided by law, and a majority of the votes cast means that the votes entitled to be cast by the holders of all then outstanding shares of Voting Stock (as defined in Article IV) that are voted "for" a director must exceed the votes entitled to be cast by the holders of all then outstanding shares of Voting Stock that are voted "against" that director.</p> <p><u>Policy:</u></p> <p>25. Tender of Resignation if Not Elected by Shareholders</p> <p>If a nominee for director who is an incumbent director is not elected at a meeting of shareholders and no successor to the incumbent director is elected at the meeting of shareholders, the incumbent director shall promptly offer to tender his or her resignation to the Board. The Nominating Committee shall make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board shall act on whether to accept the director's offer, taking into account the Nominating Committee's recommendation, and publicly disclose (by press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision and the rationale behind it within 90 days after the date of the certification of the election results. The Nominating Committee, in making</p>

management declassification proposal at 14-15. Golconda Capital Portfolio, LP and certain other entities commenced a proxy fight for two seats on the company's board, which would have resulted in the application of a plurality election standard to the 2007 director election process. See definitive proxy statement in opposition filed on Sep. 24, 2007 at 12. The company reached an agreement with Golconda Capital Portfolio, LP on Oct. 29, 2007 under which the company appointed a dissident representative to the board and Golconda terminated the proxy contest. Press Release, Tandy Brands Accessories, Inc. (Oct. 29, 2007).

<sup>334</sup> ISS reported in 2006 that Target Corporation had committed to adopt a majority vote standard. See Legislation to Spur Majority Vote. The UBCJA submitted a non-binding majority vote proposal for 2006, which the ISS article cited in this footnote indicated was withdrawn after board promises to introduce management resolutions relating to the adoption of majority voting at the company's 2007 annual meeting. Management's 2007 charter amendment proposal and contemplated accompanying policy were set forth in the definitive proxy statement filed on Apr. 9, 2007 at 52. The charter amendment proposal passed. See Item 5.03 of the Current Report on Form 8-K filed on May 25, 2007 and Quarterly Report on Form 10-Q filed on Jun. 1, 2007 at Part II, Item 4(e).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		its recommendation, and the Board, in making its decision, may each consider any factors or other recommendations that it considers relevant and appropriate. The incumbent director who offers to tender his or her resignation shall not participate in the Board's decision. If such incumbent director's offer to tender his or her resignation is not accepted by the Board, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier death, resignation, retirement, disqualification or removal. The Board may elect a new director and determine the class of such director following the acceptance of an incumbent director's resignation or when a position on the Board is not filled because a non-incumbent nominee for that position is not elected.
Tektronix, Inc. <sup>335</sup> (6/21/06)	Policy	In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation following certification of the shareholder vote. The Nominating and Corporate Governance Committee (NCGC) shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the NCGC's recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly publicly disclose its decision whether to accept the director's resignation offer. Any director who tenders his or her resignation pursuant to this provision shall not participate in the NCGC recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the NCGC received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.
Tellabs, Inc. (10/06)	Policy	Majority Voting for Uncontested Elections of Directors – In the event that a nominee for director in an uncontested election receives more "withheld" votes for his or her election than "for" votes, the director must submit a resignation to the chair of the Nominating and Governance Committee (or the Chairman of the Board if the resigning director is the chair of the Nominating and Governance Committee). The Nominating and Governance Committee will evaluate and make a recommendation to the Board with respect to the proffered resignation. The Board must take action on the recommendation within 90 days following the certification of the stockholder vote. No director who tenders a resignation may participate in the Committee's or the Board's consideration of the matter. The Company will publicly disclose the Board's decision including, as applicable, the reasons for rejecting a resignation.
Temple-Inland, Inc. <sup>336</sup> (5/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p style="padding-left: 40px;">Section 2. <i>Number, Qualification and Election.</i></p> <p style="padding-left: 40px;">(c) <i>Election.</i> Except as provided in Section 14 of this Article, a nominee for director shall be elected if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that the directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Company receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 11 of Article II of these By-laws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the seventh day preceding the date the Company first mails its notice of meeting for such meeting to the stockholders.</p>

<sup>335</sup> Tektronix Corporation entered into a definitive agreement with Danaher Corporation on Oct. 15, 2007 under which Danaher made a cash tender offer to acquire all of the outstanding common shares of Tektronix. The transaction is expected to close in the fourth quarter of 2007. Press Release, Danaher Corporation (Oct. 15, 2007).

<sup>336</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals. However, the proposal was withdrawn by the UBCJA and did not appear in the definitive proxy statement filed on Mar. 22, 2006 due to Temple-Inland, Inc.'s agreement to adopt a majority standard. See Majority Vote or Pfizer. According to the "Corporate Responsibility" section of Temple-Inland, Inc.'s web site, on Nov. 3, 2006, the company's board of directors resolved to present a bylaw amendment to stockholders at the 2007 annual meeting providing that directors in uncontested elections would be elected by a majority of votes cast, and concurrently approved the following: (a) non-employee directors are limited to serving on the boards of five public companies, and employee directors are limited to serving on the boards of two other public companies, (b) directors appointed to fill vacancies will be elected at the company's next annual meeting regardless of the director class to which they are appointed, (c) board members are required to attend an ISS

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Section 12. <i>Resignations</i>. Any director may resign at any time upon notice given in writing or by electronic transmission to the Chairman of the Board or to the Secretary. A resignation is effective when the resignation is delivered unless the resignation specifies (a) a later effective date or (b) an effective date determined upon the happening of an event or events (including but not limited to a failure to receive a majority of the votes cast in an election and the acceptance of the resignation by the Board of Directors).</p> <p>ARTICLE XI (insert at the end of the first sentence)</p> <p>; provided, however, that any amendment or repeal of, or the adoption of any By-law inconsistent with, Section 2(c) of Article III of these By-laws shall also require the approval of the stockholders of the Company.</p> <p><u>Policy:</u></p> <p>Prior to each annual meeting of stockholders, director nominees will submit an irrevocable resignation contingent on that nominee failing to receive the required vote for election at the annual meeting and the Board accepting the resignation. If such a nominee fails to receive the required vote for election, the Nominating and Governance Committee will consider the tendered resignation and recommend to the Board acceptance or rejection of the tendered resignation. Within 90 days following the date of the stockholders' meeting at which the election occurred, the Board, acting on the recommendation of the Nominating and Governance Committee, shall decide whether to accept or reject the tendered resignation. In their deliberations, both the Nominating and Governance Committee and the Board may consider any factors deemed relevant by the members of the Nominating and Governance Committee and the Board. The Board will also consider a range of possible alternatives concerning the tendered resignation as the Board deems appropriate including, without limitation, acceptance of the resignation, rejection of the resignation or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Board to have resulted in such director failing to receive the required number of votes for re-election. Absent a compelling reason to reject the resignation, the Board shall accept the resignation.</p> <p>Following the Board's decision, the Company, within four (4) business days after such decision is made, will publicly disclose in a Form 8-K filed with the Securities and Exchange Commission the Board's decision whether to accept the resignation as tendered, together with a full explanation of the process by which the decision was reached and, if applicable, the Board's compelling reason or reasons for rejecting the tendered resignation. To the extent that one or more directors' resignations are accepted by the Board, the Board will also decide whether to fill such vacancy or vacancies or to reduce the size of the Board.</p>

accredited education program, (d) executive officers are required to retain the net stock they acquire upon exercise of options until they meet the ownership guidelines prescribed by the board and (e) stockholders will be asked to approve an amendment to the company's charter requiring a supermajority vote for certain acquisitions at the 2007 annual meeting.

According to page 46 of the definitive proxy statement filed by Temple-Inland on Mar. 30, 2007, although the board had the unilateral ability to amend the bylaws, the board was seeking stockholder ratification of the majority vote bylaw amendments set forth above. The definitive proxy statement treated the majority vote provisions as not yet being effective. Additionally, although not required by law, the board-approved majority vote bylaw provides that any amendment or repeal of the majority vote bylaw requires stockholder approval. The first companies to voluntarily include such lock-ins were Bank of America Corporation and Verizon Communications, Inc. According to page 46 of the definitive proxy statement: "If our stockholders do not ratify the amendment, the Board does not intend to take any action to repeal or alter the amendment." Stockholders ratified the bylaw amendment at the 2007 annual meeting. See Quarterly Report on Form 10-Q filed on Aug. 7, 2007 at 48. The definitive proxy statement also included management proposals to: (i) amend the company's charter to eliminate certain supermajority requirements and (ii) to amend the charter to provide that directors appointed to fill vacancies or newly created directorships will be subject to election at the next annual meeting. See definitive proxy statement filed on Mar. 30, 2007 at pages 46 and 45, respectively. Those proposals were also approved. See Quarterly Report on form 10-Q filed on Aug. 7, 2007 at 48.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>No nominee who does not receive the required votes for election shall participate in the Nominating and Governance Committee or the Board's deliberations or determination with respect to accepting or rejecting his or her resignation as a director. If a majority of the members of the Nominating and Governance Committee or the Board fail to receive the required number of votes for re-election, then an ad hoc committee comprised of the independent directors then serving on the Board who were elected (the "Ad Hoc Committee") shall serve in place of the Board and perform the Board's duties for purposes of this Policy. Notwithstanding the foregoing, if there are fewer than three directors eligible to serve on an Ad Hoc Committee, then all of the independent members of the Board (other than the individual director whose resignation is being considered) will make the determination to accept or reject an individual tendered resignation.</p> <p>The Board shall nominate for election or re-election as directors only candidates who agree to tender irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they are nominated for election and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender the same form of resignation tendered by other directors in accordance with this Policy.</p>
Tenet Healthcare Corporation <sup>337</sup> (date unknown)	Policy	<b>20. Retirement or Mandatory Resignation of Directors.</b> Directors will not be nominated for election to the Board after their 72nd birthday. Any director who receives a shareholder withhold vote of greater than 51% of votes cast [sic] must submit his or her resignation to the Board.
Teradata Corporation <sup>338</sup> (9/22/07, as amended 10/24/07)	Bylaw	<p><u>10/24/07 Amended Version of Bylaw:</u></p> <p>ARTICLE III</p> <p>Section 1. <u>Number and Election of Directors.</u> The number of members of the Board of Directors shall be fixed, from time to time, exclusively pursuant to a resolution adopted by the affirmative vote of a majority of the entire Board of Directors, subject to the rights of the holders of Preferred Stock, if any. Except as provided in Section 2 of this Article III, other than in a Contested Election of Directors (as defined below), directors shall be elected by the affirmative vote of the holders of a majority of the voting power present in person or represented by proxy at the meeting and entitled to vote on the election of directors. In a Contested Election of Directors, directors shall be elected by a plurality of the votes cast on the election of directors. The term "Contested Election of Directors" shall mean an annual or special meeting of the Corporation with respect to which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated or intends to nominate a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Article II, Section 16 of these By-Laws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the tenth day before the Corporation first mails its notice of meeting for such meeting to the stockholders. Stockholders shall be entitled to cast votes "against" nominees for director unless plurality voting applies in the election of directors.</p> <p>ARTICLE IX</p> <p>Section 1. <u>Amendments.</u> The affirmative vote of at least a majority of the entire Board of Directors shall be required to adopt, amend,</p>

<sup>337</sup> The majority vote policy set forth above does not contain a carve-out for contested elections, defines a majority as 51% and does not address how the Board will handle the resignation. The company is included in CalPERS 2007 annual focus list of underperforming companies. Press Release, CalPERS, (Mar. 15, 2007).

<sup>338</sup> Teradata Corporation, formerly a division of NCR Corporation, was spun-off from NCR Corporation on Sep. 30, 2007. According to Item 5.03 of the Current Report on Form 8-K filed on Oct. 24, 2007, the amendments to Section 1 of Article III created a cut-off for determining whether an election is contested, and clarified that in a contested election, stockholders may not cast "against" votes. According to Item 5.03, the company also concurrently adopted other amendments to its bylaws which were intended to:

effect certain technical and other minor changes, including changes to provide greater clarity, to conform to recent amendments to the General Corporation Law of the State of Delaware, to add flexibility with respect to certain corporate matters, and to remove inconsistencies between and among certain Bylaws and Teradata's Certificate of Incorporation.

NCR Corporation has a preexisting majority vote standard.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>alter or repeal the Corporation's By-Laws. The Corporation's By-Laws also may be adopted, amended, altered or repealed by the affirmative vote of the holders of at least two-thirds of the voting power of the shares of capital stock of the Corporation outstanding and entitled to vote thereon, except that unless approved by a majority of the entire Board of Directors the affirmative vote of the holders of at least eighty percent (80%) of the voting power of the shares of capital stock of the Corporation outstanding and entitled to vote thereon shall be required to amend, alter, change or repeal, or to adopt any provision as part of these By-Laws inconsistent with the purpose and intent of any provision of any of Article II, Section 3, 9, 13, 15 or 16 or Article III, Section 1, 2 or 6, Article VIII and Article IX of these By-Laws.</p> <p><u>9/22/07 Version of Bylaw:</u></p> <p>ARTICLE III</p> <p>Section 1. <u>Number and Election of Directors.</u> The number of members of the Board of Directors shall be fixed, from time to time, exclusively pursuant to a resolution adopted by the affirmative vote of a majority of the entire Board of Directors, subject to the rights of the holders of Preferred Stock, if any. Except as provided in Section 2 of this Article III, other than in a Contested Election of Directors (as defined below), directors shall be elected by the affirmative vote of a majority of shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. In a Contested Election of Directors, directors shall be elected by the plurality of the votes cast on the election of directors. The term "Contested Election of Directors" shall mean an annual or special meeting of the Corporation at which directors are to be elected if the number of individuals nominated in accordance with these By-Laws for election as director exceeds the number of directors to be elected at the applicable meeting.</p> <p>ARTICLE IX</p> <p>Section 1. <u>Amendments.</u> The affirmative vote of at least a majority of the entire Board of Directors shall be required to adopt, amend, alter or repeal the Corporation's By-Laws. The Corporation's By-Laws also may be adopted, amended, altered or repealed by the affirmative vote of the holders of at least two-thirds of the voting power of the shares of capital stock of the Corporation outstanding and entitled to vote thereon, except that unless approved by a majority of the entire Board of Directors the affirmative vote of the holders of at least eighty percent (80%) of the voting power of the shares of capital stock of the Corporation outstanding and entitled to vote thereon shall be required to amend, alter, change or repeal, or to adopt any provision as part of these By-Laws inconsistent with the purpose and intent of any provision of any of Article II, Section 3, 9, 13, 15 or 16 or Article III, Section 1, 2 or 6, Article VIII and Article IX of these By-Laws.</p>
Teradyne, Inc. <sup>339</sup> (5/24/07 Bylaw and 5/07 Policy, replacing 1/26/06 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>According to page 34 of the definitive proxy statement filed on Apr. 13, 2007, Article II, Section 7 of the By-Laws would be deleted in its entirety and replaced with the following:</p> <p>7. <i>Action at Meeting.</i> When a quorum is present, the holders of a majority of the stock present or represented and voting on a matter, (or if there are two or more classes of stock entitled to vote as separate classes, then in the case of each such class, the holders of a majority of the stock of that class present or represented and voting on a matter) except where a larger vote is required by law, the Articles of Organization or these By-Laws, shall decide any matter to be voted on by the stockholders. Each Director shall be elected by a majority of the votes cast with respect</p>

<sup>339</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals. The New York City Comptroller also indicated that he submitted a proposal on behalf of the New York City Pension Funds. Press Release, New York City Comptroller (Feb. 23, 2006). According to page 37 of the definitive proxy statement filed on Apr. 21, 2006, the proposal was "co-filed." The 2006 proposal received support from 43% of votes cast, per ISS. See Growing Support. According to a press release issued by the office of The New York City Comptroller, the UBCJA and the New York City Pension Funds co-sponsored a non-binding majority proposal for 2007. Press Release, New York City Comptroller (Jan. 9, 2007). Prior to the filing of the definitive proxy statement for the 2007 annual meeting, the New York City Comptroller publicly stated that the company had agreed to include a management majority vote bylaw proposal in its 2007 proxy statement. Press Release, New York City Comptroller (Mar. 15, 2007). Management's 2007 majority vote bylaw amendment proposal for 2007 is set forth in the definitive proxy statement filed on Apr. 13, 2007 at 36-37 and B-1. Note that page 34 of the definitive proxy statement indicated that the bylaw amendment would be effective "as of the opening of the polls at the 2008 annual meeting of stockholders". The proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 10, 2007 at 33. Page 4 of the definitive proxy statement filed on Apr. 13, 2007 indicated that the board amended the bylaws in 2006 to declassify the board, effective at the 2008 annual meeting.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>to the Director at any meeting for the election of Directors at which a quorum is present, provided that if the number of nominees exceeds the number of Directors to be elected, the Directors shall be elected by a plurality of the votes cast by stock represented in person or by proxy at any such meeting and entitled to vote on the election of Directors. For purposes of this Section, a majority of the votes cast means that the number of votes cast “for” a Director must exceed the number of votes cast “against” that Director. No ballot shall be required for such election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election. The corporation shall not directly or indirectly vote any share of its stock, provided, however, that notwithstanding the foregoing, the corporation may vote shares of its own stock held by it, directly or indirectly, in a fiduciary capacity.</p> <p><u>5/07 Amended Version of Policy:</u></p> <p>3. <u>Resignation of Holdover Directors in an Uncontested Election.</u> In the case of uncontested elections, directors are elected by the majority of the votes cast. Any director who fails to receive the requisite majority vote at any meeting for an uncontested election shall, promptly following certification of the shareholder vote, offer his or her resignation to the Board for consideration in accordance with the following procedures, all of which procedures shall be completed within 90 days following certification of the shareholder vote:</p> <p>a. The Committee (as defined below) shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board whether to accept or reject the resignation or take other action. In reaching its recommendation, the Committee shall consider all factors it deems relevant, including, as it deems appropriate, any stated reasons why shareholders voted against such director, the director’s tenure, the director’s qualifications, the director’s past and expected future contributions to the Company and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NYSE requirements.</p> <p>b. The Board shall act on the Committee’s recommendation. In acting on the Committee’s recommendation, the Board will consider all of the factors considered by the Committee and such additional factors as it deems relevant.</p> <p>c. Following the Board’s determination, the Company shall promptly publicly disclose in a document furnished or filed with the SEC the Board’s decision of whether or not to accept the resignation offer and an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the offered resignation.</p> <p>d. A director who is required to offer his or her resignation in accordance with this policy shall not be present during deliberations or voting of the Committee or the Board regarding whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other director in accordance with this policy. Prior to voting, the Committee and the Board will afford the affected director an opportunity to provide the Committee or the Board with any information or statement that he or she deems relevant.</p> <p>e. For purposes of this policy, the term “Committee” means (i) the Nominating and Corporate Governance Committee, provided such committee then consists of at least three directors, each of whom is an independent director (as defined in accordance with the Company’s Corporate Governance Guidelines) and none of whom is a director who is required to offer his or her resignation in accordance with this policy or (ii) if clause (i) is not satisfied, a committee of at least three directors designated by the Board, each of the members of which is an independent director (as defined in accordance with the Company’s Corporate Governance Guidelines) and none of the members of which is a director who is required to offer his or her resignation in accordance with this policy; provided, however, that if there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this policy, then the Committee shall be comprised of all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this policy shall recuse himself or herself from the Committee and Board’s deliberations and voting with respect to his or her individual offer to resign.</p> <p>f. The foregoing procedures will be summarized and disclosed each year in the proxy statement for the Company’s annual meeting of stockholders.</p> <p><u>1/26/06 Version of Policy:</u></p> <p>Any nominee for director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall, promptly following certification of the shareholder vote, offer his or her resignation to the Board for consideration in accordance with the following procedures, all of which procedures shall be completed within 90 days following certification of the shareholder vote:</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>a. The Committee (as defined below) shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such offered resignation (which can range from accepting the resignation, to maintaining the director but addressing what the Committee believes to be the underlying cause of the withhold votes, to resolving that the director will not be re-nominated in the future for election, to rejecting the resignation). In reaching its recommendation, the Committee shall consider all factors it deems relevant, including, as it deems appropriate, any stated reasons why shareholders withheld votes from such director, any alternatives for curing the underlying cause of the withheld votes, the director's tenure, the director's qualifications, the director's past and expected future contributions to the Company and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NYSE requirements.</p> <p>b. The Board shall act on the Committee's recommendation. In acting on the Committee's recommendation, the Board will consider all of the factors considered by the Committee and such additional factors as it deems relevant.</p> <p>c. Following the Board's determination, the Company shall promptly publicly disclose in a document furnished or filed with the SEC the Board's decision of whether or not to accept the resignation offer and an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the offered resignation.</p> <p>d. A director who is required to offer his or her resignation in accordance with this policy shall not be present during deliberations or voting of the Committee or the Board regarding whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other director in accordance with this policy. Prior to voting, the Committee and the Board will afford the affected director an opportunity to provide the Committee or the Board with any information or statement that he or she deems relevant.</p> <p>e. For purposes of this policy, the term "Committee" means (i) the Nominating and Corporate Governance Committee, provided such committee then consists of at least three directors, each of whom is an independent director (as defined in accordance with the Company's Corporate Governance Guidelines) and none of whom is a director who is required to offer his or her resignation in accordance with this policy or (ii) if clause (i) is not satisfied, a committee of at least three directors designated by the Board, each of the members of which is an independent director (as defined in accordance with the Company's Corporate Governance Guidelines) and none of the members of which is a director who is required to offer his or her resignation in accordance with this policy; provided, however, that if there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this policy, then the Committee shall be comprised of all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this policy shall recuse himself or herself from the Committee and Board's deliberations and voting with respect to his or her individual offer to resign.</p> <p>f. The foregoing procedures will be summarized and disclosed each year in the proxy statement for the Company's annual meeting of stockholders.</p>
Terex Corporation <sup>340</sup> (12/13/06)	Policy	<p>10. <b><i>Failure to Receive a Majority of the Votes Cast.</i></b> In the even [sic] of an uncontested election, any nominee for Director who receives less than a majority of the votes cast in person or by proxy at the meeting shall offer to resign from the Board. While the Board does not believe that in each case such a director should necessarily leave the Board, there should, however, be an opportunity for the Board, through the Governance and Nominating Committee, to consider the resignation offer. The Governance and Nominating Committee shall review the facts and circumstances and make a recommendation to the Board. The Board will then vote on the recommendation, and the Director shall be expected to act in accordance with the Board's vote. However, if each member of the Governance and Nominating Committee does not receive a majority of the votes cast in person or by proxy at the same election, then the Independent Directors who received a majority of the votes cast shall appoint a committee among themselves to consider the resignation offers and recommend to the Board whether to accept the offers. If the only Directors who receive a majority of the votes cast in person or by proxy in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p>

<sup>340</sup> The majority vote policy set forth above was adopted in connection with a settlement of stockholder derivative litigation, which settlement was approved by the Superior Court of the State of Connecticut on Nov. 30, 2006. In addition to agreeing to amend its corporate governance policies to include a majority vote policy, Terex Corporation also agreed, as part of the settlement, to recommend, but not require, members of its audit committee to attend periodic continuing education programs at Terex's expense. See Current Report on Form 8-K filed on Dec. 1, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Tesoro Corporation (2007?)	Policy	<p><b>H. MAJORITY VOTE</b></p> <p>In an uncontested election of directors (i.e. an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) shall promptly tender his or her resignation to the Board following certification of the shareholder vote.</p> <p>The Governance Committee will promptly consider the resignation offer and a range of possible responses based on the circumstances that led to the Majority Withheld Vote, if known, and make a recommendation to the Board.</p> <p>The Board will act on the Governance Committee’s recommendation taking into account the Governance Committee’s recommendation and will publicly disclose its decision regarding whether to accept the director’s resignation offer, or, if applicable, the reason(s) for rejecting the resignation offer, in a Form 8-K or 10-Q furnished to the Securities and Exchange Commission within ninety (90) days from the date of the certification of the shareholder vote. The Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate or relevant, including, without limitation, the stated reasons why shareholders “withheld”, or third parties recommended that shareholders withhold, votes for election from such director, the reasonableness and accuracy of the bases for such reasons and recommendation, the length of service and qualifications of such director, the director’s contributions to the Company, and the Company’s Corporate Governance Guidelines.</p> <p>If the resignation of a director tendering his or her resignation pursuant to this policy is accepted by the Board, then the Governance Committee will recommend to the Board whether to fill such vacancy or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Governance Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves solely for the purpose of considering the resignation offers and recommend to the Board whether to accept them.</p> <p>This corporate governance policy will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Texas Instruments Incorporated <sup>341</sup> (2/17/06 Bylaw and 4/16/06 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>Except as provided in Section 6 of Article III of these By-Laws, the directors shall be elected by the vote of the majority of the shares represented in person or by proxy and entitled to vote thereon at the annual meeting of stockholders, a quorum being present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by a plurality vote of the stockholders present in person or by proxy and entitled to vote thereon at such meeting, a quorum being present. Except as provided by Section 6 of Article III of these By-Laws, the directors shall be elected annually, and each director shall continue in office until his successor shall have been elected and shall qualify or until his earlier death, resignation or removal from office, provided that no person shall be eligible for election or re-election as a director of the Corporation after attaining age seventy.</p> <p><u>Policy:</u></p> <p>Promptly following the certification by the independent inspectors of election of the vote taken at an annual meeting of stockholders relating to an election of directors (other than elections in which the number of nominees exceeds the number of directors to be elected), any incumbent director nominee who fails to receive the majority vote required by the By-Laws for the election of directors will tender his or her resignation for consideration by the Board. The Governance and Stockholder Relations Committee, at the next regularly scheduled Board meeting following the receipt of the inspectors’ certification, will meet to consider the tendered resignation and recommend to the Board the action, if any, to be taken with respect to the resignation.</p>

<sup>341</sup> The UBCJA submitted a non-binding majority proposal for 2006 which it withdrew in connection with Texas Instruments Incorporated’s adoption of a majority vote bylaw. See Majority Vote or Pfizer. Note that the UBCJA withdrew the proposal even though, at the time, Texas Instruments Incorporated had not adopted an accompanying policy addressing the status of holdover directors who do not receive a majority vote.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Board will act on the Governance and Stockholder Relations Committee's recommendation within 90 days of certification of the vote at the annual meeting. In considering whether the Board should accept or reject the resignation, the Committee and the Board will consider all factors they deem relevant, including, without limitation, the underlying reason for the vote result, if known, the director's contributions to the company during his or her tenure, and the director's qualifications. The Board may accept the resignation, refuse the resignation, or refuse the resignation subject to such conditions designed to cure the underlying cause as the Board may impose.</p> <p>Subject to the last sentence of this paragraph, any director nominee who fails to receive the required majority vote will not participate, as a member of either the Governance and Stockholder Relations Committee or of the Board, in any deliberations concerning his or her resignation or the resignation of any other director nominee who similarly failed to receive the required vote at the same annual meeting of stockholders. If with respect to the same annual meeting a majority of the members of the Governance and Stockholder Relations Committee fail to receive the required vote, then consideration by such Committee of any resignation tendered under this section of the guidelines will be bypassed and those directors whom the Board has determined are independent pursuant to these guidelines and who did receive the required vote at the same annual meeting will consider and act on the tendered resignations. Notwithstanding the foregoing, in the event that only three or fewer director nominees receive the required vote in connection with the same annual meeting of stockholders, then all the independent directors will participate in the consideration whether to accept or reject the tendered resignations, provided that a director will not participate in deliberations concerning his or her own resignation.</p> <p>For purposes of this section 1 of the director resignation policy, no director who is also a TI employee will participate in the deliberations of the Board.</p> <p>Within four business days of the decision regarding the tendered resignation, TI will file with the Securities and Exchange Commission a report on Form 8-K disclosing the decision, describing the deliberative process and, if applicable, the specific reasons for rejecting the tendered resignation.</p>
Textron Inc. <sup>342</sup> (9/27/06)	Bylaw (including director resignation policy)	<p>At each meeting of the stockholders for the election of directors at which a quorum is present, each director shall be elected by the vote of the majority of the votes cast; provided, that if as of the record date for such meeting the number of nominees exceeds the number of directors to be elected, the directors, not exceeding the authorized number of directors as fixed by the Board of Directors in accordance with the Certificate of Incorporation, receiving the greatest number of votes of the stockholders entitled to vote thereon, present in person or by proxy, shall be the directors for the term as set forth in the Certificate of Incorporation. For purposes of this Section 3.03, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board. The Nominating and Corporate Governance Committee (or comparable committee of the Board) will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected thereafter at a special meeting of the stockholders called for that purpose in the manner provided in these By-Laws.</p>
Thermo Fisher Scientific Inc. (f/k/a Thermo	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>When a quorum is present at any meeting, the affirmative vote of holders of a majority of the stock present or represented and entitled to vote and voting affirmatively or negatively on a matter (or if there are two or more classes or series of stock entitled to vote as separate classes, then</p>

<sup>342</sup> The UBCJA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 21, 2006 at 33-34. The proposal received support from 59% of votes cast, per ISS. See Growing Support. The UBCJA submitted a majority proposal for 2007 which was withdrawn after the company agreed to adopt a majority vote bylaw and director resignation policy, per ISS. See 2007 Preview. At the 2007 annual meeting, approximately 32% of the votes with respect to incumbent candidate Lord Powell of Bayswater KCMG were "against" votes, and approximately 29% of the votes cast with respect to incumbent directors Ivor J. Evans and R. Kerry Clark were "against" votes. See Quarterly Report on Form 10-Q filed on Jul. 27, 2007 at 25.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Electron Corporation) <sup>343</sup> (Bylaw effective 1/17/07 and 2/28/06 Policy, as amended 2/07)		<p>in the case of each such class or series, the holders of a majority of the stock of that class present or represented and voting affirmatively or negatively on a matter) shall constitute stockholder action on any matter to be voted upon by the stockholders at such meeting, except when a different vote is required by the Delaware General Corporation Law, the Certificate of Incorporation or these By-laws. Except as may be otherwise required by the Certificate of Incorporation, a nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election, provided that if, on the tenth business day before the Corporation first mails its notice of meeting for such meeting to the stockholders, the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee.</p> <p><u>2/07 Amended Version of Policy:</u></p> <p>10. <u>Effect of Majority Withheld Votes on an Uncontested Election.</u> In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives more votes "against" his or her election than votes "for" his or her election will promptly offer his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee will promptly consider the offer to resign submitted by that director and will recommend to the Board whether or not to accept the offered resignation. In considering whether or not to accept the offered resignation, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Committee, which may include, for example, any stated reasons that shareholders voted "against" the election for that director, any alternatives for curing the underlying cause of the against votes, the director's length of service, qualifications, and contributions to the Company, the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable Securities and Exchange Commission or New York Stock Exchange requirements, and these Corporate Governance Guidelines.</p> <p>The Board will act on the Nominating and Corporate Governance Committee's recommendation no later than 90 days following the date of the shareholders' meeting during which the election occurred. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and any additional factors the Board believes to be relevant. The Company expects that the directors intend to comply with the Board's request to resign if made (absent a compelling fiduciary concern). Following the Board's decision, the Company will promptly publicly disclose the Board's decision whether to accept the offered resignation, including an explanation of how the decision was reached and, if applicable, the reasons an offer to resign was not accepted, in a Form 8-K to be filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors' resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who offers his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration of whether or not to accept the offered resignation. If a majority of the members of the Nominating and Corporate Governance Committee received more votes "against" their election than votes "for" their election at the same election, then the independent directors on the Board who did not receive more votes "against" their election than votes "for" their election will appoint a Board committee solely for the purpose of considering the offered resignations and will recommend to the Board whether or not to accept them, which committee may, but need not, consist of all such independent Directors.</p> <p><u>2/28/06 Version of Policy:</u></p>

<sup>343</sup> 2005 non-binding majority proposal from the UBCJA received support from 43.5% of votes cast, per Georgeson Shareholder. See Georgeson Review at 25. The UBCJA also submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Apr. 11, 2006 at 25-27. Note that Thermo Fisher Scientific Inc. attempted to address concerns as to the enforceability of the resignation policy by indicating that, subject to a fiduciary out, it "expects that the directors intend to comply with the Board's request to resign if made." The 2006 proposal received support from 43% of votes cast, per ISS. See Growing Support. The amended majority vote policy reflects the adoption of a majority vote bylaw by referring to votes "against", rather than votes "withheld." Although the amended policy does not specify that it is limited to incumbent directors, it is effectively limited to incumbent directors by virtue of the majority vote bylaw.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives more votes “withheld” from his or her election than votes “for” his or her election will promptly offer his or her resignation to the Chairman of the Board following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee will promptly consider the offer to resign submitted by that director and will recommend to the Board whether or not to accept the offered resignation. In considering whether or not to accept the offered resignation, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Committee, which may include, for example, any stated reasons that shareholders “withheld” votes from the election for that director, any alternatives for curing the underlying cause of the withheld votes, the director’s length of service, qualifications, and contributions to the Company, the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable Securities and Exchange Commission or New York Stock Exchange requirements, and these Corporate Governance Guidelines.</p> <p>The Board will act on the Nominating and Corporate Governance Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting during which the election occurred. In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and any additional factors the Board believes to be relevant. The Company expects that the directors intend to comply with the Board’s request to resign if made (absent a compelling fiduciary concern). Following the Board’s decision, the Company will promptly publicly disclose the Board’s decision whether to accept the offered resignation, including an explanation of how the decision was reached and, if applicable, the reasons an offer to resign was not accepted, in a Form 8-K to be filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors’ resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who offers his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration of whether or not to accept the offered resignation. If a majority of the members of the Nominating and Corporate Governance Committee received more votes “withheld” from their election than votes “for” their election at the same election, then the independent directors on the Board who did not receive more votes “withheld” from their election than votes “for” their election will appoint a Board committee solely for the purpose of considering the offered resignations and will recommend to the Board whether or not to accept them, which committee may, but need not, consist of all such independent Directors.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
3M Company <sup>344</sup> (2/23/06)	Policy	<p>Any nominee for director in an uncontested election (i.e., an election where the only nominees are those recommended by the Board) who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) will promptly tender his or her resignation for consideration by the Nominating and Governance Committee.</p> <p>a. The Nominating and Governance Committee will promptly consider the best interests of 3M and its stockholders and recommend to a committee of independent directors of the Board whether to accept the tendered resignation or to take some other action, such as rejecting the resignation and addressing the apparent underlying causes of the withheld votes.</p> <p>b. The Board will create a committee of all the independent directors who did not receive a Majority Withheld Vote to consider the Nominating and Governance Committee’s recommendation and take action within 90 days following the uncontested election. Thereafter, the</p>

<sup>344</sup> Concurrently with announcing the adoption of a majority vote policy, 3M Company announced that its board had approved an amendment to the company’s certificate of incorporation, subject to stockholder approval at the 2006 annual meeting, to declassify the board effective at the 2007 annual meeting. Press Release, 3M Company (Mar. 10, 2006). The declassification proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 4, 2006 at 39. The company indicated that the board removed all supermajority vote requirements from paragraph 39 of the company’s bylaws on Nov. 13, 2006 and concurrently recommended that the 2007 proxy statement include a proposed charter amendment to eliminate all supermajority voting requirements from it charter. See no action letter (available Feb. 15, 2007). The proposal to amend 3M Company’s charter to eliminate supermajority vote requirements was approved at the 2007 annual meeting. See Quarterly Report on Form 10-Q filed on Aug. 7, 2007 at 44.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>committee of independent directors will promptly disclose its decision and an explanation of how the decision was reached in a Current Report on Form 8-K filed with the Securities and Exchange Commission.</p> <p>c. Except as provided below, a director receiving a Majority Withheld Vote shall remain active and engaged in Board activities during this Nominating and Governance Committee and Board process.</p> <p>d. If one or more members of the Nominating and Governance Committee receive a Majority Withheld Vote, then the Board will create a committee of independent directors who did not receive a Majority Withheld Vote to consider the resignation offers of all directors receiving a Majority Withheld Vote and determine whether to accept the tendered resignation(s) or to take some other action and promptly disclose their decision as described in paragraph 6b above.</p> <p>e. Any director who receives a Majority Withheld Vote and tenders his or her resignation pursuant to this provision will not participate in the committee action regarding whether to accept the tendered resignation offer or take some other action. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer independent directors, then all independent directors may participate in the committee action regarding whether to accept the resignation offer(s) or to take some other action.</p> <p>f. This corporate governance guideline will be summarized in each proxy statement relating to an election of directors of 3M.</p>
TIAA-CREF <sup>345</sup> (3/07 policy statement)	See text	<ol style="list-style-type: none"> <li>1. Directors should be elected by a majority rather than a plurality of votes cast.*</li> <li>2. In the election of directors, shareholders should have the right to vote “for,” “against,” or “abstain.”</li> <li>3. In any election where there are more candidates on the proxy than seats to be filled, directors should be elected by a plurality of votes cast.*</li> <li>4. To be elected, a candidate should receive more votes “for” than “against” or “withhold,” regardless of whether a company requires a majority or plurality vote.</li> <li>5. Any incumbent candidate in an uncontested election who fails to receive a majority of votes cast should be required to tender an irrevocable letter of resignation to the board. The board should decide promptly whether to accept the resignation or to seat the incumbent candidate and should disclose the reasons for its decision.</li> <li>6. The requirement for a majority vote in director elections should be set forth in the company’s charter or bylaws, subject to amendment by a majority vote of shareholders.</li> <li>7. Where a company seeks to opt out of the majority vote standard, approval by a majority vote of shareholders should be required.</li> </ol>
		* Votes cast should include “withholds.” Votes cast should not include “abstains,” except that “abstains” should be counted as present for quorum.

<sup>345</sup> TIAA-CREF’s policy concerning director elections is set forth on page 6 of its Policy Statement on Corporate Governance, available at [http://www.tiaa-cref.org/pubs/pdf/governance\\_policy.pdf](http://www.tiaa-cref.org/pubs/pdf/governance_policy.pdf). According to TIAA-CREF, the organization:

engaged with ten of our largest portfolio companies incorporated in Delaware for the adoption of bylaw amendments requiring directors to be elected by a majority of shareholders present at the meeting. All ten companies have responded by changing their practices and adopting majority voting.

Press Release, TIAA-CREF (Jul. 17, 2007). The ten companies were not named.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Tidewater Inc. <sup>346</sup> (effective 5/25/06)	Policy (and Bylaw which provides for majority vote election standard if directors determine plurality standard is no longer in the best interests of the cor- poration)	<p><u>Bylaw:</u></p> <p>When a quorum is present at a meeting of the stockholders for the election of directors, directors shall be elected by a plurality of the votes cast by the holders of the stock present in person or represented by proxy at the meeting and entitled to vote on the election of directors. However, if the board of directors determines by resolution that it is no longer in the best interests of the corporation and its stockholders to elect directors by a plurality vote, the board of directors may implement the corporation’s majority vote rule, as described herein, for the election of directors without further amendment of these bylaws. Any proxy statement delivered to the stockholders in connection with any meeting at which directors are to be elected shall notify the stockholders of the voting protocol to be followed at the meeting. Every matter other than the election of directors shall be decided by the vote of the holders of a majority of the stock having voting power present in person or represented by proxy and entitled to vote thereat, unless the matter is one upon which by express provision of the statutes or of the certificate of incorporation or of these bylaws, a different vote is required in which case such express provision shall govern and control the decision of such matter.</p> <p><u>Policy:</u></p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the stockholder vote.</p> <p>The Nominating and Corporate Governance Committee shall promptly consider the resignation offer and any circumstances known to the Committee to have led to the Majority Withheld Vote. Following that review, the Nominating and Corporate Governance Committee shall make a recommendation to the Board as to whether the resignation shall be accepted. The Board will act on the Nominating and Corporate Governance Committee’s recommendation within 90 days following certification of the stockholder vote.</p> <p>Thereafter, the Board will promptly disclose the material findings of its decision-making process and its decision as to whether to accept the Director’s resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. If each member or a majority of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>If the number of directors who do not receive a Majority Withheld Vote constitutes less than three directors, then all Directors may participate in the review and decision of whether to accept resignation offers.</p>
Tiffany & Co. (11/16/06 Bylaw and 3/15/07 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>SECTION 1.04. <u>Method of Voting.</u></p> <p>A. The vote upon any question before the meeting need not be by ballot. Except as expressly provided otherwise by the General Corporation Law of the State of Delaware, the Certificate of Incorporation or this Section 1.04, at a meeting at which a quorum is present, each matter other than the election of directors shall be decided by the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote on the matter.</p> <p>B. At each meeting of the stockholders for the election of directors at which a quorum is present, each director shall be elected by the vote of the majority of the votes cast; provided, that if as of the record date for such meeting the number of nominees exceeds the number of directors to be elected, the directors, not exceeding the authorized number of directors as fixed by the Board of Directors in accordance with the</p>

<sup>346</sup> Running contrary to the majority vote movement, Tidewater Inc. filed a Current Report on Form 8-K on Jun. 1, 2005 announcing that its board had amended the company’s bylaws to “change the current majority vote standard for director elections to a plurality vote standard.” Approximately one year after Tidewater Inc. moved to a plurality standard, it adopted the bylaw and policy set forth above, which were described in a Current Report on Form 8-K filed on May 26, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Certificate of Incorporation, shall be elected by a plurality of the votes cast. For purposes of this Section 1.04, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected thereafter at a special meeting of the stockholders called for that purpose in the manner provided in these Bylaws.</p> <p><u>Policy:</u></p> <p>The Corporation has amended its By-Laws to provide for majority voting in the election of directors. In uncontested elections, directors are elected by a majority of the votes cast, which means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director. The Nominating/Corporate Governance Committee (or comparable committee of the Board) shall establish procedures for any director who is not elected to tender his or her resignation. The Nominating/Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Nominating/Corporate Governance Committee's recommendation within 90 days following certification of the election results. In determining whether or not to recommend that the Board of Directors accept any resignation offer, the Nominating/Corporate Governance Committee shall be entitled to consider all factors believed relevant by such Committee's members. Unless applicable to all directors, the director(s) whose resignation is under consideration is expected to recuse himself or herself from the Board vote. Thereafter, the Board will promptly disclose its decision regarding the director's resignation offer (including the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission. If the Board accepts a director's resignation pursuant to this process, the Nominating/Corporate Governance Committee shall recommend to the Board whether to fill such vacancy or reduce the size of the Board. If, for any reason, the Board of Directors is not elected at an annual meeting, they may be elected thereafter at a special meeting of the stockholders called for that purpose in the manner provided in the By-laws.</p>
Time Warner Inc. <small>347</small> (2/23/06)	Bylaw (consisting of director resignation policy tied to a plurality standard)	<p>In any election of directors, the persons receiving a plurality of the votes cast, up to the number of directors to be elected in such election, shall be deemed elected. At any annual meeting of stockholders at which directors are elected by the stockholders in an uncontested election, any nominee for director who, of the votes cast in such election with respect to such nominee, receives a greater number of votes "withheld" from his or her election than votes "for" such election shall submit an offer to resign from the Board no later than two weeks after the certification by the Corporation of the voting results. An uncontested election is one in which the number of individuals who have been nominated for election as a director is equal to, or less than, the number of directors constituting the Whole Board.</p> <p>The Board shall consider the resignation offer and may either (i) accept the offer of resignation or (ii) reject the offer and seek to address the underlying cause(s) of the majority-withheld vote. While the Board may delegate to a committee the authority to assist the Board in its review of the matter, the Board shall decide whether to accept or reject the resignation offer within 90 days following the certification of the stockholder vote. Once the Board makes this decision, the Corporation will promptly make a public announcement of the Board's decision in the manner described in Section 11 of Article II. If the Board rejects the offer of resignation, the public announcement will include a statement regarding the reasons for its decision.</p> <p>The chairman of the nominating and governance committee described in Section 1 of Article IV will have the authority to manage the Board's review of the resignation offer. In the event it is the chairman of the nominating and governance committee who received a majority-withheld vote, the independent directors who did not receive majority-withheld votes shall select a director to manage the process, and that director shall have the authority otherwise delegated to the chairman of the nominating and governance committee by this Section 2 of Article III. Any director who tenders his or her offer of resignation as a result of a majority-withheld vote shall not participate in the committee's or the Board's deliberations or vote on whether to accept or reject the resignation offer.</p>

<sup>347</sup> Member of Majority Vote Work Group. See Note 18. The definitive proxy statement filed on Apr. 9, 2007 contained a management proposal to amend the company's charter to eliminate the then-current supermajority voting standard for stockholder-initiated amendments to the bylaws and to replace it with a majority vote standard under which a majority of the combined voting power of all "Voting Stock", voting as a class, would be able to amend certain provisions of the bylaws. The board committed to make parallel amendments to the bylaws if stockholders approved the proposed charter amendment, although the bylaws would continue to allow certain amendments to the bylaws adopted by the vote of a majority of the board. See definitive statement filed on Apr. 9, 2007 at 89-91. The proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 1, 2007 at 78.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
The TJX Companies, Inc. <sup>348</sup> (3/06)?	Policy	<p>Any nominee for director who receives a greater number of votes “withheld” from his or her election in an uncontested election than votes “for” such election (a “Majority Withheld Vote”) shall tender a letter of resignation within 5 business days following the certification of the vote.</p> <p>The Corporate Governance Committee shall recommend to the Board of Directors proposed action with respect to the tendered resignation within 60 days of the date of the certification of the Majority Withheld Vote. The Board shall act with respect to the tendered resignation within 90 days of the date of the certification of the Majority Withheld Vote. The Corporate Governance Committee in making its recommendation and the Board in acting shall evaluate the best interests of the Company and its stockholders and determine the appropriate action, which may include accepting or rejecting the resignation or adopting such further actions as the Board determines may be appropriate to address the concerns that were the basis for the Majority Withheld Vote.</p> <p>The director in question shall not participate in the recommendation by the Corporate Governance Committee or the action by the Board. However, if each member of the Corporate Governance Committee receives a Majority Withheld Vote in the same election, then any independent directors who did not receive a Majority Withheld Vote in such election shall appoint a committee to make recommendations with respect to the tendered resignations. However, if all independent directors receive a Majority Withheld Vote in such election, then all independent directors may participate in the determination regarding whether to accept the tendered resignations.</p> <p>The Board shall promptly notify the director of its decision and disclose in an SEC filing the decision and an explanation of how the decision was reached.</p> <p>TJX believes that the adoption of this corporate governance principle is the best structure at this time for demonstrating its accountability to stockholders. A change from the default plurality voting standard provided by Delaware law introduces legal complexities including the possibility of a “failed election” (one in which directors are not elected to fill all of the directorships). The history of strong corporate governance at TJX and the high percentages of affirmative votes received by our nominees for director, among other factors, led the Board to conclude that adoption of this corporate governance principle, rather than amendments to the Company’s charter or by laws that could lead to uncertain results, is appropriate and in the best interests of TJX and its stockholders. This process with respect to a Majority Withheld Vote will be disclosed annually in TJX’s proxy statement.</p>
Tollgrade Communications, Inc. <sup>349</sup> (3/3/06)	Policy	<p>In an uncontested election of Directors, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender to the Board his or her resignation from the Board following certification of the shareholder vote. The Corporate Governance Committee shall consider the resignation offer and recommend to the Board whether or not to accept it. The Board will act on the Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote. In determining whether or not to recommend that the Board accept any resignation offer, the Committee will consider all factors deemed relevant by Committee members, including the stated reasons for shareholders “withhold” or “against” votes, whether the underlying cause or causes of the “withhold” or “against” votes are curable, the length of service and qualifications of such director, and such</p>

<sup>348</sup> 2005 non-binding majority proposal from the UBCJA received support from 40.8% of votes cast, per Georgeson Shareholder. See Georgeson Review at 25. The UBCJA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 27, 2006 at 28-30. The 2006 proposal received support from 34% of votes cast, per ISS. See Growing Support. The UBCJA also submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Apr. 27, 2007 at 36-38. The 2007 proposal received support from approximately 46% of votes cast (excluding abstentions). See Quarterly Report on form 10-Q filed on Aug. 24, 2007 at 30. At the 2007 annual meeting, approximately 31% of the votes cast with respect to incumbent director David A. Brandon were “withheld” votes. See Quarterly Report on Form 10-Q filed on Aug. 24, 2007 at 29.

<sup>349</sup> The definitive proxy statement filed on Mar. 27, 2007 contained a management proposal to declassify the board at 37-38. According to the disclosure accompanying the declassification proposal, a non-binding 2006 declassification proposal submitted by Amalgamated Bank LongView SmallCap 600 Index Fund was supported by 78.8% of the shares that voted on the proposal and 53.6% of the total shares outstanding on the record date for the 2006 annual meeting. The Fund also submitted a declassification proposal for 2007 which was withdrawn as a result of the management declassification proposal. The disclosure accompanying the management declassification proposal also stated that the board had resolved not to extend the company’s poison pill. See definitive proxy statement filed on Mar. 27, 2007 at 37. The declassification proposal passed. See Item 5.03 of the Current Report on Form 8-K filed on May 21, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>director's contributions to the Corporation. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be appropriate. Thereafter, the Board will promptly disclose its decision whether to accept the Director's resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Corporation press releases typically are distributed. The Board may also elect to delay acceptance of a resignation for a specified period to provide it with an opportunity to address the underlying shareholder concerns, to recruit a new Director or for any other reason it believes appropriate. To the extent that one or more Directors' resignations are accepted by the Board, the Nominating Sub-Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. If the Board does not accept one or more such resignations, it may elect to address any stated reasons why shareholders "withheld" votes for the election of one or more Directors or take such other actions that the Board deems appropriate and in the best interests of the Corporation and its shareholders. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. If a majority of Committee members tender their resignations, then the remaining Independent Directors will consider such resignations and recommend action to the disinterested members of the Board.</p>
<p>The Toro Company<sup>350</sup> (11/30/05)</p>	<p>Bylaw (consisting of director resignation policy tied to a plurality standard)</p>	<p>ARTICLE II</p> <p>Section 2.5 . . . Any nominee for director in an uncontested election as to whom a majority of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors are designated to be "withheld" from, or are voted "against", that director's election shall tender his or her resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee shall evaluate the best interests of the Corporation and its stockholders and shall recommend to the Board the action to be taken with respect to such tendered resignation. All other questions shall be decided by the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on such question.</p>
<p>Transocean Inc.<sup>351</sup> (12/11/06)</p>	<p>Policy</p>	<p>In addition to the above qualifications, the Board shall nominate only those candidates for director who have submitted an irrevocable letter of resignation which would be effective upon and only in the event that (i) in an Uncontested Election (as defined below) such nominee fails to receive a sufficient number of votes (as defined below) for election or re-election at the next meeting of the shareholders of the Company at which the director's seat will be subject to election and (ii) the Board accepts this resignation following such failure. In order to receive a sufficient number of votes pursuant to this guideline, a director must receive in an Uncontested Election more votes cast for than against his or her election or re-election. The requirement for receiving a "sufficient number of votes" set forth above shall not apply to a Contested Election.</p> <p>An Uncontested Election shall occur in an election of directors that does not constitute a Contested Election. A Contested Election shall occur in an election of directors when (i) the Secretary of the Company receives a notice that a shareholder has nominated a person for election to the Board in compliance with the advance notice requirements for shareholder nominees for director set forth in our Articles and (ii) such nomination has not been withdrawn by such shareholder on or prior to the day next preceding the date the Company first mails its notice of meeting for such meeting to the shareholders. The Board shall request a statement from any person nominated as a director by other than the Board as to whether that person will also submit an irrevocable letter of resignation upon the same terms as a person nominated by the Board.</p>

<sup>350</sup> The Toro Company appears to have been the first company to have adopted a director resignation policy in the form of a bylaw amendment. This bylaw, like that of Agilent Technologies, Inc., AGL Resources Inc., Allegheny Energy, Inc., Continental Airlines, Inc., Darden Restaurants, Inc., DPL, Inc., Equitable Resources, Inc., Exelon Corporation, FreightCar America, Inc., Genworth Financial, Inc., HNI Corporation, International Paper Company, J.C. Penney Company, Inc., LaSalle Hotel Properties, M&T Bank Corporation, Mack-Cali Realty Corporation, The McGraw-Hill Companies, Inc., Media Sciences International, Inc., MetLife, Inc., MGIC Investment Corporation, Newpark Resources, Inc., Qualcomm Incorporated, Schering-Plough Corporation, Smithtown Bancorp, Inc., T. Rowe Price Group, Inc., Time Warner Inc., Washington Mutual, Inc., and Zions Bancorporation is essentially a "plurality-plus" policy in the form of a bylaw.

<sup>351</sup> In connection with the adoption of the majority voting policy set forth above, the board received from each director an executed irrevocable resignation consistent with the policy. Pursuant to clause (ix) of the policy, the Corporate Governance Committee is explicitly permitted to take into account whether the quorum present and voting is significantly smaller than in prior elections. This clause highlights the fact that majority voting has the potential to magnify the influence of minority holders and activists. Transocean Inc. is a Cayman Islands corporation which is headquartered in the U.S.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>If a nominee who has submitted a letter of resignation does not receive a sufficient number of votes in an Uncontested Election pursuant to these guidelines, the Corporate Governance Committee shall promptly consider the resignation letter of that nominee, and recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Corporate Governance Committee will consider all factors deemed relevant by the Committee, which may include, without limitation, (i) the stated reasons why shareholders voted against such nominee, (ii) any length of service and qualifications of the nominee whose resignation has been tendered, (iii) any contributions by the nominee to the Company, (iv) whether the acceptance of the nominee's resignation would cause there to be no financial expert on the audit committee, (v) whether the acceptance of the nominee's resignation would cause the Board to have less than a majority of independent directors, (vi) whether the acceptance of the nominee's resignation would cause the Company to fail to satisfy stock exchange listing requirements; (vii) whether the acceptance of the nominee's resignation would result in a default or breach under any loan covenants or other agreement, (viii) whether the acceptance of the nominee's resignation would trigger a significant payment under an executive employment contract(s) or other contract(s) and (ix) whether the quorum present and voting in the Uncontested Election was significantly less than the quorum for prior elections. The Board will act on the Corporate Governance Committee's recommendation within 90 days following certification of the shareholder vote. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant to its decision.</p> <p>Thereafter, the Board will promptly disclose its decision regarding whether or not to accept the nominee's resignation letter in a Form 8-K furnished to the Securities and Exchange Commission or other broadly disseminated means of communication.</p> <p>The Board will recommend that any nominee whose resignation is under consideration abstain from participation in the Corporate Governance Committee recommendation or Board action regarding whether to accept the nominee's resignation.</p>
<p>The Travelers Companies Inc. (f/k/a The St. Paul Travelers Companies, Inc.)<sup>352</sup> (5/1/07 Charter and 5/2/06 Policy, replacing 12/13/06 Policy)</p>	<p>Charter and Policy</p>	<p><u>Charter:</u> ARTICLE VII</p> <p>Subject to the rights, if any, of the holders of one or more classes or series of preferred or preference stock issued by the Corporation, voting separately by class or series to elect Directors in accordance with the terms of such preferred or preference stock, each Director shall be elected at a meeting of shareholders by the vote of the majority of the votes cast with respect to the Director, provided that Directors shall be elected by a plurality of the votes present and entitled to vote on the election of Directors at any such meeting for which the number of nominees (other than nominees withdrawn on or prior to the day preceding the date the Corporation first mails its notice for such meeting to the shareholders) exceeds the number of Directors to be elected. For purposes of Article VII, action at a meeting shall mean action at a meeting which satisfies the notice and quorum requirements imposed by the bylaws of the Corporation, except as otherwise provided by law, and a majority of the votes cast means that the votes entitled to be cast by the holders of all then outstanding shares of voting stock of the Corporation that are voted "for" a Director must exceed the votes entitled to be cast by the holders of all then outstanding shares of voting stock of the Corporation that are voted "against" that Director.</p> <p><u>5/2/07 Amended Version of Policy:</u> <b>V. Majority Vote</b></p>

<sup>352</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals. The proposal received support from 59% of votes cast, per ISS. See Growing Support. Thereafter, the company adopted the policy set forth above. Management's majority vote charter amendment was described in the definitive proxy statement filed on Mar. 23, 2007 at 27-28. The accompanying disclosure indicated that if the charter amendment were approved, the existing majority vote policy would be amended to conform to the "description of the calculation of the majority vote to the new provision in the articles." See definitive proxy statement filed on Mar. 23, 2007 at 28. The charter amendment proposal passed, receiving support from approximately 88.5% of votes represented at the annual meeting (including abstentions). See Quarterly Report on Form 10-Q filed on May 2, 2007 at 73-74. The company's majority vote policy was amended to reflect the counting of "for" and "against" votes, as described in the definitive proxy statement. However, the policy was not amended to provided that it applies to incumbent candidates only. Nonetheless, the majority vote charter amendment effectively limits the application of the policy to incumbents.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>In an uncontested election of directors at which a quorum is present, if any nominee for director receives a greater number of votes “against” his or her election than votes “for” such election, such person shall promptly tender his or her resignation to the Board following certification of the shareholder vote.</p> <p>The Nominating and Governance Committee will consider the tendered resignation and make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken (e.g., maintain the director but address what the Committee believes to be the underlying cause of the against votes). The Board will act on the tendered resignation, taking into account the Nominating and Governance Committee’s recommendation, and publicly disclose its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation, and the Board in making its decision, each may consider any factors or other information that it considers appropriate and relevant.</p> <p>Any director who tenders his or her resignation under such circumstances will not participate in the deliberations of either the Nominating and Governance Committee or the Board with respect to his or her resignation. If each member of the Nominating and Governance Committee receives a greater number of votes “against” his or her election than votes “for” such election at the same election, however, then the independent directors who did receive a greater number of votes “for” such election shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. If only three or fewer such independent directors received a greater number of “for” votes than votes “against”, then all of the independent directors, excluding the director whose particular resignation is being considered, shall constitute a committee to consider such resignation and recommend to the Board whether to accept it.</p> <p>If a director’s tendered resignation is not accepted by the Board under these circumstances, the director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier death, resignation or removal. If such a director’s resignation is accepted by the Board, however, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board.</p> <p>This governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p> <p><u>12/13/06 Version of Policy:</u></p> <p><b>VI. Majority Vote</b></p> <p>In an uncontested election of directors at which a quorum is present, if any nominee for director receives a greater number of votes “withheld” from his or her election than votes “for” such election, such person shall promptly tender his or her resignation to the Board following certification of the shareholder vote.</p> <p>The Nominating and Governance Committee will consider the tendered resignation and make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken (e.g., maintain the director but address what the Committee believes to be the underlying cause of the withheld votes). The Board will act on the tendered resignation, taking into account the Nominating and Governance Committee’s recommendation, and publicly disclose its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation, and the Board in making its decision, each may consider any factors or other information that it considers appropriate and relevant.</p> <p>Any director who tenders his or her resignation under such circumstances will not participate in the deliberations of either the Nominating and Governance Committee or the Board with respect to his or her resignation. If each member of the Nominating and Governance Committee receives a greater number of votes “withheld” from his or her election than votes “for” such election at the same election, however, then the independent directors who did receive a greater number of votes “for” such election shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. If only three or fewer such independent directors received a greater number of “for” votes than votes “withheld”, then all of the independent directors, excluding the director whose particular resignation is being considered, shall constitute a committee to consider such resignation and recommend to the Board whether to accept it.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>If a director's tendered resignation is not accepted by the Board under these circumstances, the director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If such a director's resignation is accepted by the Board, however, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board.</p> <p>This governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
TreeHouse Foods, Inc. (2/15/07)	Policy	<p><b>8. Majority Voting Policy in the Election of Directors.</b> In an uncontested election, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee shall promptly consider the resignation offer, and a range of possible responses based on the circumstances that led to the Majority Withheld Vote, if known, and make a recommendation to the Board. The Board will act on the Nominating and Corporate Governance Committee's recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the Director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.</p> <p>Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>However, if a majority of the members of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p>
Trimeris, Inc. <sup>353</sup> (8/23/05)	Bylaw	<p>Any election by the stockholders shall be determined by a plurality of the votes cast by the stockholders entitled to vote at the election, provided that at each stockholders meeting beginning with the annual meeting of stockholders in 2006, the affirmative vote of the holders of a majority of the stock present or represented and voting at such meeting is required to elect each Director.</p>
Tupperware Brands Corporation <sup>354</sup> (5/16/07 Bylaw and 2007 Policy)	Bylaw (including director resignation policy) and	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>Section 2.8. Procedure for Election of Directors and Action on Other Matters. Election of directors at all meetings of the stockholders at which directors are to be elected shall be by written ballot, and, subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specific circumstances, a nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's</p>

<sup>353</sup> This bylaw amendment was adopted by the board subject to stockholder approval of a charter amendment eliminating plurality vote standard in director elections. The stockholders then approved the charter amendment. The company's charter was also concurrently amended to declassify the board.

<sup>354</sup> According to page 32 of the definitive proxy statement filed on Mar. 30, 2007, the board sought stockholder approval of an amendment to Article Eighth of its charter to eliminate the requirement that directors be elected by a plurality vote. The charter amendment was approved at the 2007 annual meeting. See Quarterly Report on Form 10-Q filed on Aug. 2, 2007 at 36. The company specifically stated: "If the stockholders approve this Charter amendment, the Board will amend the By-laws to require that directors be elected by a majority voting standard in uncontested elections and by a plurality voting standard in contested elections (as described further below)." See definitive proxy statement filed on Mar. 30, 2007 at 32. Note that the board did not seek stockholder approval to include the proposed majority voting standard in the company's charter. The majority vote policy indicates that a tendered resignation will be considered at the time of renomination, which is inconsistent with the majority vote bylaw. The company's majority vote bylaw requires the board to consider and act upon a tendered resignation within 90 days after certification of the stockholder vote.

The definitive proxy statement filed on Mar. 30, 2007 also included management proposals to: (a) amend the company's charter to reduce from 80% to a simple majority, the vote required for stockholders to remove directors, amend the bylaws or amend certain charter provisions at 33-35 and (b) amend the company's charter to reduce to a simple majority the vote required for stockholders to approve certain "Business Combinations," as defined in Article IX of the charter as well as amendments to Article IX at 35-36. Those proposals were approved. See Quarterly Report on Form 10-Q filed on Aug. 2, 2007 at 36.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
	Policy	<p>election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 2.7 of these By-laws and (ii) such nomination has not been withdrawn by such stockholder on or before the tenth day before the Corporation first mails its notice of meeting for such meeting to the stockholders. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee. If a director is not reelected by the vote required herein, such director shall promptly tender his or her resignation to the Board of Directors, which may be conditioned on acceptance by the Board of Directors. If a resignation is so conditioned on acceptance by the Board of Directors, the Nominating and Governance Committee shall make a recommendation to the Board of Directors on whether to accept or reject such resignation, or whether other action should be taken. The Board of Directors shall act on such resignation taking into account the recommendation of the Nominating and Governance Committee and shall publicly disclose its decision and the reasons for it within 90 days from the date the Inspector or Inspectors of Election certify the results of the applicable election. The director who tenders his or her resignation shall not participate in the decisions of the Nominating and Governance Committee or the Board of Directors that concern such resignation. Except as otherwise provided by law, the Certificate of Incorporation or these By-laws, all matters other than the election of directors submitted to the stockholders at any meeting shall be decided by a majority of the votes cast affirmatively or negatively with respect thereto.</p> <p><u>Policy:</u></p> <p>Upon a director's change of principal occupation or failure to obtain a majority of votes cast by shareholders for re-election to the board in an uncontested election, such director shall submit a resignation letter to the Chairperson of the Nominating and Governance Committee, which committee will evaluate the director's status at the time of renomination.</p>
TXU Corp. <sup>355</sup> (2/16/06)	Policy	<p>In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation to the Nominating and Governance Committee following certification of the shareholder vote.</p> <p>After consideration of relevant facts and circumstances, including Board composition needs and regulatory requirements, the Nominating and Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it, reject it, cure the underlying cause(s) of the Majority Withheld Vote or take other action deemed appropriate by the Nominating and Governance Committee. The Board will act on the Nominating and Governance Committee's recommendation within 90 days following certification of the shareholder vote.</p> <p>Thereafter, the Board will promptly disclose its decision whether to accept the director's resignation offer (and the reasons for rejecting the resignation offer or taking other action, if applicable) in a filing with the SEC.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee recommendation or Board action regarding whether to accept the resignation offer. If each member of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.</p>

<sup>355</sup> The UBCJA submitted a non-binding majority proposal for 2006. See [Majority Election Proposals](#) and definitive proxy statement filed on Apr. 5, 2006 at 43-45. The 2006 proposal received support from 46% of votes cast, per ISS. See [Growing Support](#). See also Press Release, TXU Corp. (May 19, 2006). TXU Corporation was acquired by a group of investors including Kohlberg Kravis Roberts & Co., Texas Pacific Group and Goldman Sachs Capital Partners in a transaction that closed on Oct. 10, 2007. Press Release, TXU Corporation (Oct. 10, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Tyco Electronics Ltd. <sup>356</sup> (6/28/07 Bylaw and 6/30/07 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>25. <u>Voting.</u> Subject to Bye-Laws 69 and 69, (i) at all general meetings of the shareholders at which a quorum is present any question or proposal shall be decided by the affirmative vote of the holders of a majority of the total number of votes of the issued shares present in person or represented by proxy and entitled to vote on such question on the relevant record date, voting as a single class, except as otherwise required by law, the Memorandum of Association or these Bye-laws; and (ii) the affirmative vote of the holders of a majority of the issued shares outstanding on the relevant record date shall be required to approve an amalgamation pursuant to the Companies Act. Votes may be communicated in the form of electronic records pursuant to the Companies Act.</p> <p><u>Policy:</u></p> <p>Directors are elected by an affirmative vote of a majority of the votes cast by shareholders at the annual meeting and they serve for one-year terms. Any nominee for Director who does not receive a majority of votes cast from the shareholders is not elected to the Board. The sitting Director will remain in office until a new Director is elected, which shall take place in a timely manner.</p>
Tyco International Ltd. <sup>357</sup> (Preexisting 3/25/04 bylaw and 12/06 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>24. <u>Voting.</u> At all general meetings of the shareholders at which a quorum is present any question or proposal shall be decided by the affirmative vote of the holders of a majority of the total number of votes of the issued shares present in person or represented by proxy and entitled to vote on such question on the relevant record date, voting as a single class, except as otherwise required by law, the Memorandum of Association or these Bye-laws.</p> <p><u>Policy:</u></p> <p>Directors are elected by an affirmative vote of a majority of the votes cast by shareholders at the annual meeting and they serve for one-year terms. Any nominee for Director who does not receive a majority of votes cast from the shareholders is not elected to the board. The sitting director will remain in office until a new director is elected, which shall take place in a timely manner.</p>
UCBH Holdings, Inc. (effective 3/15/07)	Bylaw (including director resignation policy)	<p>ARTICLE III</p> <p>Section 2. Number, Election and Term of Office. . .</p> <p>The directors, other than those who may be elected by the holders of any class or series of preferred stock, shall be divided, with respect to the time for which they severally hold office, into three (3) classes, with the term of office of the first class to expire at the first annual meeting of stockholders, the term of office of the second class to expire at the annual meeting of stockholders one (1) year thereafter and the term of office of the third class to expire at the annual meeting of stockholders two (2) years thereafter, with each director to hold office until his or her successor shall have been duly elected and qualified. At each annual meeting of stockholders, directors elected to succeed those directors whose terms then expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election, with each director to hold office until his or her successor shall have been duly elected and qualified. Except as provided in Section 11 below, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director. If a sitting director is not elected, the director shall tender his or her resignation to the Board. The</p>

<sup>356</sup> Tyco Electronics Ltd. is a Bermuda corporation which was split-off from Tyco International Ltd. on Jun. 29, 2007. Press Release, Tyco Electronics Ltd. (Jun. 29, 2007). Tyco International Ltd. had a preexisting majority vote standard. Section 77(2) of the Bermuda Companies Act 1981 requires majority voting at annual general meetings. The majority vote provisions set forth above do not contain a carve-out for contested elections.

<sup>357</sup> Tyco International is a Bermuda corporation. Section 77(2) of the Bermuda Companies Act 1981 requires majority voting at annual general meetings. The majority vote provisions set forth above do not contain a carve-out for contested elections.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		Nominating Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Nominating Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board's decision.
Union Bankshares Company <sup>358</sup> (not yet effective?)	(company's majority vote charter amendment proposal approved at 2007 annual meeting)	<p><u>Proposed Charter Amendment:</u></p> <p>ARTICLE 12:</p> <p>Directors shall be elected by the affirmative vote of a majority of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. Directors shall be elected at the annual meeting of shareholders and each director elected shall serve until his or her term expires and until his or her successor shall have been elected and qualified or until his or her earlier resignation or removal from office. An incumbent nominee for director who fails to receive the shareholder vote required by this Article shall resign no later than 90 calendar days after the date of the annual meeting of shareholders at which such election was held.</p>
Union Pacific Corporation <sup>359</sup> (10/1/07 Bylaw,	Bylaw (including 90-day	<u>10/1/07 Amended Version of Bylaw:</u>

<sup>358</sup> According to page 27 of the definitive proxy statement filed on May 11, 2007: "By requiring mandatory resignation, the Company ensures that any director who does not receive the required shareholder vote will not continue to serve on the Board." Nonetheless, there may be practical issues as to how the board can force an incumbent director to resign. The charter amendment proposal is set forth on pages 26-27 of the definitive proxy statement filed on May 11, 2007. The proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 10, 2007 at 21. A definitive proxy statement filed on May 16, 2007 by Financial Analytics Investment Corporation indicated an intention to nominate two candidates to run in opposition to board nominees.

<sup>359</sup> The SMWIA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 24, 2006 at 46-49. The proposal received support from 53% of votes cast, per ISS. See Growing Support. Thereafter, the company adopted the Sep. 28, 2006 bylaw set forth above. The company's majority vote policy, adopted on Feb. 22, 2007, provided that a tendered resignation would be accepted "absent a compelling reason", which is a standard first utilized by General Electric Company. The SMWIA also presented a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 28, 2007 at 22-23. That proposal passed, receiving support from approximately 50.3% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Jul. 26, 2007 at 34 and UP Shareholders Approve Majority Voting Resolution, Associated Press, May 4, 2007. According to Item 8.01 of the Current Report on Form 8-K filed on Oct. 2, 2007:

Section 9 of Article I of the By-Laws was amended to provide for majority voting in connection with the uncontested election of directors. The Board considered, among other things, applicable changes to the Utah Revised Business Corporation Act (the Act) regarding the standards for election of directors and a nonbinding shareholder proposal approved by the shareholders of the Company at its Annual Meeting in 2007 that recommended the Company amend its certificate of incorporation or its by-laws to adopt a majority voting standard. Under the majority voting provisions of the amended By-Laws and the applicable provisions of the Act, a nominee for director in an uncontested election will be elected to a full term of office if he or she receives more "for" votes than "against" votes. If the nominee does not receive more "for" votes than "against" votes, he or she will be elected to a shortened term of not more than 90 days.

The company's corporate governance guidelines were also amended on Oct. 1, 2007 to specify: "Election of Directors - Majority Voting. Directors shall be elected by majority vote pursuant to the Company's By-Laws." For a discussion of recent Utah legislation which permits a limited form of majority voting, see Note 394.

Concurrently with adopting the Oct. 1, 2007 majority vote bylaw, the board also adopted bylaw amendments to: (a) include provisions regarding emergency board meetings and (b) provide that the compensation paid to directors will be determined by resolution of the board in a manner consistent with the company's corporate governance guidelines, which compensation will be disclosed annually in the company's proxy statement. See Item 8.01 of the Current Report on Form 8-K filed on Oct. 2, 2007.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
replacing 9/28/06 plurality-plus Bylaw and 2/22/07 Policy)	term limit for holdover directors)	<p>ARTICLE I</p> <p>SECTION 9. Stockholders may take action on a matter at a meeting only if a quorum exists with respect to that matter. Unless the articles of incorporation or the Act provide otherwise, a majority of the votes entitled to be cast on the matter, represented in person or by proxy, constitutes a quorum for action on that matter. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting. If a quorum exists, action on a matter, other than the election of directors, by stockholders is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the articles of incorporation or the Act require a greater number of affirmative votes.</p> <p>The Company elects to be governed by Section 16-10a-1023(2) of the Act with respect to the election of directors. Pursuant to that provision, at each meeting of the stockholders for the election of directors at which a quorum is present, each director shall be elected by the vote of a majority of the votes cast, except in the event of a contested election in which Section 16-10a-1023(3) of the Act is applicable. For purposes of this Section 9, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of shares voted “against” that director. If a nominee receives more votes “against” than “for” his or her election at a meeting at which a quorum is present and Section 16-10a-1023(3) of the Act is not applicable, then under Section 16-10a-1023(2)(c) of the Act such individual shall serve as a director for an abbreviated term that terminates on the earlier of: (i) 90 days after the day on which the Company certifies the voting results; or (ii) the day on which a person is selected by the Board of Directors to fill the office held by the director. In the event of a contested election for which Section 16-10a-1023(3) of the Act is applicable, unless otherwise provided in the articles of incorporation or the Act, directors shall be elected by a plurality of the votes cast by the shares entitled to vote at a meeting at which a quorum is present.</p> <p><u>9/28/06 Version of Bylaw (consisting of director resignation policy tied to a plurality standard):</u></p> <p>Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. However, any nominee for director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) shall immediately tender his or her resignation following certification of such stockholder vote. The Corporate Governance and Nominating Committee shall promptly consider the director’s resignation offer and make a recommendation to the Board. If a majority of the directors serving on the Corporate Governance and Nominating Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. The Board shall act on the recommendation of the Corporate Governance and Nominating Committee (or comparable committee appointed by the Board) within 90 days following certification of the stockholder vote. The Corporate Governance and Nominating Committee shall make a recommendation to the Board on whether to accept the director’s resignation offer, taking into account such factors as the Corporate Governance and Nominating Committee may in its discretion determine appropriate, and the Board shall vote on whether to accept such offer. Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the director’s resignation offer in a Form 8-K furnished to the Securities and Exchange Commission. For this purpose, an “uncontested election” shall mean that, on the record date for the meeting at which directors are to be elected, the number of nominees does not exceed the number of directors to be elected.</p> <p><u>Former Policy:</u></p> <p><i>Director Resignation Policy.</i> Any nominee for director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) shall immediately tender his or her resignation following certification of such shareholder vote. For this purpose, an “uncontested election” shall mean that, on the record date for the meeting at which directors are to be elected, the number of nominees does not exceed the number of directors to be elected. The Corporate Governance and Nominating Committee shall promptly consider the director’s resignation offer and make a recommendation to the Board. If a majority of the directors serving on the Corporate Governance and Nominating Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>the Board whether to accept them. The Board shall act on the recommendation of the Corporate Governance and Nominating Committee (or comparable committee appointed by the Board) within 90 days following certification of the shareholder vote. Absent a compelling reason for the director to remain on the Board or the Board's determination that it is in the best interests of the Company for the individual to continue to serve as a director, and public disclosure of that reason, the Corporate Governance and Nominating Committee shall recommend that the Board accept the director's resignation offer and the Board shall accept such offer. In considering whether it is in the best interest for an individual to continue to serve as a director, the Corporate Governance and Nominating Committee and Board shall be entitled to consider all factors believed relevant by such Committee's and the Board's members, including any stated reasons for shareholders' "withheld" votes, whether the underlying concerns of the "withheld" votes are curable, the factors, if any, set forth in the Company's Corporate Governance Guidelines and Policies or other policies that are to be considered by the Corporate Governance and Nominating Committee in evaluating potential candidates for the Board, the length of service of such director, and such director's contributions to the Company. Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission. Any director who tenders his or her resignation as the result of a Majority Withheld Vote shall recuse himself or herself from the related decision-making processes of the Corporate Governance and Nominating Committee and the Board. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers. If the Board accepts a director's resignation as the result of a Majority Withheld Vote, the Corporate Governance and Nominating Committee shall recommend to the Board whether to fill such vacancy or reduce the size of the Board.</p>
<p>Unisys Corporation<sup>360</sup> (2/8/07 Bylaw, replacing 2/9/06 Policy)</p>	<p>Bylaw (including director resignation policy)</p>	<p><u>Bylaw:</u></p> <p>SECTION 7. Required Vote for Directors</p> <p>(a) Required Vote. Each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. For purposes of this bylaw, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that director's election.</p> <p>(b) Resignation. If a nominee for director who is an incumbent director does not receive the vote required by Article I, Section 7(a) of these bylaws at any meeting at which he or she has been nominated for election and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the Board of Directors in accordance with the irrevocable undertaking specified in Article I, Section 8 of these bylaws or any other commitment, undertaking or agreement of such director. The Nominating and Corporate Governance Committee (or such other committee as the Board of Directors may appoint in accordance with Article II, Section 10 of these bylaws) shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this bylaw, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to</p>

<sup>360</sup> Concurrently with announcing a majority vote policy, Unisys Corporation announced that it would not renew its shareholder rights plan when it expires, and that its board had adopted a governance policy limiting the circumstances in which it will adopt a shareholder rights plan in the future. Press Release, Unisys Corporation (Feb. 16, 2006).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>the provisions of Article II, Section 3 of these bylaws or may decrease the size of the Board of Directors pursuant to the provisions of Article II, Section 1 of these bylaws.</p> <p>SECTION 8. Directors' Questionnaire, Representation and Agreement.</p> <p>To be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Article II, Section 5 of these bylaws) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request), which agreement shall (i) include an irrevocable undertaking to tender his or her resignation in the event that such director does not receive the vote required by Article I, Section 7(a) of these bylaws at any meeting at which he or she has been nominated for election and no successor has been elected at such meeting and (ii) provide that such person (A) will abide by the requirements of Article I, Sections 7(a) and (b) of these bylaws. . . and (D) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation.</p>
		<p><u>Former Policy:</u></p> <p>The Board is committed to the principle that directors should be elected only if they receive the votes of a majority of the shares voted at an uncontested election. To that end the Board has decided to adopt the majority voting policy outlined below.</p> <p>In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will promptly tender his or her resignation to the Chairman of the Board following certification of the stockholder vote.</p> <p>The Nominating and Corporate Governance Committee will promptly consider the resignation submitted by a director receiving a greater number of votes "withheld" from his or her election than votes "for" his or her election, and the Nominating and Corporate Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Nominating and Corporate Governance Committee including, without limitation, the stated reasons why stockholders "withheld" votes for election from such director, the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Company, and these Guidelines on Significant Corporate Governance Issues.</p> <p>The Board will act on the Nominating and Corporate Governance Committee's recommendation no later than 90 days following the date of the stockholders' meeting where the election occurred. In considering the Nominating and Corporate Governance Committee's recommendation, the Board will consider the factors considered by the Nominating and Corporate Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Nominating and Corporate Governance Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that one or more directors' resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Corporate Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation.</p> <p>This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		The Board recognizes the ongoing discussion of a variety of potential means of implementing majority voting for directors, including possible changes in Delaware corporate law, and accordingly intends to monitor this discussion and review these corporate governance guidelines in light of further developments.
United Community Banks, Inc. (2006)	Policy	According to page 19 of the definitive proxy statement filed on 3/23/07:  United's Board of Directors adopted a policy in 2006 that nominees for director who are elected but receive less than a majority of the votes cast for the election of directors be asked to resign. United's policy allows the Board to waive this majority vote requirement where a general campaign against the election of a class of directors of public companies resulted in a United nominee being elected with less than a majority vote without consideration of the particular facts and circumstances applicable to the individual United nominee. A waiver of the majority vote requirement will not be permitted if the votes cast resulted from a campaign directed specifically against the election of an individual United nominee, even in circumstances where a majority of the Board of Directors disagrees with those voting against that director's election.
UnitedHealth Group Incorporated <sup>361</sup> (Charter effective 5/29/07 and 1/31/06 Policy)	Charter and Policy	<u>Charter:</u>  4. <i>Election of Directors.</i>  (a) Subject to the rights, if any, of the holders of one or more series of Preferred Stock, voting separately by series to elect directors in accordance with the terms of such Preferred Stock, each director shall be elected by the vote of a majority of the votes cast with respect to the director at a meeting of shareholders called for such purpose at which a quorum is present. For purposes of this paragraph (a), "a majority of the votes cast" means that the number of votes cast "for" a director must exceed the number of votes cast "against" that director.  (b) Notwithstanding paragraph (a) of this Article 4, directors shall be elected by a plurality of the votes present and entitled to vote on the election of directors at any such meeting for which the number of nominees (other than nominees withdrawn on or before the day preceding the date the corporation first mails its notice for such meeting to the shareholders) exceeds the number of directors to be elected.

<sup>361</sup> The UBCJA submitted a non-binding majority proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Apr. 7, 2006 at 33-35. The 2006 proposal received support from 44% of votes cast, per ISS. See Growing Support. See also Apology Issued on Stock Options, N.Y. Times, May 3, 2006, §C at 7. On Jan. 30, 2007, the company announced that its board had approved amendments to the company's charter and bylaws which would be submitted to a vote by stockholders at the 2007 annual meeting. According to the press release announcing the board action: "If these changes are approved by the shareholders, directors would be required to receive a majority of the votes cast in a director election, except in contested elections. The Company will retain its existing director resignation policy, under which incumbent directors who fail to receive a majority vote in favor of their re-election must submit a resignation for consideration by the Board." Press Release, UnitedHealth Group Incorporated (Jan. 31, 2007).

The board also approved changes to the charter and bylaws, to be submitted for stockholder approval at the 2007 annual meeting, to declassify the board and remove supermajority stockholder approval requirements. Press Release, UnitedHealth Group Incorporated (Jan. 31, 2007).

Management's 2007 majority vote charter amendment proposal is set forth on pages 86-88 of the definitive proxy statement filed on Apr. 30, 2007. The charter amendment proposal passed with support in excess of 90%. See Press Release, UnitedHealth Group Incorporated (May 28, 2007) and Quarterly Report on Form 10-Q filed on Aug. 6, 2007 at 50. According to page 87 of the definitive proxy statement: "If the amendment is adopted, the Company would retain its director resignation policy to address a Minnesota statute that allows a director who was not elected to retain his or her position until a replacement director is elected to the Board." Although the existing policy does not specify that it is limited to incumbent directors who fail to receive the requisite vote, as a practical matter, it is so limited by the majority vote charter amendment. Management proposals to: (a) declassify the board, (b) eliminate supermajority vote requirements for the removal of directors and (c) eliminate supermajority vote requirements relating to certain business combinations are set forth on pages 88-89, 89-90 and 90-91, respectively, of the definitive proxy statement filed on Apr. 30, 2007. Those proposals passed with support in excess of 90%. See Press Release, UnitedHealth Group Incorporated (May 28, 2007) and Quarterly Report on Form 10-Q filed on Aug. 6, 2007 at 50. CalPERS non-binding proxy access proposal (which had originally been submitted in the form of a binding bylaw amendment) is set forth on pages 100-102 of the definitive proxy statement. See Ted Allen, Another Vote on Proxy Access, ISS Governance Weekly, April 20, 2007 (discusses the form in which the proposal was originally submitted). The proxy access proposal did not pass, receiving support from approximately 45.3% of votes cast (excluding abstentions), according to Item 8.01 of the Current Report on form 8-K filed on May 30, 2007. For a general discussion of proxy access, see Note 18.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p>In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote. The Nominating Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Nominating Committee’s recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose their decision whether to accept the Director’s resignation offer (or the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Company press releases typically are distributed. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Nominating Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p>
United Natural Foods, Inc. (9/13/07)	Bylaw (including director resignation policy)	<p>SECTION 1.9. Action at Meeting. When a quorum is present at any meeting, the holders of a majority of the stock present or represented and voting on a matter (or if there are two or more classes of stock entitled to vote as separate classes, then in the case of each such class, the holders of a majority of the stock of that class present or represented and voting on a matter) shall decide any matter to be voted upon by the stockholders at such meeting, except when a different vote is required by express provision of law, the Certificate of Incorporation or these Bylaws. Except as provided in Article II, Section 2.6 of these Bylaws, each director shall be elected by the vote of the majority of the votes cast with respect to that director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section 1.9, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast against that director. If a nominee who already serves as a director is not elected, such director shall offer to tender his or her resignation to the Board. The Nominating and Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results.</p>
United Rentals, Inc. <sup>362</sup> (4/4/07 Bylaw, replacing 2006 Policy, as amended 9/21/06)	Bylaw (including director resignation policy)	<p><u>Bylaw:</u></p> <p>SECTION 3.08. <u>Election of Directors.</u> Except as provided in Section C of Article VI of the Corporation’s Amended and Restated Certificate of Incorporation (Newly-Created Directorships and Vacancies), each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present; provided, that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote in such election on the election of directors. For purposes of this Section 3.08, a majority of the votes cast means that the number of votes cast “for” a director must exceed the number of votes cast “against” that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who offers to tender his or her resignation will not participate in the Board of Director’s decision.</p>

<sup>362</sup> The SMWIA submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on May 1, 2006 at 48-50. According to page 35 of the Quarterly Report on Form 10-Q filed on Aug. 8, 2006, the stockholder proposal on majority voting was not presented at the meeting, and, accordingly, no vote was taken. Concurrently with adopting a majority vote bylaw, the board approved, subject to obtaining stockholder approval at the 2007 annual meeting, declassifying the board. See Item 5.03 of the Current Report on Form 8-K filed on Apr. 4, 2007 and definitive proxy statement filed on Apr. 30, 2007 at 53. Stockholders approved the declassification proposal at the 2007 annual meeting. See Item 8.01 and Exhibit 3.1 of the Current Report on Form 8-K filed on Jun. 8, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>9/21/06 Amended Version of Policy:</u></p> <p>The policy originally adopted by United Rentals, Inc, was amended by inserting the following sentence at the end of Section 1.5.3 of the policy:</p> <p>However, if less than two independent directors did not receive a Majority Withheld Vote in the same election, then all independent directors (as well as any management or non-independent directors who did not receive a Majority Withheld Vote) may participate in the action regarding whether to accept the resignation offers.</p> <p><u>Original 2006 Policy:</u></p> <p>1.5 <u>Election of Directors</u></p> <p>1.5.1 In an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the shareholder vote. The Nominating and Corporate Governance Committee shall promptly consider the resignation offer and make a recommendation to the Board. In determining its recommendation to the Board, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reason or reasons why shareholders who cast “withhold” votes for the director did so, the qualifications of the director (including, for example, whether the director serves on the audit committee of the Board as an “audit committee financial expert” and whether there are one or more other directors qualified, eligible and available to serve on the audit committee in such capacity), and whether the director’s resignation from the Board would be in the best interests of the Company and its shareholders. The Committee also will consider a range of possible alternatives concerning the director’s tendered resignation as the members of the Nominating and Corporate Governance Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Nominating and Corporate Governance Committee to have substantially resulted in the “withheld” votes. The Board will act on the Nominating and Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote</p> <p>1.5.2 Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the director’s resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.</p> <p>1.5.3 Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.</p> <p>1.5.4 This policy will be disclosed annually in the Company’s annual meeting proxy statement.</p>
United Technologies Corporation <sup>363</sup>	Bylaw and Policy (amended)	<p><u>Bylaw:</u></p> <p>The directors shall be elected annually. Each director shall be elected by a majority of the votes cast with respect to that director at a meeting for</p>

On Oct. 19, 2007, the stockholders of United Rentals, Inc. approved a merger agreement providing for the purchase of the company by affiliates of Cerberus Capital Management, L.P. The company indicated that it expects the transaction to close in Nov. 2007. Press Release, United Rentals, Inc. (Oct. 19, 2007).

<sup>363</sup> AFSCME submitted a binding majority vote proposal for 2006 in the form of a bylaw amendment. United Technologies Corporation sought to exclude this proposal on the grounds it had been substantially implemented, but the SEC denied no action relief (letter available Jan. 19, 2006). The SMWIA also submitted a non-binding majority proposal for 2006 which the Company sought to exclude on the grounds of substantial implementation and substantial duplication of the AFSCME proposal. The SEC indicated that it did not object to exclusion on the grounds of substantial duplication (letter available Jan. 19, 2006). In connection with United Technologies Corporation’s adoption of a majority vote bylaw,

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(2/6/06 Bylaw and Policy, replacing 9/14/05 Policy, as previously amended on 12/6/05)	policy based on votes cast, although original policy based on votes outstanding)	<p>the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the nominees receiving the greatest number of votes shall be the directors.</p> <p><u>2006 Amended Version of Policy:</u></p> <p>In an uncontested election of directors, any nominee for director who is an incumbent director and receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “majority withhold vote”) will promptly tender his or her resignation to the Chairman of the Committee on Nominations and Governance following certification of the shareholder vote.</p> <p>The Committee on Nominations and Governance will promptly consider the tendered resignation and will recommend to the Board whether to accept or reject it. In assessing whether to accept or reject the tendered resignation, the Committee will consider all factors it deems relevant including, without limitation, the stated reasons why shareholders “withheld” votes from such director, the exercise of cumulative voting, the director’s length of service and qualifications, the director’s contributions to UTC, and UTC’s Corporate Governance Guidelines.</p> <p>The Board will act on the Committee’s recommendation no later than 90 days after the date of the shareholders’ meeting where the majority withhold vote occurred. The Board will consider the Committee’s recommendation and any additional information the Board believes to be relevant in deciding whether to accept the tendered resignation. UTC will promptly publicly disclose the Board’s decision (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>To the extent that the Board accepts one or more directors’ resignations, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding the tendered resignation. If a majority of the members of the Committee receive a majority withhold vote at the same election, then the independent directors who did not receive a majority withhold vote will appoint a Board committee amongst themselves solely to consider the tendered resignations and to recommend to the participating eligible Board members whether to accept or reject each resignation.</p> <p>This governance guideline will be summarized or included in each of UTC’s proxy statements relating to an election of directors.</p> <p><u>12/6/05 Amended Version of Policy:</u></p> <p>In an uncontested election of directors, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “majority withhold vote”) will promptly tender his or her resignation to the Chairman of the Committee on Nominations and Governance following certification of the shareholder vote.</p> <p>The Committee on Nominations and Governance will promptly consider the tendered resignation and will recommend to the Board whether to accept or reject it. In assessing whether to accept or reject the tendered resignation, the Committee will consider all factors it deems relevant including, without limitation, the stated reasons why shareholders “withheld” votes from such director, the exercise of cumulative voting, the director’s length of service and qualifications, the director’s contributions to UTC, and UTC’s Corporate Governance Guidelines.</p> <p>The Board will act on the Committee’s recommendation no later than 90 days after the date of the shareholders’ meeting where the majority withhold vote occurred. The Board will consider the factors considered by the Committee and any additional information the Board believes to be relevant in deciding whether to accept the tendered resignation. Following the Board’s decision, UTC will promptly publicly disclose that decision (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.</p>

AFSCME withdrew its proposal. See [Majority Vote or Pfizer](#). The 2006 amendment of the company’s policy applies only to incumbent directors, thus making the policy consistent with the company’s majority vote bylaw. As to cumulative voting generally, see Note 66.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>To the extent that the Board accepts one or more directors' resignations, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Committee received a majority withhold vote at the same election, then the independent directors who did not receive a majority withhold vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them.</p> <p>This governance guideline will be summarized or included in each of UTC's proxy statements relating to an election of directors.</p> <p><u>9/14/05 Version of Policy:</u></p> <p>Any director that receives a majority of outstanding shares designated "withheld" in an uncontested election shall tender his or her resignation for consideration by the Committee on Nominations and Governance. The Committee shall evaluate the best interests of the Corporation and its shareholders and shall recommend to the Board the action to be taken. The Committee may take into account the exercise of cumulative voting in making its recommendation. The Board shall act promptly with respect to such tendered resignation.</p>
Unum Group (f/k/a UnumProvident Corporation) <sup>364</sup> (2/14/06 Bylaw, effective as of 2/24/06, and Policy of unknown date)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>Except as provided in Section 3 of this Article, the directors to be elected at each Annual Meeting of Stockholders at which a quorum is present shall be elected by a majority of the votes cast at such Annual Meeting of Stockholders, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by a plurality of the shares represented in person or by proxy at such meeting and entitled to vote on the election of directors, and each director so elected shall hold office until the third Annual Meeting following such election and until his successor is duly elected and qualified, or until his earlier resignation, retirement or removal. For purposes of this Section, a majority of the votes cast means that the number of votes "for" a director must exceed 50% of the votes cast with respect to that director. Votes "against" will count as a vote cast with respect to that director, but "abstentions" will not count as a vote cast with respect to that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board. The Governance Committee will make a recommendation to the Board whether to accept or reject the resignation, or whether other action should be taken. If the director who tenders his or her resignation is a member of the Governance Committee, that director will not participate in the Committee's recommendation to the Board. The Board will act on the Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board's decision.</p> <p><u>Policy:</u></p> <p>As set forth in the Company's Amended and Restated Bylaws (the "Bylaws"), the Company has adopted a majority vote policy with respect to the election of its directors, which may be summarized as follows: In any non-contested election of directors, a director nominee shall be elected only if the number of votes "for" such nominee exceed 50% of the votes cast with respect to that nominee, excluding abstentions for purposes of determining the number of votes cast. Any nominee not so elected must offer to tender his or her resignation to the Board, and the Board will act upon the recommendation of the Governance Committee (excluding the nominee in question if a member of the Governance Committee) whether to accept or reject such resignation or whether other action should be taken. The Board will act on the Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The nominee in question will not participate in the Board's decision.</p>

<sup>364</sup> 2004 majority proposal from the UBCJA received support from 10.5% of the votes cast, per Georgeson Shareholder, see 2004 Georgeson Review at 15, while a 2005 non-binding majority proposal from the UBCJA received support from 53.3% of votes cast, per Georgeson Shareholder. See Georgeson Review at 25. The UBCJA also submitted a non-binding majority proposal for 2006 which it withdrew in connection with Unum Group's adoption of a majority vote bylaw including a director resignation policy. See Majority Vote or Pfizer.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
URS Corporation <sup>365</sup> (11/14/06)	Bylaw (including director resignation policy)	<p>Section 9. When a quorum is present at any meeting of stockholders, the vote of the holders of a majority of the stock having voting power, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which a different vote is required by express provision of applicable statutes or of the certificate of incorporation, in which case such express provision shall govern and control the decision of such question.</p> <p>(a) Notwithstanding the foregoing, each director to be elected by the stockholders shall be elected by the vote of the holders of a majority of the votes cast for the election of directors at any meeting at which a quorum is present; provided, however, that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of the holders of a plurality of the votes cast. For purposes of this section, a majority of the votes cast means that the number of votes cast "for" a director must exceed the number of votes cast "against" that director. Votes cast shall exclude abstentions with respect to a director's election.</p> <p>(b) If an incumbent director nominated for reelection at a stockholders meeting is not elected by the vote required by Section 9(a) above and no successor has been elected at such meeting, that director shall promptly tender his or her resignation to the board of directors, which resignation shall be irrevocable until either accepted or rejected by the board of directors. The Board Affairs [sic] Committee (or any successor committee established by the board of directors) shall make a recommendation to the board of directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The board of directors shall act on the tendered resignation, taking into account the Board Affairs Committee's (or successor committee's) recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within ninety (90) days from the date of the certification of the election results. The Board Affairs Committee (or successor committee) in making its recommendation, and the board of directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Board Affairs Committee (or successor committee) or the decision of the board of directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the board of directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the board of directors pursuant to this Section 9(b), or if a nominee for director who is not an incumbent director is not elected by the vote required by Section 9(a) above, then the board of directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 2 of Article III, or may decrease the size of the board of directors pursuant to the provisions of Section 1 of Article III.</p>
UTEK Corporation (subsequent to 2006 annual meeting)	Policy	<p>In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation following certification of the stockholder vote.</p> <p>The Nominating and Governance Committee shall promptly consider the resignation offer and a range of possible responses based on the circumstances that led to the Majority Withheld Vote, if known, and make a recommendation to the Board. The Board will act on the Nominating and Governance Committee's recommendation within 90 days following certification of the stockholder vote.</p>

<sup>365</sup> The MLPF submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 24, 2006 at 27-29. The proposal received support from 51% of votes cast, per ISS. See Growing Support. On Oct. 10, 2006, the company posted the following statement on its web site:

The Board Affairs Committee of URS' Board of Directors has recommended that the Board amend URS' Bylaws to adopt a majority vote standard for the election of directors. The URS Board of Directors will consider adopting the majority voting standard at its next regularly scheduled meeting in November. This new voting standard, which has been adopted by a number of major corporations recently and is consistent with best practices in corporate governance, would replace URS' current plurality voting standard. Under the new majority voting standard, in an uncontested election each nominee for election to the Board would be required to receive a majority of the votes cast in order to be elected to the Board. Any director who does not receive a majority of the votes cast in an uncontested election would be required to tender his or her resignation to the Board.

Thereafter, the company adopted the bylaw set forth above.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8 -K furnished to the Securities and Exchange Commission.</p> <p>Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee recommendation or Board action regarding whether to accept the resignation offer.</p> <p>However, if each member of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.</p> <p>However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all Directors may participate in the action regarding whether to accept the resignation offers.</p>
Valeant Pharmaceuticals International <sup>366</sup> (10/31/06)	Bylaw (including director resignation policy)	ARTICLE III SECTION 2. <u>Number, Classes, Qualifications, Election and Term of Office.</u>  (c) Directors need not be stockholders. To be eligible to be a nominee for election or reelection as a director, a person must deliver (in accordance with the time periods prescribed for delivery of notice in the Certificate of Incorporation) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made, and any other information required to be provided under the Certificate of Incorporation, (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (i) will abide by the requirements of this Section 2, (ii) is not and will not become a party to (A) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (B) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law, (iii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein, and (iv) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation.  (d) Except as provided in Section 11 of this Article, each director shall be elected by the vote of the majority of the votes cast with respect to that director at any annual meeting or special meeting called for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at such meeting and entitled to vote on the election of directors. For purposes of this Section, "a majority of the votes cast" means that the number of votes cast for a director's election exceeds fifty percent (50%) of the number of votes cast with respect to that director's election (excluding abstentions). In order for any incumbent director to become a nominee of the Board of Directors for further service on the Board of Directors, such person must tender an irrevocable resignation, contingent on (i) that person not receiving a majority of the votes cast, and (ii) acceptance of the resignation by the Board of Directors. If a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the Corporate Governance/Nominating Committee shall make a recommendation to the Board of Directors as to whether to accept or reject the resignation tendered in connection therewith, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Corporate Governance/Nominating Committee's recommendation, and publicly disclose its decision regarding the tendered resignation and the rationale behind the decision within ninety (90) days from the date of the certification of the election results. The Corporate Governance/Nominating Committee in making its recommendation,

<sup>366</sup> Concurrently with amending the company's bylaws to include a majority vote provision, the company also amended the bylaws to provide that the number of directors may be fixed by the board, but shall not be fewer than seven, nor more than 11, and to reflect updating. See Current Report on Form 8-K filed on Nov. 6, 2006.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Corporate Governance/Nominating Committee or the decision of the Board of Directors with respect to his or her resignation. If the incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the end of his or her term of office and until his or her successor shall have been elected and qualified or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this Section, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 11 of this Article or may seek to decrease the authorized number of directors in accordance with the Certificate of Incorporation.</p>
<p>Valero Energy Corporation<sup>367</sup> (7/12/07 Bylaw, replacing 1/19/06 Policy)</p>	<p>Bylaw (including director resignation policy)</p>	<p><u>Bylaw:</u> ARTICLE I <b>Section 9. Nominations and Proposals for Annual Meetings of Stockholders.</b></p> <p>(a) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (i) pursuant to the Corporation's notice of meeting, (ii) by or at the direction of the Board of Directors, or (iii) by any stockholder of the Corporation who (A) was a stockholder of record at the time of giving of the notice provided for in this Section 9 and at the time of the annual meeting, (B) is entitled to vote with respect to such matter at the meeting, and (C) complies with the notice procedures set forth in this Section 9. . . .</p> <p>(b) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (iii) of Paragraph (a) of this Section 9, the stockholder making such nominations or proposing such other business must theretofore have given timely notice thereof in writing to the Secretary of the Corporation and such other business must otherwise be a proper matter for stockholder action. . . . To be in proper form, a stockholder's notice to the Secretary must: . . .</p> <p>(iv) with respect to each nominee for election or reelection to the Board of Directors, include the completed and signed questionnaire, representation and agreement required by Section 13 of this Article I. The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such nominee.</p> <p><b>Section 12. Required Vote for Directors.</b></p> <p>(a) <u>Majority Vote.</u> Each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this Section 12, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that director's election. Notwithstanding the foregoing, in the event of a contested election of directors, directors shall be elected by the vote of a plurality of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this Bylaw, a contested election shall mean any election of directors in which the number of candidates for election as directors exceeds the number of directors to be elected.</p> <p>(b) <u>Resignation.</u> If a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the Board of Directors. The Nominating/Governance Committee shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Nominating/Governance Committee's recommendation, and</p>

<sup>367</sup> The SMWIA submitted a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 23, 2007 at 57-59. The proposal passed, receiving support from approximately 62.3% of votes cast (including abstentions). See Quarterly Report on Form 10-Q filed on Aug. 8, 2007 at 56. Thereafter, the board adopted the majority vote bylaw set forth above. See Item 5.03 of the Current Report on Form 8-K filed on Jul. 17, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the Board's decision within 90 days from the date of the certification of the election results. The Nominating/Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating/Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this Section 12, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 2 of Article II or may decrease the size of the Board of Directors pursuant to the provisions of Section 1 of Article II of these Bylaws.</p> <p><b>Section 13. Submission of Questionnaire, Representation and Agreement.</b> To be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Sections 9 and 10 above) to the Secretary of the Corporation at the principal executive offices of the Corporation a written and signed questionnaire (in the form customarily used by the Corporation for its directors) with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person:</p> <p>(a) will abide by the requirements of Section 12 of this Article I, . . .</p> <p><u>1/9/06 Policy:</u></p> <ol style="list-style-type: none"> <li>1. In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (hereafter called a "Withheld Director") will promptly tender his or her resignation to the Chairman of the Board following certification of the stockholder vote.</li> <li>2. The Nominating/Governance Committee (the "Committee") will promptly consider the resignation submitted by the Withheld Director, and the Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reasons why stockholders "withheld" votes for election from such director, the length of service and qualifications of the Withheld Director, the director's contributions to the Company, and the Company's Corporate Governance Guidelines.</li> <li>3. The Board will act on the Committee's recommendation no later than 90 days following the date of the stockholders' meeting when the election occurred. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8K filed with the Securities and Exchange Commission.</li> <li>4. To the extent that one or more Withheld Directors' resignations are accepted by the Board, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.</li> <li>5. Any director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding the tendered resignation. If a majority of the members of the Committee received a greater number of votes "withheld" from their election than votes "for" their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes "withheld" from their election than votes "for" their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This committee may, but need not, consist of all of the independent directors who did not receive a greater number of votes "withheld" from their election than votes "for" their election or who were not standing for election.</li> <li>6. This governance principle will be summarized or included in each proxy statement relating to an election of directors of the Company.</li> </ol>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Valmont Industries, Inc. (2/26/07)	Bylaw (including director resignation policy)	<p>ARTICLE I</p> <p>Section 16. Required Vote for Election of Directors. Each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present; provided, if the number of persons properly nominated to serve as directors exceeds the number of directors to be elected, then each director of the corporation shall be elected by the vote of a plurality of the shares present in person or by proxy at the meeting and entitled to vote on the election of directors. For purposes of this By-Law, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to the director's election; votes cast shall include votes to withhold authority and exclude abstentions with respect to the director's election.</p> <p>If a nominee for director is not elected and the nominee is an incumbent director, the director shall promptly tender his or her resignation to the Board of Directors, subject to acceptance by the Board of Directors. The Governance and Nominating Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Governance and Nominating Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of certification of the election results. The Governance and Nominating Committee in making its recommendation and the Board of Directors in making its decision may each consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Governance and Nominating Committee or the decision of the Board of Directors with respect to his or her resignation.</p> <p>If a director's resignation is accepted by the Board of Directors pursuant to this By-Law, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Section 8 of Article II of these By-Laws or may decrease the size of the Board of Directors pursuant to the provisions of Section 2 of Article II of these By-Laws.</p>
Varian Medical Systems, Inc. (8/06)	Policy	<p>In an uncontested election of Directors, if a nominee for Director who is an incumbent Director is elected by a plurality of the votes but does not receive the vote of at least the majority of the votes cast, the Director will offer his or her resignation to the Board of Directors promptly following certification of the vote. For purposes of this policy, a majority of votes cast means that the number of shares voted "for" a Director's election exceeds 50% of the total number of votes cast with respect to that Director's election, including votes to withhold authority. Promptly following submission of the offer of resignation, the Nominating and Corporate Governance Committee will consider the offer of resignation and make a recommendation to the full Board as to whether to accept or reject the offer of resignation, or whether other action should be taken. The Board will consider the Nominating and Corporate Governance Committee's recommendation and act on the offer of resignation at the next regularly scheduled Board meeting following receipt of such recommendation. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The Director who offers his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board with respect to his or her offer of resignation. Promptly following the Board's decision regarding the offer of resignation, the corporation will publicly disclose (by a press release, a filing with the SEC or other broadly disseminated means of communication) such decision and the rationale behind the decision.</p>
		<p>If such incumbent Director's offer of resignation is not accepted by the Board, such Director will continue to serve until his or her successor is duly elected, or his or her earlier resignation or removal. If a Director's offer of resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 16 of the corporation's By-Laws or may decrease the size of the Board pursuant to the provisions of Section 15 of the corporation's By-Laws.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Vectren Corporation <sup>368</sup> (9/28/06)	Policy	<p>Any nominee for director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “majority withhold vote”) shall tender his or her resignation to the Chair of the Corporate Governance and Nominating committee (Committee) promptly following certification of the stockholder vote, conditioned upon acceptance by the Board.</p> <p>The Committee will promptly consider the tendered resignation and recommend to the Board whether to accept or reject it. In determining whether to recommend acceptance or rejection of the tendered resignation, the Committee will consider all factors it deems relevant including, without limitation, the stated reasons why stockholders “withheld” votes from the director, the director’s length of service and qualifications, the director’s contributions to the Company, and the Company’s Corporate Governance Guidelines.</p> <p>The Board will act on the Committee’s recommendation no later than 90 days following the date of the stockholders’ meeting at which the election occurred. In deciding whether to accept the tendered resignation, the Board will consider the factors considered by the Committee and any additional information and factors the Board believes to be relevant. Promptly following the Board’s decision, the Company will disclose that decision (providing a full explanation of the process by which the decision was reached) in a Form 8-K filed with the Securities and Exchange Commission.</p> <p>If the Board decides to accept the director’s resignation, the Committee will recommend to the Board whether to fill the resulting vacancy or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this guideline will not participate in the Committee recommendation or the Board consideration whether to accept or reject the resignation. If a majority of the members of the Committee received a majority withhold vote at the same election, then the independent directors who did not receive a majority withhold vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them.</p> <p>This policy will be summarized or included in each Company proxy statement relating to an election of Company directors.</p>

<sup>368</sup> In the press release announcing the adoption of a majority vote policy, the company also indicated that the board had amended the company’s bylaws to declassify the board and to include criteria for director selection that were previously approved by the board. Press Release, Vectren Corporation (Sep. 28, 2006). The company also amended its bylaws to reference the majority vote policy:

Section 4.15. Qualifications for Continued Service, Retirement.

(b) The following qualifications are to be considered by the board of directors to determine whether an individual director may continue to be a director or may be re-nominated to be a director upon the expiration of his or her term: . . .

(vii) If the director fails to comply with the Corporate Governance Guidelines;

(viii) If the director has received more than a 50% withhold vote in an election where his or her name is on the ballot; . . .

(c) The Governance Committee shall first make the determination whether an individual director is qualified to remain on the board of directors or to be re-nominated to the board of directors if his or her term is expiring. Thereafter, if a director is determined by the Governance Committee to not meet the qualifications, the matter shall be referred to the full board of directors with the affected director being excused from the meeting and consideration.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Verizon Communications Inc. <sup>369</sup> (11/2/06)	Bylaw (including director resignation policy)	<p>SECTION 3.04. <b>Quorum, Required Vote and Adjournment.</b> . . . .</p> <p style="text-align: center;"><b>(b) Required Vote</b></p> <p>(1) Election of Directors. -- At a meeting for the election of directors, each director shall be elected by a majority of the votes cast with respect to that director; provided that, if the number of nominees exceeds the number of directorships to be filled, the directors shall be elected by a plurality of the votes cast. For purposes of this paragraph, a majority of the votes cast means that the number of shares voted “for” must exceed the number of shares voted “against” with respect to that director’s election. If a nominee for director who is not an incumbent director does not receive a majority of the votes cast, the nominee shall not be elected. If an incumbent director who is standing for re-election does not receive a majority of the votes cast, the committee of the board authorized to nominate candidates for election to the board will make a recommendation to the board on whether to accept the director’s resignation, and on whether other action should be taken. The director will not participate in the committee’s recommendation or the board’s decision. The independent members of the board will consider the committee’s recommendation and publicly disclose the board’s decision and the basis for that decision within 90 days from the date of the certification of the final election results. If less than two members of the committee are elected at a meeting for the election of directors, the independent members of the Board who were elected shall consider and act upon the tendered resignation. If for any reason none of the nominees is elected at a meeting for the election of directors, the incumbent directors shall call a special meeting of the stockholders as soon thereafter as convenient for the purpose of electing a board of directors.</p> <p>SECTION 4.05. <b>Resignations.</b> . . . .</p> <p>(b) Each director who consents to stand for re-election shall tender an irrevocable resignation in advance of the meeting for the election of directors. Such resignation will be effective if, pursuant to Section 3.04(b)(1) of these Bylaws, (1) the director does not receive the required vote at the next meeting for the election of directors, and (2) the Board accepts the resignation.</p>

<sup>369</sup> 2005 non-binding majority proposal received support from 42.2% of votes cast, per Georgeson Shareholder. See Georgeson Review at 25. The UBCJA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 20, 2006 at 13-15. The proposal received support from 61% of votes cast, according to the company. Press Release, Verizon Communications Inc. (Nov. 2, 2006). Note that Kenneth Steiner also submitted a non-binding majority proposal for 2006 which did not appear in the definitive proxy statement. The company sought, but did not obtain, no-action relief on the basis of a “substantial duplication” argument (letter available Feb. 24, 2006). ISS reported that the UBCJA submitted a binding majority proposal to the company for 2007, and that the proposal was subsequently withdrawn. See 2007 Preview. The majority vote bylaw adopted by Verizon Communications includes a “lock-in”, of the type first used by Bank of America Corporation. The lock-in prevents amendment of the majority vote provision without stockholder approval. The corporate governance guidelines of Verizon Communications, Inc. reference the requirement for tendering an advance irrevocable resignation:

Identification and Consideration of Candidates. The Corporate Governance and Policy Committee considers candidates proposed by members of the Committee, other Directors, management and shareholders. The Committee considers candidates for re-election, provided that the candidate has consented to stand for re-election and tendered an irrevocable resignation to the Chairman of the Committee prior to nomination each year. . . .

In 2007, the AFL-CIO campaigned to unseat six members of the company’s board who served on its compensation committee in light of dissatisfaction with the compensation paid to the company’s CEO during a period when the company’s stock price languished. See Tomoeh Murakami Tse, AFL-CIO Goes After 6 Verizon Directors, Campaign Tests Shareholder Rights, The Washington Post, Apr. 20, 2007 at DO1 and the definitive additional proxy materials filed by the company on Apr. 23, 2007. The incumbent directors were reelected, with support substantially in excess of a majority of the votes cast, despite the AFL-CIO campaign. See Quarterly Report on Form 10-Q filed on Jul. 31, 2007 at 47.

On Nov. 1, 2007, the board of Verizon Communications Inc. adopted a policy providing for an annual advisory vote related to executive compensation, beginning in 2009. In 2007, a stockholder proposal seeking such an advisory vote received 50.18% of the vote. The board’s Human Resources Committee also concurrently adopted a policy providing that the Committee’s compensation consultant may not perform any services for the company, and a policy more specifically defining the types of payments to be included in the calculation of a severance payment. Press Release, Verizon Communications Inc. (Nov. 1, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>SECTION 7.06. <b>Amendment of Bylaws.</b> . . .</p> <p>(b) Any amendment or repeal of, or the adoption of any Bylaw inconsistent with, the provisions contained in Section 3.04(b)(1), Section 4.05(b) or this Section 7.06(b) shall require the affirmative vote of the majority of shares present in person or represented by proxy and entitled to vote and voting thereon at a duly organized meeting of stockholders called for that purpose.</p>
Vertex Pharmaceuticals Incorporated <sup>370</sup> (5/11/06)	Policy	<p>The Board of Directors' policy with respect to the election of directors by stockholders is that any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election in an uncontested election at a stockholder's meeting should promptly tender his or her resignation to the Chair of the Board following certification of the stockholder vote. The Corporate Governance and Nominating Committee will promptly consider the tendered resignation and recommend to the Board either that it accept or reject any such resignation or take some other action. In considering whether to recommend to the Board acceptance or rejection of the tendered resignation, the Corporate Governance and Nominating Committee shall consider all factors it deems in its discretion to be relevant to its determination. The Board will act on the Corporate Governance and Nominating Committee's recommendation no later than the 90th day after certification of the stockholders' vote in the election of directors, which action shall include either acceptance or rejection of the tendered resignation and may include adoption of measures designed to address perceived issues underlying the election results. Following the Board's decision on the Committee's recommendation, the Company promptly will disclose the Board's decision, including, if applicable, the reasons for rejecting the tendered resignation, in any manner that complies with applicable disclosure requirements under Federal law. Any director whose resignation is being considered under this policy will not participate in the Committee or Board considerations, recommendations or actions with respect to the tendered resignation.</p>
Viad Corp (effective 12/1/06)	Bylaw (including director resignation policy)	<p><b>Section 2.8. Procedure for Election of Directors.</b> Election of directors at all meetings of the stockholders at which directors are to be elected shall be by written ballot, and, except as otherwise set forth in the Certificate of Incorporation with respect to the right of the holders of the \$4.75 Preferred Stock, any series of Preferred Stock or any other series or class of stock to elect additional directors under specified circumstances, by a majority of the votes cast thereat as provided in Article III, Section 3.10. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, all matters submitted to the stockholders at any meeting shall be decided by a majority of the votes cast with respect thereto.</p> <p><b>Section 3.10 Majority Voting.</b> Except as provided in Section 3.7 of this Article, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed 50% of the votes cast with respect to that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board. The Corporate Governance and Nominating Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board's decision.</p>
VMware, Inc. <sup>371</sup> (Bylaw of unknown date and 8/12/07 Policy)	Bylaw (including director resignation policy) and	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p>Section 3.2 <u>Number, Tenure, Qualifications and Election of Directors.</u> . . .</p>

<sup>370</sup> Concurrently with announcing the adoption of a majority vote policy, the board announced that it had decided to split the positions of chairman and CEO. Press Release, Vertex Pharmaceuticals Incorporated (May 11, 2006).

<sup>371</sup> The majority vote policy set forth above was adopted in connection with the initial public offering of the company. VMware, Inc.'s stock began trading Aug. 14, 2007. Press Release, VMWare, Inc. (Aug. 13, 2007). According to the cover page of the prospectus dated Aug. 13, 2007, following consummation of the initial public offering, approximately 98% of the voting power of the company would be controlled by EMC Corporation.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
	Policy	<p>(B) Each director shall be elected at the annual meeting of stockholders in the manner set forth in the Certificate of Incorporation by the vote of the majority of the votes cast with respect to such director at any meeting for the election of such director at which a quorum is present, provided that, except as otherwise provided by the Certificate of Incorporation, if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section 3.2, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board of Directors. The Corporate Governance and Nominating Committee will make a recommendation to the Board of Directors to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who has so tendered his or her resignation will not participate in the Board of Directors’ decision.</p> <p>ARTICLE VIII</p> <p>Section 8.1 <u>Amendments</u>. These Bylaws may be altered, amended or repealed at any meeting of the Board of Directors or of the stockholders, provided that notice of the proposed change was given in the notice of the meeting; provided, however, that, in the case of amendments by the Board of Directors, notwithstanding any other provisions of these Bylaws or any provision of law that might otherwise permit a lesser vote or no vote, the affirmative vote of a majority of the members of the Board of Directors shall be required to alter, amend or repeal any provision of the Bylaws, or to adopt any new Bylaw. Notwithstanding any other provision of these Bylaws or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any series of Preferred Stock required by law, by this Certificate of Incorporation or by a Certificate of Designations, the affirmative vote of the holders of shares representing a majority of the votes entitled to be cast by the holders of Class A Common Stock and the holders of Class B Common Stock, voting together as a single class, shall be required for the stockholders of the Corporation to alter, amend or repeal any provision of the Bylaws, or to adopt any new Bylaw; provided, however, that, from and after the date that EMC ceases to be the beneficial owner of shares representing at least a majority of votes entitled to be cast by the holders of Class A Common Stock and the holders of Class B Common Stock, voting together as a single class, the affirmative vote of the holders of shares representing at least 80% of votes entitled to be cast thereon, voting together as a single class, shall be required for the stockholders of the Corporation to alter, amend or repeal, or adopt any Bylaw inconsistent with, the following provisions of these Bylaws: Sections 2.1, 2.2, 2.4, 2.5, 2.6, 2.8, 2.9 and 2.11 of ARTICLE II; Sections 3.1, 3.2, 3.9 and 3.11 of ARTICLE III; Section 6.9 of ARTICLE VI; and this Section 8.1 of ARTICLE VIII, or in each case, any successor provision (including, without limitation, any such article or section as renumbered as a result of any amendment, alteration, change, repeal or adoption of any other Bylaw).</p> <p><u>Policy:</u></p> <p>Any nominee for director in an “uncontested election” as to whom a majority of the shares of the Company that are properly cast at such election designated to be “withheld” from his or her election shall promptly tender his or her resignation from the Board and all committees thereof following certification of the stockholder vote. Compensation and Corporate Governance Committee shall assess the appropriateness of such nominee continuing to serve as a director and shall recommend to the Board the action to be taken with respect to such tendered resignation. For purposes of this section, an uncontested election is an election where the candidates for election are not greater than the number of directors to be elected.</p>
Vulcan Materials Company (date unknown)	Policy	In any non-contested election of directors, any director nominee who has more votes “withheld” than votes “for” his or her election shall immediately tender his or her resignation to the Board. The Governance Committee shall then review the matter and recommend to the Board whether it should accept the resignation.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Wachovia Corporation <sup>372</sup> (4/17/07 Charter and amended Policy, replacing 2/21/06 Policy)	Charter and Policy	<p><u>Charter:</u></p> <p>12. Except as may otherwise be provided by these Articles of Incorporation, a nominee for director in an uncontested election shall be elected to the board of directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election. For purposes of the foregoing, an "uncontested election" means any meeting of shareholders at which directors are elected and with respect to which either (i) no shareholder has submitted to the Secretary of the corporation a notice of an intent to nominate a candidate for election at such meeting pursuant to the advance notice requirements for shareholder nominees for director set forth in the corporation's By-laws or (ii) if such a notice has been submitted with respect to such meeting, all such notices with respect to such meeting have been withdrawn by their respective submitting shareholders in writing to the Secretary of the corporation on or before the tenth day preceding the date the corporation first mails its notice of meeting for such meeting to the shareholders. In the event that votes cast for a nominee's election are equal to or less than the votes cast against such nominee's election in an uncontested election, the board of directors may decrease the number of directors, fill any vacancy, or take other appropriate action. In all director elections other than uncontested elections, directors shall be elected by a plurality of the votes cast.</p> <p><u>4/17/07 Amended Version of Policy:</u></p> <p>As provided in Wachovia's articles of incorporation, a nominee for director in an uncontested election (as defined in Wachovia's articles of incorporation) shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election. In the event that votes cast for an incumbent nominee's election are equal to or less than the votes cast against such nominee's election in an uncontested election, the Board of Directors may decrease the number of directors, fill any vacancy, or take other appropriate action, taking into account the recommendation of the Corporate Governance &amp; Nominating Committee. The Board will act on the Corporate Governance &amp; Nominating Committee's recommendation not later than 90 days following the date of the stockholders' meeting at which the election occurred, and will promptly disclose its decision in a Form 8-K filed with the Securities and Exchange Commission. To the extent practicable and as permitted by North Carolina law, any director who fails to receive the required majority vote will not participate in the Corporate Governance &amp; Nominating Committee's recommendation or the Board's consideration of the matter.</p> <p><u>2/21/06 Version of Policy:</u></p> <p>In an uncontested election (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "majority withhold vote") shall tender his or her resignation to the Chairman of the Corporate Governance &amp; Nominating Committee promptly following certification of the stockholder vote.</p>
		<p>The Corporate Governance &amp; Nominating Committee will promptly consider the tendered resignation and recommend to the Board whether to accept or reject it. In determining whether to recommend acceptance or rejection of the tendered resignation, the Corporate Governance &amp; Nominating Committee will consider all factors it deems relevant including, without limitation, the reasons, if known, why stockholders "withheld" or were requested to "withhold" votes from the director, the director's length of service and qualifications, the director's contributions to Wachovia, and the current mix of skills and attributes of the directors on the Board.</p>

<sup>372</sup> Concurrently with adopting a majority vote policy, Wachovia Corporation announced that a board recommended proposal to declassify the board, effective at the 2008 annual meeting, would be presented at the company's 2007 annual meeting of stockholders. Press Release, Wachovia Corporation (Feb. 22, 2006). The SMWIA submitted a majority vote proposal for 2006. See definitive proxy statement filed on Mar. 13, 2006 at 45-47. The proposal received support from 37.5% of votes cast, per ISS. See Growing Support. Management's 2007 majority vote charter amendment proposal was set forth in the definitive proxy statement filed on Mar. 9, 2007 at 75-76. The proposal was approved by the stockholders. See Item 5.03 of the Current Report on Form 8-K filed on Apr. 18, 2007 and Quarterly Report on Form 10-Q filed on May 4, 2007 at Part II, Item 4. Note that the amended majority vote policy adopted on Apr. 17, 2007 does not require the tender of a resignation by a director who fails to receive the requisite vote "since the board can unilaterally address a holdover situation." See definitive proxy statement filed on Mar. 9, 2007 at 76. The definitive proxy statement filed on Mar. 9, 2007 also contained a management proposal to declassify the board at pages 74-75. As indicated in Item 5.03 of the Current Report on Form 8-K filed on Apr. 18, 2007, the declassification proposal passed.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Board will act on the Corporate Governance &amp; Nominating Committee’s recommendation not later than 90 days following the date of the stockholders’ meeting at which the election occurred. In deciding whether to accept the tendered resignation, the Board will consider the factors considered by the Corporate Governance &amp; Nominating Committee and any additional information and factors the Board believes to be relevant. Promptly following the Board’s decision, Wachovia will disclose that decision, including an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation, in a Current Report on Form 8-K filed with the Securities and Exchange Commission.</p> <p>If the Board decides to accept the director’s resignation, the Corporate Governance &amp; Nominating Committee will recommend to the Board whether to fill the resulting vacancy or to reduce the size of the Board. If the Board does not accept the director’s resignation, it may elect to address the underlying stockholder concerns related to the “withheld” votes or take such other actions that the Board deems appropriate and in the best interests of Wachovia and its stockholders.</p> <p>Any director who tenders his or her resignation pursuant to this guideline will not participate in the Corporate Governance &amp; Nominating Committee recommendation or the Board consideration whether to accept or reject the resignation. If a majority of the members of the Corporate Governance &amp; Nominating Committee received a majority withhold vote at the same election, then the independent directors who did not receive a majority withhold vote will add one or more of themselves to the Corporate Governance &amp; Nominating Committee or will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and such reconstituted Corporate Governance &amp; Nominating Committee or such special committee will recommend to the Board whether to accept or reject them within the 90 day period.</p> <p>This corporate governance guideline will be summarized or included in each Wachovia proxy statement relating to an election of Wachovia directors.</p>
Wal-Mart Stores, Inc. <sup>373</sup> (9/21/06)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>(b) In an uncontested election of directors, each director of the Corporation shall be elected by a majority of the votes cast by the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors; provided, however, in a contested election, the directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. For purposes of Section 1 of this Article III: (i) an “uncontested election” is an election in which the number of nominees for director is not greater than the number to be elected and (ii) a “contested election” is an election in which the number of nominees for director is greater than the number to be elected.</p> <p>(c) Following any uncontested election, any incumbent director who was a nominee and who did not receive a majority of the votes cast by the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors (a “majority vote”), shall promptly tender his or her offer of resignation to the Chairman of the Board for consideration by the Board. A recommendation on whether or not to accept such resignation offer shall be made by a committee of independent directors that has been delegated the responsibility of recommending nominees for director for appointment or election to the Board, or (1) if each member of such committee did not receive the required majority vote or (2) if no such committee has been appointed, a majority of the Board shall appoint a special committee of independent directors for such purpose of making a recommendation to the Board (the “Nominating Committee”). If no independent directors received the required majority vote, the Board shall act on the resignation offers.</p>

<sup>373</sup> 2005 non-binding majority proposal from the UBCJA received support from 22.1% of votes cast, per Georgeson Shareholder. See Georgeson Review at 25. The UBCJA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 14, 2006 at 33-34 and Majority Election Proposals. The 2006 proposal received support from 22.4% of votes cast, per ISS. See Growing Support.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Within 60 days following certification of the stockholder vote, the Nominating Committee shall recommend to the Board the action to be taken with respect to such offer of resignation. In determining whether or not to recommend that the Board accept any resignation offer, the Nominating Committee shall be entitled to consider all factors believed relevant by such Committee's members, including without limitation: (1) any stated reasons for the director not receiving the required majority vote and whether the underlying cause or causes are curable; (2) the factors, if any, set forth in the guidelines or other policies that are to be considered by the Nominating Committee in evaluating potential candidates for the Board as such factors relate to each director who has so offered his or her resignation; (3) the length of service of such director; (4) the effect of such resignation on the Corporation's compliance with any law, rule, regulation, stock exchange listing standards, or contractual obligations; (5) such director's contributions to the Corporation; and (6) any other factors that the Nominating Committee believes are in the best interests of the Corporation.</p> <p>The Board shall act on the Nominating Committee's recommendation within 90 days following certification of the stockholder vote and shall notify the director concerned of its decision. In determining whether or not to accept any resignation offer, the Board shall take into account the factors considered by the Nominating Committee and any additional information and factors that the Board believes to be relevant. If any director's resignation offer is not accepted by the Board, the Board shall, within four business days after reaching its decision, publicly disclose the decision, including the reasons for not accepting a resignation offer, by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication. Notwithstanding the foregoing, if the Board were to accept all of the offers of resignation then pending, resulting in the Corporation having fewer than three directors who were in office before the election, the Board may determine to extend such 90-day period by an additional 90 days upon the conclusion that such an extension is in the best interests of the Corporation.</p> <p>(d) If any director's resignation offer is not accepted by the Board, such director shall continue to serve until the next annual meeting and his or her successor is duly elected and qualified, or until the director's earlier death, resignation, or removal. If a director's resignation offer is accepted by the Board pursuant to Section 1 of this Article III, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 2 of this Article III or may decrease the size of the Board pursuant to Section 1(a) of this Article III.</p>
		<p><u>Policy:</u></p> <p>Under Article III, Section 1, of the Amended and Restated Bylaws, in an uncontested election, each director shall be elected by a majority vote. The Compensation, Nominating and Governance Committee will not recommend for nomination, and the Board will not nominate for director, any director candidate unless and until such director candidate has submitted in writing his or her resignation as a director, which resignation would be effective upon the director's failure to receive the required majority vote in any uncontested election and the Board's acceptance of such resignation. If a resignation agreement is not executed by an incumbent director prior to an election of directors, it is the policy of the Board that if such director fails to receive the required majority vote in an uncontested election, he or she shall, promptly after certification of such vote, tender his or her resignation to the Chairman of the Board.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
The Walt Disney Company <sup>374</sup> (6/27/07 Bylaw, replacing 8/18/05 Policy)	Bylaw (including director resignation policy)	<p><u>Bylaw:</u> ARTICLE III <u>Section 1. Number and Election of Directors.</u></p> <p>(a) Subject to the rights, if any, of the holders of preferred stock of the Corporation to elect directors of the Corporation, the Board of Directors shall consist of not less than nine nor more than 21 members with the exact number of directors to be determined from time to time solely by resolution duly adopted by the Board of Directors. Except as provided in Section 3 of this Article, directors shall be elected by a “majority of votes cast” (as defined herein) at the Annual Meeting of stockholders to hold office as provided by Article FIFTH of the Certificate of Incorporation, unless the election is contested, in which case directors shall be elected by a plurality of votes cast. An election shall be contested if, as determined by the Board of Directors, the number of nominees exceeds the number of directors to be elected. For the purposes of this Section, a “majority of votes cast” means that the number of shares voted “for” a director exceeds the number of votes cast “against” that director. Each director, including a director elected to fill a vacancy, shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Directors need not be stockholders.</p>
		<p>(b) If a Director in an uncontested election does not receive a majority of votes cast for his or her election, the director shall, within ten business days of certification of election results, submit to the Board a letter of resignation for consideration by the Governance and Nominating Committee. The Governance and Nominating Committee shall promptly assess the appropriateness of such nominee continuing to serve as a director and recommend to the Board the action to be taken with respect to such tendered resignation. The Board will determine whether to accept or reject such resignation, or what other action should be taken, within 90 days from the date of the certification of election results.</p>

<sup>374</sup> On Dec. 22, 2006, The Walt Disney Company announced that it had agreed to amend its bylaws to provide for a majority vote standard for the election of directors in uncontested elections, in time to apply to the company’s 2008 annual meeting. According to the press release announcing the board’s decision:

The bylaw will provide that in uncontested elections director nominees must be elected by the majority of votes cast at the annual meeting of shareholders. Incumbent directors who fail to receive a majority of votes—and who would otherwise remain in office until a successor is elected under Delaware law—would be required to offer a letter of resignation for consideration by the Board which shall be required to act promptly. Plurality voting will continue to apply if the number of nominees exceeds the number of open director positions.

In the press release describing the future bylaw, the company indicated that it had received a 2007 majority proposal from the SMWIA requesting that the board initiate a process to amend the bylaws to require majority voting. Press Release, the Walt Disney Company (Dec. 22, 2006). The SMWIA proposal did not appear in the definitive proxy statement filed on Jan. 12, 2007, seemingly due to the company’s agreement to adopt a majority vote bylaw.

Concurrently with amending the company’s bylaws to adopt the majority vote bylaw set forth above, the board added Section 8 to Article V to:

require that any stockholder rights plan, rights agreement or any other form of distribution to stockholders which is designed to or has the effect of making an acquisition of large holdings of the Registrant’s shares of common stock more difficult or expensive be approved by a majority of the Board of Directors including a majority of independent Directors and require that any such rights terminate within one year unless ratified by shareholders or extend by further votes of the Board of Directors.

See Item 5.03 of the Current Report on Form 8-K filed on Jun. 27, 2007. The amendment to the bylaws relating to stockholder rights plans appeared to respond to the stockholder proposal from Professor Lucian Bebchuk on pages 49-51 of the definitive proxy statement filed on Jan. 12, 2007. That proposal passed. See Quarterly Report on Form 10-Q filed on May 8, 2007 at 37.

In 2005, concurrently with announcing the adoption of a majority vote policy, the company announced that, in response to a 2005 stockholder proposal on green mail, the board also amended the bylaws to add a provision that generally prohibits the repurchase of any shares at above-market prices from any holder of more than 2% of Disney’s voting securities without stockholder approval. Press Release, The Walt Disney Company (Aug. 18, 2005).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>8/18/05 Policy:</p> <p>At any shareholder meeting at which Directors are subject to an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall submit to the Board a letter of resignation for consideration by the Governance and Nominating Committee. The Governance and Nominating Committee shall recommend to the Board the action to be taken with respect to such offer of resignation. The Board shall act promptly with respect to each such letter of resignation and shall promptly notify the Director concerned of its decision.</p>
<p>Washington Group International, Inc. <sup>375</sup>  (5/18/07 Bylaw and 3/2/07 Policy)</p>	<p>Bylaw and Policy</p>	<p><u>Bylaw:</u></p> <p>13A. <u>Nominations of Directors</u> (a) Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional directors under circumstances specified in a Preferred Stock Designation, only persons who are nominated in accordance with this Bylaw 13A will be eligible for election at a meeting of stockholders to be members of the Board.</p> <p>(b) The Board shall nominate for election or re-election as a director of the Company only candidates who agree to comply with the director resignations provisions of the Corporate Governance Guidelines. Only persons who comply with the director resignation provisions of the Corporate Governance Guidelines shall be eligible for election as directors.</p> <p>(c) Nominations of persons for election as directors of the Company may be made only at an annual meeting of stockholders (i) by or at the direction of the Board or a committee thereof or (ii) by any stockholder that is a stockholder of record at the time of giving of notice provided for in this Bylaw 13A, who is entitled to vote for the election of directors at such meeting, and who complies with the procedures set forth in this Bylaw 13A. . . .</p>
		<p>(d) To be timely, a stockholder’s notice must be delivered to or mailed and received at the principal executive offices of the Company not less than 60 nor more than 90 calendar days prior to the first anniversary of the date on which the Company first mailed its proxy materials for the preceding year’s annual meeting of stockholders; provided, however, that if there was no annual meeting held during the preceding year or if the date of the annual meeting is advanced more than 30 calendar days prior to or delayed by more than 30 calendar days after the anniversary of the preceding year’s annual meeting, notice by the stockholder to be timely must be so delivered not later than the close of business on the later of the 90th calendar day prior to such annual meeting or the tenth calendar day following the day on which public announcement of the date of such meeting is first made. In no event shall the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder’s notice as described above. To be in proper written form, such stockholder’s notice must set forth or include . . .</p> <p>(vii) a statement signed by the nominee that indicates whether the nominee, if elected as a director of the Company, intends to comply with the provisions of the Corporate Governance Guidelines . . . .</p>

<sup>375</sup> Concurrently with adopting the majority vote policy set forth above, the board also: (a) recommended that the stockholders approve amendments to the charter of Washington Group International, Inc. that will “enable the Board to add a majority voting provision to the Company’s bylaws” and (b) created the position of lead independent director. See Item 8.01 of the Current Report on Form 8-K filed on Mar. 7, 2007. Article VII of the company’s charter then provided: “Directors shall be elected by plurality vote of all votes cast at such annual meeting of the stockholders for a one-year term expiring at the next succeeding annual meeting of the stockholders.” The 2007 management proposal to eliminate the charter plurality vote requirement is set forth in the amended definitive proxy statement filed on Apr. 18, 2007 at 15-16. The related disclosure on page 15 concerning the enabling management proposal provides: “If our shareholders approve this proposal, the Board plans to amend our bylaws to require that directors be elected by a majority of the votes cast in uncontested director elections.” The charter amendment proposal passed. See Press Release, Washington Group International, Inc. (May 18, 2007) and Quarterly Report on Form 10-Q filed on Aug. 6, 2007 at Part II, Item 4. Thereafter, the board adopted the majority vote bylaw set forth above. See Current Report on Form 8-K filed on May 24, 2007.

URS Corporation entered into a definitive agreement for the purchase of Washington Group International, Inc. on May 28, 2007. Press Release, Washington Group International, Inc. (May 28, 2007). According to the definitive proxy statement filed on Oct. 1, 2007, the stockholders of Washington Group International, Inc. were to vote on the proposed transaction at an Oct. 30, 2007 special meeting. The special meeting was rescheduled to Nov. 15, 2007 in connection with an amendment to the terms of the transaction increasing the merger consideration. Press Release, Washington Group International, Inc. (Nov. 5, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>13B. <u>Required Vote for Directors.</u> (a) Each director to be elected by stockholders shall be elected as such by the vote of the majority of the votes cast by stockholders at a meeting for the election of directors at which a quorum is present, except that if, as of a date that is 14 days in advance of the date that the Company first files its definitive proxy statement with the Securities and Exchange Commission, the number of nominees exceeds the number of directors to be elected, directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting. For purposes of this Bylaw 13B, a majority of votes cast shall mean that the number of shares voted “for” a director’s election exceeds 50% of the number of votes cast with respect to that director’s election. “Votes cast” includes votes “for” that director’s election plus votes to withhold authority with respect to that director’s election and excludes abstentions and broker non-votes with respect to that director’s election.</p> <p>(b) The Board expects an incumbent director to tender his or her resignation if he or she fails to receive the required number of votes for re-election, unless such director has already tendered his or her resignation under the director resignation provisions of the Corporate Governance Guidelines. The Nominating and Governance Committee shall consider the tendered resignation on an expedited basis and recommend to the Board whether to accept or reject it. The Board shall act on the tendered resignation, taking into account the Nominating and Governance Committee’s recommendation, within 90 days following certification of the stockholder vote with respect to the election of directors. The Nominating and Governance Committee in making its recommendation, and the Board in making its decision, may consider any factors or other information that it considers appropriate and relevant. The Board expects that any incumbent director who failed to receive the required vote for reelection will abstain from participating in the decision of the Nominating and Governance Committee and of the Board regarding his or her resignation.</p> <p>(c) The Board will publicly disclose (1) its decision whether or not to accept the tendered resignation and (2) if applicable, the reasons for rejecting the tendered resignation in a press release to be disseminated in the manner Company press releases are typically distributed and in a Form 8-K filed with the United States Securities and Exchange Commission.</p> <p>(d) If such incumbent director’s tendered resignation is not accepted by the Board pursuant to this Bylaw 13B, such director’s tendered resignation shall be deemed to be withdrawn, and such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier effective resignation or removal.</p> <p>14. <u>Resignation.</u> Any director may resign at any time by giving notice of his or her resignation in writing or by electronic transmission to the Chairman or the Secretary. A resignation is effective when the resignation is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. A resignation submitted by a director pursuant to Bylaw 13B or the director resignation provisions of the Corporate Governance Guidelines shall provide that it is irrevocable.</p> <p>36. <u>Amendments.</u> . . . Notwithstanding the foregoing and anything contained in these Bylaws to the contrary, Bylaws 1, 3, 8, 10, 11, 12, 13A, and 36 may not be amended or repealed by the stockholders, and no provision inconsistent therewith may be adopted by the stockholders, without the affirmative vote of the holders of at least two-thirds of the Voting Stock, voting together as a single class.</p>
		<p><u>Policy:</u></p> <p><i>Nominees for Election to the Board.</i> The Nominating and Governance Committee shall recommend nominees to the Board for annual elections of Directors in accordance with the policies and principles set forth in its Charter. The Nominating and Governance Committee shall welcome input from all Directors and stockholders. The Board will nominate for election or reelection as a Director of the Company only those candidates who have submitted or agreed to submit a conditional resignation that will be considered by the Board in the event such candidate fails to receive the vote of the majority of the votes cast by stockholders at a meeting for the election of Directors as provided in these Guidelines.</p> <p><i>Director Resignations.</i> Each nominee for Director who is an incumbent Director shall, no later than the date on which the Company first transmits to stockholders the proxy statement for the annual meeting of stockholders of the Company (or, in the case of a nominee elected pursuant to Bylaw 11 of the Company’s Amended and Restated Bylaws, prior to such election), tender his or her resignation in a writing signed by the director or by electronic transmission to the Chairman of the Board or the Secretary of the Company, as follows:</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>To the Chairman of the Board of Directors and the Secretary of Washington Group International, Inc. (the “Company”):</p> <p>Pursuant to Section 141(b) of the General Corporation Law of the State of Delaware, I hereby irrevocably tender my resignation as a Director of the Company, which resignation will become effective only upon the occurrence of the following two conditions: (1) I fail, upon nomination to be reelected as a Director of the Company, to receive the vote of the majority of the votes cast by stockholders at a meeting for the election of Directors at which a quorum is present, so long as the number of nominees does not exceed the number of directors to be elected; and (2) thereafter, the Board of Directors of the Company accepts my resignation as a Director.</p> <p>For purposes of clarity, this resignation will not be applicable with respect to any election of directors by the stockholders of the Company where the number of nominees exceeds the number of directors to be elected. For purposes of this letter, a majority of votes cast shall mean that the number of shares voted “for” my election exceeds 50% of the number of votes cast with respect to my election, and “votes cast” includes votes “for” my election plus votes to withhold authority with respect to my election and excludes abstentions and broker non-votes with respect to my election.</p> <p>In the event that I fail to receive the required number of votes for reelection, I agree to provide any information reasonably requested by the Nominating and Governance Committee and of the Board of Directors and I will abstain from otherwise participating in the decision of the Nominating and Governance Committee and of the Board of Directors relating to my resignation.</p> <p>_____</p> <p>[Name of Director</p>



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Washington Mutual, Inc. <sup>376</sup> (2/1/07 Bylaw and 2/27/07 Policy)	Bylaw (consisting of director resignation policy tied to a plurality standard) and Policy	<p><u>Bylaw:</u></p> <p>Section 3.11. Voting for Directors.</p> <p>3.11.1 In the election of directors every shareholder of record entitled to vote at the election shall have the right to vote in person the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. Shareholders entitled to vote at any election of directors shall have no right to cumulate votes.</p> <p>3.11.2 In any election of directors the candidates elected are those receiving the largest numbers of votes cast by the shares entitled to vote in the election, up to the number of directors to be elected by such shares. For purposes of this Section 3.11, a vote of the “majority of shares cast” means that the number of shares voted “for” a director must exceed the number of votes affirmatively voted as “withheld” from that director. For all director elections in which the number of nominees does not exceed the number of directors to be elected, any nominee who does not receive a majority of the shares cast in the election shall promptly offer his or her resignation to the Board following the date of the shareholders’ meeting at which the election occurred. The Corporation’s Governance Committee will promptly consider the resignation offer and make a recommendation to the Board. The Board will act on the Governance Committee’s recommendation within 90 days following the date of the shareholders’ meeting at which the election occurred. Thereafter, the Board will promptly disclose publicly its decision whether to accept the director’s resignation offer. The director who tenders his or her resignation pursuant to this provision shall not participate in the Governance Committee’s recommendation or the Board’s decision whether to accept his or her resignation offer. If no director receives a majority of shares cast in an uncontested election, then the directors who were directors immediately before such meeting will nominate a new slate of directors and hold a special meeting for the purpose of electing those nominees within 180 days following the date of the shareholders’ meeting at which the election occurred.</p> <p>Section 4.18. Resignation. Any director may resign at any time by delivering written notice to the chairman of the board, the president, the secretary, or the registered office of the corporation, or by giving oral notice at any meeting of the directors or shareholders. Any such resignation shall take effect at any subsequent time specified therein (including the occurrence of one or more specified future events), or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.</p> <p><u>Policy:</u></p> <p>F. <u>Director Elections.</u></p> <p>In accordance with the Company’s bylaws, all Directors serve for one-year terms, which means that all Directors stand for re-election to the Company’s Board of Directors on an annual basis. In every uncontested election of Directors (i.e. an election where the only nominees are those recommended by the Board), any nominee who does not receive a majority of the shares cast shall promptly offer his or her resignation to the Board of Directors following the meeting at which the election occurred. A “vote of the majority of shares cast” means that the number of shares voted “for” a Director exceeds the number of votes affirmatively voted as “withheld” from that Director.</p>

<sup>376</sup> The IBEW presented a non-binding majority proposal for 2007. See definitive proxy statement filed on Mar. 19, 2007 at 56-57. In its statement opposing the IBEW proposal, the company, which is incorporated in Washington, indicated that legislation addressing the election of directors for Washington corporations “has been introduced in the current session of the Washington State Legislature. At this time, however, we are unable to predict with certainty whether such legislation will be enacted or, if enacted, what the final form of the legislation will be.” See definitive proxy statement filed on Mar. 19, 2007 at 57. Such legislation was subsequently enacted in Washington, the jurisdiction in which Washington Mutual, Inc. is incorporated, effective Jul. 22, 2007. See Note 251.

The IBEW proposal received support from approximately 43.6% of votes cast (excluding abstentions). See Quarterly Report on Form 10-Q filed on Aug. 9, 2007 at 59. Management presented a proposal to declassify the board in 2006. See definitive proxy statement filed on Mar. 17, 2006 at 54-55. The declassification proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 9, 2006 at 71.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Governance Committee will promptly consider the Director's offer to resign and make a recommendation to the Board to accept or reject the offer. In determining whether to recommend acceptance or rejection of the tendered resignation, the Governance Committee will consider all relevant factors, including, without limitation, the reasons (if known) why shareholders withheld or were requested to withhold votes from the Director, the Director's length of service and qualifications, the Director's contributions to the Company, and the current mix of skills and attributes of the Directors on the Board.</p> <p>The Board will then act on the Governance Committee's recommendation at a regularly scheduled meeting of the Board held within 90 days following the shareholder meeting at which the election occurred. In deciding whether to accept the tendered resignation, the Board will consider the factors considered by the Governance Committee and any additional information and factors that the Board believes to be relevant. Thereafter, the Company will promptly disclose publicly the Board's decision whether to accept the Director's offer to resign.</p> <p>If the Board decides to accept the Director's offer to resign, the Governance Committee will recommend to the Board whether to fill the resulting vacancy or to reduce the size of the Board. If the Board does not accept the Director's offer to resign, it may elect to address the underlying shareholder concerns related to the "withheld" votes or take such other actions that the Board deems appropriate and in the best interests of the Company and its shareholders.</p> <p>Any Director who tenders his or her offer to resign pursuant to this guideline will not participate in the Governance Committee recommendation or the Board consideration whether to accept or reject the resignation offer. If a majority of the members of the Governance Committee received a majority withhold vote at the same election, then the Company's independent Directors who did not receive a majority withhold vote will, by majority vote appoint one or more of themselves to the Governance Committee, and such reconstituted Governance Committee will recommend to the Board whether to accept or reject the tendered resignation offers within the 90 day period. If no Director receives a majority of shares cast in an uncontested election, then the Directors who were Directors immediately before such election will nominate a new slate of Directors and hold a special meeting of the shareholders for the purpose of electing those nominees within 180 days following the date of the shareholders' meeting at which the election occurred.</p>
Waste Management, Inc. <sup>377</sup> (11/10/06)	Bylaw (including director resignation policy)	<p>Each director, other than those who may be elected by the holders of any class or series of Preferred Stock, voting separately by class or series, shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed 50% of the votes cast with respect to that director. If a director is not elected, the director shall offer to tender his or her resignation to the Board. The Nominating and Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board's decision. Directors shall hold office until the next annual meeting and until their successors shall be duly elected and qualified, subject to such director's earlier death, resignation, disqualification or removal. Any director may resign at any time upon notice to the Corporation.</p>
Waters Corporation (12/13/06)	Bylaw and Policy	<p><u>Bylaw:</u> ARTICLE II <b>Section 1 . . .</b></p> <p><b>(b) Procedure for Stockholder Election of Directors; Required Vote.</b> At any meeting of the stockholders for the election of directors at which a quorum is present, each director shall be elected by the affirmative vote of a majority of the votes cast with respect to the director,</p>

<sup>377</sup> 2005 non-binding majority proposal from the Teamsters received support from 43.7% of votes cast, per Georgeson Shareholder. See Georgeson Review at 25. The International Brotherhood of Teamsters General Fund also presented a non-binding majority proposal for 2006. See definitive proxy statement filed on Mar. 28, 2006 at 34-35. The 2006 proposal received support from 66.4% of votes cast, per ISS. See Majority Vote Proposals. Thereafter, the company adopted the bylaw set forth above.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>provided that if the number of nominees exceeds the number of directors to be elected, directors shall be elected by the affirmative vote of a plurality of the votes cast. For purposes of this Section 1(b), votes cast shall include votes for, against or to withhold authority for a director. An abstention or broker non-vote shall not count as a vote cast with respect to a director. If an incumbent director fails to be reelected by a majority vote when such a vote is required and offers to resign, and if that resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article II, Section 2 of these Bylaws or may decrease the size of the Board of Directors pursuant to the provisions of Article II, Section 1(a) of these Bylaws.</p> <p><u>Policy:</u></p> <p>According to Item 8.01 of the Current Report on Form 8-K filed by Waters Corporation on 12/19/06:</p> <p>The Guidelines were amended to provide that it is the policy of the Board that a director who fails to receive the required number of votes for re-election in accordance with the Bylaws offer to resign. In addition, the director whose resignation is under consideration shall abstain from participating in any decision regarding that resignation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The Board shall publicly disclose its decision regarding the resignation within ninety (90) days after the results of the election are certified. If the resignation is not accepted, the director will continue to serve until the next annual meeting and until the director's successor is elected and qualified.</p> <p>The Guidelines were also amended to provide that the Board nominate for election or re-election as directors only candidates who agree to tender, following the annual meeting at which they are elected or re-elected as directors, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they are nominated for re-election and (ii) Board acceptance of such resignation. In addition, it is the policy of the Board to fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with the Guidelines.</p>
Wausau Paper Corp. (12/18/06)	Policy	<p>(f) <i>Majority Voting Policy.</i> Directors should receive a majority of the votes cast in any uncontested election for office. Each nominee for director is therefore subject to the following:</p> <p>(1) A nominee for director in an uncontested election who does not receive at least a majority of the votes cast at a meeting at which a quorum is present shall tender his or her resignation to the Chairman of the Board as promptly as possible, but in any event within two business days of the date of such meeting.</p> <p>(2) For purposes of this paragraph (f), the term "a majority of the votes cast" means that the number of shares voted "for" the nominee's election exceeds 50% of the number of votes cast with respect to the nominee's election. Votes cast include votes to withhold authority, but exclude abstentions with respect to the director's election.</p> <p>(3) For purposes of this paragraph (f), the term "uncontested election" means an election of directors at which the number of nominees does not exceed the number of directors to be elected at the meeting.</p> <p>(4) The Corporate Governance Committee shall make a recommendation to the Board as to whether the Board should accept or reject the tendered resignation. The Committee shall act promptly, and in any event on or before the 30th day following the meeting at which the election was held. In considering whether to recommend that the tendered resignation be accepted or rejected by the Board, the Committee may consider all factors or other information that it considers relevant.</p> <p>(5) The Board shall act promptly on the Corporate Governance Committee's recommendation, and in any event on or before the 90th day following the meeting at which the election was held. In making its decision with respect to the Committee's recommendation, the Board shall consider any report prepared by the Committee in support of its recommendation and such other additional information and factors that the Board believes to be relevant. In connection with the consideration of the director's resignation, the Board shall also consider and, if appropriate in the</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Board's estimation, take action to address the shareholder concerns underlying the withheld votes or to address other relevant issues.</p> <p>(6) Within four business days after the Board's decision whether to accept or reject the tendered resignation, the Company shall disclose the Board's decision in a Form 8-K filed with the Securities and Exchange Commission. The disclosure of the Board's decision shall also provide an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation.</p> <p>(7) No director who tenders his or her resignation pursuant to this paragraph (f) shall participate in the Corporate Governance Committee recommendation or the Board consideration of whether to accept the tendered resignation. If a majority of the members of the Committee have tendered their resignations pursuant to this paragraph (f) in connection with the same election, then the independent directors who are not required to submit a resignation with respect to such election shall be appointed by the Board as a special committee solely for the purpose of fulfilling the duties of the Corporate Governance Committee under this paragraph (f).</p>
Websense, Inc. <sup>378</sup> (1/07)	Policy	<p>In an uncontested election of directors (an election where the only nominees are those recommended by the Board), if any nominee for director receives a greater number of "withhold" votes than votes "for" his or her election, the Governance Committee will undertake an evaluation of the appropriateness of the director's continued service on the Board, and will make a recommendation to the Board as to whether it is appropriate that any remedial action be taken with respect to the voting results. The Governance Committee's recommendations may range from taking no action, to addressing the cause of the concerns communicated by stockholders to requesting that the director tender his or her resignation. The Governance Committee will consider all factors it deems relevant including, without limitation, the following:</p> <ul style="list-style-type: none"> <li>• The stated reasons why stockholders withheld votes for election from such director;</li> <li>• The length of service and qualifications of such director;</li> <li>• The director's contributions to the Company; and</li> <li>• The availability of other qualified candidates for director.</li> </ul> <p>The Governance Committee's evaluation will begin promptly following certification of the voting results and will be forwarded to the Board to permit the Board to act upon such recommendation. In reviewing the Governance Committee's recommendation, the Board will consider the factors evaluated by the Governance Committee and such additional information and factors the Board believes to be relevant. If the Board determines that remedial action is appropriate, the director shall promptly take whatever action is requested by the Board. If the director does not promptly take the recommended remedial action, or if the Board determines that immediate resignation is in the best interests of the Company and its stockholders, the director shall promptly tender his or her resignation upon request from the Board. Failure to tender a requested resignation pursuant to the terms of this policy shall be grounds for removal of such director for cause.</p> <p>Any director who is the subject of the evaluation described in this section will not participate in Governance Committee or Board considerations of the appropriateness of his or her continued service, except to respond to requests for information. If a majority of the members of the Governance Committee are subject to this evaluation process, then the independent directors on the Board (as most recently determined by the Board pursuant to applicable Nasdaq guidelines) who are not subject to the evaluation will appoint a Board committee amongst themselves solely for the purpose of conducting the required evaluation. The special committee will make the recommendation to the Board otherwise required of the Governance Committee.</p> <p>This policy will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Webster Financial Corporation	Bylaw (including director	Except as provided in Section 1 of this Article III, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such

<sup>378</sup> The majority vote policy of Websense, Inc. differs from most policies in that it does not automatically require the tender of a resignation if a nominee fails to receive the requisite vote. The policy attempts to address the issue of the director who fails to tender a requested resignation by providing that such a failure constitutes grounds for removal for cause. The investor relations department of the company indicated that the policy was adopted in Jan. 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
(10/23/06)	resignation policy)	<p>meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director.</p> <p>Any incumbent director who is nominated for election by the board of directors or a committee thereof shall, as a condition to such nomination submit a conditional and, in the case of an uncontested election, irrevocable letter of resignation to the Chairman of the Board. If an incumbent director is not elected, the Nominating and Corporate Governance Committee will consider the conditional resignation of such nominee and make a recommendation to the board of directors on whether to accept or reject the conditional resignation, or whether other action should be taken. The board of directors will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director whose conditional resignation is being considered will not participate in the Committee’s recommendation or the board of directors’ decision. In addition, if there are not at least two members of the Nominating and Corporate Governance Committee who either were elected at the meeting or did not stand for election, then each of the independent members of the board of directors who either were elected at the meeting or did not stand for election shall appoint a committee amongst themselves to consider the resignation offer and recommend to the board of directors whether to accept it (which committee of the independent members shall act in lieu of the Nominating and Corporate Governance Committee with respect to the resignation offer in such situation).</p>
WellPoint, Inc. <sup>379</sup> (5/17/07 Charter, Bylaw and Policy, replacing 10/28/06 plurality-plus Bylaw)	Charter, Bylaw (including director resignation policy) and Policy	<p><u>Charter:</u></p> <p>ARTICLE VI</p> <p><u>Section 6.8. Standard for Election of Directors by Shareholders.</u> Except as otherwise set forth in this Article VI, each Director shall be elected by a vote of the majority of votes cast with respect to the Director at any shareholders meeting for the election of Directors at which a quorum is present, provided that if as of the record date for such meeting the number of Director nominees to be considered at the meeting exceeds the number of Directors to be elected, each Director shall be elected by a vote of the plurality of the shares represented in person or by proxy and entitled to vote on the election of Directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted ‘for’ a Director must exceed the number of shares voted ‘against’ such Director.</p> <p><u>5/17/07 Amended Version of Bylaw:</u></p> <p>ARTICLE I</p> <p><u>Section 1.8. Vote Required To Take Action.</u> If a quorum exists as to a matter to be considered at a meeting of shareholders, action on such matter (other than the election of Directors) is approved if the votes properly cast favoring the action exceed the votes properly cast opposing the action, except as the Corporation’s Articles of Incorporation or the Indiana Business Corporation Law require a greater number of affirmative votes. The standard for the election of Directors by the Corporation’s shareholders is set forth in the Corporation’s Articles of Incorporation. Any nominee for Director who is an incumbent Director and who does not receive a majority of the votes cast (as defined in the Corporation’s Articles of Incorporation) shall immediately tender his or her resignation to the Board of Directors, if not previously tendered in connection with his or her election. The Governance Committee will then make a recommendation to the Board on whether to accept the tendered resignation or to take other action.</p>

<sup>379</sup> According to Item 5.03 of the Current Report on Form 8-K filed by WellPoint, Inc. on Nov. 2, 2006, under Indiana law, the standard for electing directors must be set forth in a company’s charter and changes to the charter require board and stockholder approval. On Oct. 28, 2006, in addition to amending the company’s bylaws regarding the election of directors, the board, acting upon the recommendation of the governance committee, determined that it would request stockholder approval at the 2007 annual meeting to amend the company’s charter to change the voting standard for the election of directors from a plurality to a majority vote standard in uncontested elections. Management’s 2007 majority vote charter amendment proposal and contemplated accompanying bylaw resignation provision were described in the definitive proxy statement filed on Apr. 4, 2007 at 21-22. The charter amendment proposal was approved by the stockholders. Thereafter, the board amended the company’s bylaws to reference the majority vote standard set forth in the amended charter and to address the status of holdover directors. See Item 5.03 of the Current Report on Form 8-K filed on May 18, 2007 and Quarterly Report on Form 10-Q filed on Jul. 25, 2007 at 48.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p><u>Policy:</u></p> <p>D. <u>Election of Directors</u></p> <p>The Board is responsible for selecting Director nominees and recommending them for election by the shareholders. The Governance Committee will identify individuals believed to be qualified to become Directors and recommend to the Board the nominees to stand for election by the shareholders, or in the case of a vacancy, by the Board. In accordance with the Articles of Incorporation, in a non-contested election, Directors are elected pursuant to a majority voting standard, which means that the number of shares voted “for” a Director must exceed the number of shares voted “against” that Director. The By-Laws provide that in a non-contested election any incumbent Director who does not receive a majority of the votes cast in his or her election shall immediately tender his or her resignation to the Board of Directors, if not previously tendered in connection with his or her election. The Governance Committee will recommend to the Board whether to accept the resignation or to take other action.</p> <p><u>10/28/06 Version of Bylaw (consisting of director resignation policy tied to a plurality standard):</u></p> <p>Directors shall be elected by a plurality of the votes properly cast; provided, however, in any non-contested election of directors, any director nominee who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall immediately tender his or her resignation to the Board of Directors. The Governance Committee will then make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision within ninety (90) days from the date of the certification of the election results.</p>
Wells Fargo & Company <sup>380</sup> (11/28/06 Bylaw and Policy, replacing 9/28/05 Policy, as previously amended on 1/24/06)	Bylaw and Policy (amended policy based on votes cast, although original policy based on votes out- standing)	<p><u>Bylaw:</u></p> <p>3.6. <u>Voting and Proxies.</u></p> <p>(b) <u>Voting for Directors.</u> A nominee for director shall be elected to the Board if the votes cast for such nominee’s election exceed the votes cast against such nominee’s election at any meeting for the election of directors at which a quorum is present; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting for which (i) the Secretary of the Company receives a notice that a Stockholder has nominated a person for election to the Board in compliance with the advance notice and other requirements for Stockholder nominations set forth in Section 3.11 of these By-Laws, and (ii) such nomination has not been withdrawn by such Stockholder on or before the record date for the meeting.</p> <p><u>11/28/06 Amended Version of Policy:</u></p> <p>The Board shall nominate for election or re-election as directors only candidates who have tendered or agreed to tender an irrevocable resignation that will be effective upon (i) the failure of the candidate to receive the required vote at an annual meeting at which he or she is nominated for election or re-election, and (ii) Board acceptance of the tendered resignation. The Board shall fill director vacancies and new</p>

<sup>380</sup> The UBCJA submitted a non-binding majority vote proposal for 2006. See Majority Election Proposals. AFSCME also publicly announced that it submitted a binding majority vote proposal for 2006 in the form of a bylaw amendment. Press Release, AFSCME (Dec. 7, 2005). The binding AFSCME proposal, which appeared in the definitive proxy statement filed on Mar. 17, 2006 at 48-50, received support from 39% of votes cast, per ISS. See Growing Support. AFSCME indicated that it also submitted a binding majority proposal for 2007 which was withdrawn after the company amended its bylaws to provide for majority voting. Press Release, AFSCME (Jan. 29, 2007). According to page 29 of the definitive proxy statement filed on Mar. 16, 2007, each director named in the 2007 proxy statement tendered an advance irrevocable resignation in accordance with the policy described above. At the 2007 annual meeting, approximately 31% of the votes cast with respect to incumbent director Donald B. Rice were “against” votes. See Quarterly Report on Form 10-Q filed on Aug. 6, 2007 at 74.

According to the Current Report on Form 8-K filed on Dec. 4, 2006, concurrently with adopting a majority vote bylaw, the board also amended the bylaws to change the standard for stockholder matters other than director elections so that the vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter will be the act of stockholders. Previously, all matters other than director elections were decided by the vote of a majority of the shares outstanding and entitled to vote on the matter. This standard has been retained for bylaw amendments and is specifically set forth in Section 7.4 of the company’s bylaws.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>directorships only with candidates who have agreed to tender the same form of resignation tendered by other directors in accordance with this guideline. A director who fails to receive the required number of votes for re-election in accordance with the Company's By-Laws and who has not already tendered the advance resignation described above is expected to tender, promptly following certification of the stockholder vote, his or her resignation from the Board, which resignation may be conditioned upon Board acceptance of the resignation.</p> <p>The Governance and Nominating Committee will consider the tendered resignation of a director who fails to receive the required number of votes for re-election, as well as any other offer to resign that is conditioned upon Board acceptance, and recommend to the Board whether or not to accept such resignation. The Governance and Nominating Committee in deciding what action to recommend, and the Board in deciding what action to take, may consider any factors it deems relevant. The director whose resignation is under consideration shall abstain from participating in any decision of the Governance and Nominating Committee or the Board regarding such resignation. If the Board does not accept the resignation, the director will continue to serve until his or her successor is elected and qualified. The Board shall publicly disclose its decision regarding a resignation tendered by a director who fails to receive the required number of votes for re-election within 90 days after certification of the stockholder vote.</p> <p><u>1/24/06 Amended Version of Policy:</u></p> <p>Any nominee for director in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "majority withhold vote") shall tender his or her resignation to the Chairman of the Governance and Nominating Committee promptly following certification of the stockholder vote.</p> <p>The Governance and Nominating Committee will promptly consider the tendered resignation and recommend to the Board whether to accept or reject it. In determining whether to recommend acceptance or rejection of the tendered resignation, the Governance and Nominating Committee will consider all factors it deems relevant including, without limitation, the stated reasons why stockholders "withheld" votes from the director, the director's length of service and qualifications, the director's contributions to the Company, and the Company's corporate governance guidelines.</p> <p>The Board will act on the Governance and Nominating Committee's recommendation not later than 90 days following the date of the stockholders' meeting at which the election occurred. In deciding whether to accept the tendered resignation, the Board will consider the factors considered by the Governance and Nominating Committee and any additional information and factors the Board believes to be relevant. Promptly following the Board's decision, the Company will disclose that decision (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8K filed with the Securities and Exchange Commission.</p> <p>If the Board decides to accept the director's resignation, the Governance and Nominating Committee will recommend to the Board whether to fill the resulting vacancy or to reduce the size of the Board.</p> <p>Any director who tenders his or her resignation pursuant to this guideline will not participate in the Governance and Nominating Committee recommendation or the Board consideration whether to accept or reject the resignation. If a majority of the members of the Governance and Nominating Committee received a majority withhold vote at the same election, then the independent directors who did not receive a majority withhold vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them.</p> <p>This corporate governance guideline will be summarized or included in each Company proxy statement relating to an election of Company directors.</p> <p><u>9/28/05 Version of Policy:</u></p> <p>Any nominee for director in an uncontested election as to whom a majority of the shares of the Company that are outstanding and entitled to vote in the election is designated as "withheld" from his or her election shall tender his or her resignation for consideration by the Governance and Nominating Committee. The Governance and Nominating Committee shall evaluate the best interests of the Company and its stockholders and shall recommend to the Board the action to be taken with respect to such tendered resignation.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Wells Real Estate Investment Trust II, Inc. (4/27/06)	Policy	<p>In order to enhance the power of the Company's stockholders to influence the composition of the Board, as a condition to nomination, each Director shall irrevocably agree to offer to resign if at a meeting of the stockholders relating to an uncontested election for a Director's seat on the Board at which a quorum is present, the Director receives a greater number of votes "withheld" than votes "for" such election. An "uncontested election" is an election in which the number of nominees does not exceed the number of directors to be elected. The Board shall not nominate or elect any candidate for a seat on the Board unless such candidate agrees to offer to resign as provided in these guidelines.</p> <p>When a Director offers to resign pursuant to such irrevocable agreement, then the Conflicts Committee shall consider the offer of resignation and shall act on the offer within 90 days following certification of the stockholder vote. Any independent Director who offers to resign shall not participate in any Conflicts Committee action regarding whether to accept his or her offer of resignation. Furthermore, an independent Director who offers to resign shall not participate in any Conflicts Committee action regarding whether to accept any other Director's resignation unless the number of participating independent Directors would be three or fewer, in which case such independent Director may participate in Conflicts Committee action relating to resignations other than his or her own.</p> <p>If the Conflicts Committee rejects an offer of resignation or fails to act within the required 90-day period, it shall promptly disclose the reason(s) for rejecting the offer of resignation or failing to act on the offer in a Form 8-K filed or furnished with the Securities and Exchange Commission. If the Conflicts Committee accepts a Director's offer of resignation, such resignation shall be effective upon acceptance.</p> <p>The offer of resignation may also be accepted at a stockholder meeting duly called for the express purpose of accepting such resignation and electing a successor to fill the vacancy created thereby. Unless previously accepted by the Conflicts Committee, such resignation shall be effective immediately prior to the stockholders' election of a successor at such meeting. If no successor is elected and qualified at such meeting, then the resignation shall not have been accepted and shall not have become effective at such meeting.</p> <p>An offer of resignation shall expire as to the Conflicts Committee's ability to accept it upon the earlier of (i) the Conflicts Committee's rejection of such offer or (ii) on the 91st day following the certification of the relevant stockholder vote. An offer of resignation shall expire as to the stockholders' ability to accept it after the next stockholder meeting at which a quorum is present and (a) the Director receives more "for" votes than "withheld" votes if the election is uncontested or (b) the Director receives a plurality of votes cast if the election is contested.</p> <p>The Company shall describe the foregoing procedures in any proxy statement that relates to an uncontested election of Directors so that the stockholders will be aware of the effect of a "withheld" vote.</p>
Wendy's International, Inc. <sup>381</sup> (2/07)	Policy	<p>As long as cumulative voting is not in effect, in an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "Majority Withheld Vote") will promptly tender his or her resignation following certification of the shareholder vote.</p> <p>The Nominating and Corporate Governance Committee will promptly consider the tendered resignation and will recommend to the Board whether to accept or reject the tendered resignation no later than 90 days following the date of the shareholders' meeting at which the election occurred (the "Shareholders' Meeting Date"). In considering whether to accept or reject the tendered resignation, the Nominating and Corporate Governance Committee will consider factors deemed relevant by the Committee members including, the Director's length of service, the Director's particular qualifications and contributions to the Corporation, the reasons underlying the Majority Withheld Vote (if known) and whether these reasons can be cured, and compliance with stock exchange listing standards and these Guidelines. If the Nominating and Corporate Governance Committee recommends that the Board accept one or more tendered resignations, the Nominating and Corporate Governance Committee will also make a recommendation to the Board on whether to fill such vacancy or vacancies or to reduce the size of the Board.</p>

<sup>381</sup> The SMWIA presented a non-binding proposal for 2007 requesting that the company reincorporate in Delaware. The SMWIA's supporting statement indicated that reincorporating in Delaware "would allow the Company's board of directors and its shareholders to take actions to establish a majority vote standard for the election of directors." The company sought to exclude the proposal on the grounds that it related to the company's ordinary business operations. Subsequently, the SMWIA withdrew its proposal in light of the board's "support for passage of an Ohio state law amendment that would allow the adoption of a majority vote standard by Ohio corporations" (letter available Jan. 29, 2007). For a general discussion of legislation in Ohio (the jurisdiction in which Wendy's International, Inc. is incorporated) which modified what had been the state's mandatory plurality election standard, see Note 116.



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>The Board will act on the Nominating and Corporate Governance Committee’s recommendation no later than 100 days following the Shareholders’ Meeting Date. In considering the Nominating and Corporate Governance Committee’s recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision on the Nominating and Corporate Governance Committee’s recommendation, the Corporation will promptly publicly disclose the Board’s decision whether to accept the resignation as tendered or, if applicable, the reasons for rejecting the tendered resignation. The Board’s decision will be disclosed either in a press release or in a report filed with the Securities and Exchange Commission.</p> <p>Any Director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Corporate Governance Committee recommendation or the Board deliberations regarding whether to accept or reject the tendered resignation. If a majority of the members of the Nominating and Corporate Governance Committee receive a Majority Withheld Vote at the same election, then the independent Directors who are on the Board who did not receive a Majority Withheld Vote (or who were not standing for election) will automatically be appointed a special Board committee solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them.</p> <p>Any Director who receives a Majority Withheld Vote and fails to tender his or her resignation in accordance with these Guidelines will not be nominated for re-election to the Board.</p>
Westar Energy, Inc. <sup>382</sup> (10/25/06)	Policy	<p>In an uncontested election, a nominee for director must receive more votes “for” election or re-election than the total of the votes “against” or “withheld” in order to be elected or re-elected. Any broker non-votes or abstentions will be excluded from the calculation of shares voted. An uncontested election is one in which none of our stockholders has provided notice of an intention to nominate one or more candidates to compete with the Board’s nominees or one in which our stockholders have withdrawn all such nominations by the day before we print the final version of our proxy statement.</p> <p>If an incumbent director does not receive the vote required to be re-elected, he or she will tender a resignation promptly following certification of the stockholder vote. The Board agrees to nominate for director only individuals who agree to comply with this requirement.</p> <p>The Nominating and Corporate Governance Committee will act on an expedited basis to determine whether to accept the director’s resignation and will submit its recommendation for prompt consideration by the Board. The Board will act on the Nominating and Corporate Governance Committee’s recommendation and publicly disclose (by press release and a filing with the Securities and Exchange Commission) its decision and the rationale behind the decision within 90 days following certification of the stockholder vote. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the consideration of it by either the Nominating and Corporate Governance Committee or the Board. If an incumbent director’s resignation is not accepted, he or she will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.</p> <p>This corporate governance policy will be summarized or included in each proxy statement relating to an election of directors of the Company.</p>
Western Digital Corporation (5/10/06)	Bylaw (including director resignation policy)	<p><b>3.03 Election of Directors.</b> Except as otherwise provided in Section 3.05 below, each director shall be elected by the vote of a majority of the votes cast with respect to such director at any annual or special meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the nominees receiving the greatest number of votes of the shares represented in person or by proxy at the meeting and entitled to vote on the election of directors, up to the number of directors to be elected, shall be the directors. For purposes of this Section 3.03, a “majority of the votes cast” means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. If an incumbent director is not reelected but would otherwise remain in office until his or her successor is elected and qualified, the director shall offer to tender his or her resignation to the Board, which may be conditioned upon</p>

<sup>382</sup> The policy refers to a majority vote as the standard for election or reelection. However, such a change in voting standard cannot be achieved as a legal matter through adoption of a policy.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>acceptance of such resignation by the Board. If a resignation is so conditioned, the Governance Committee of the Board, or such other committee designated by the Board pursuant to Section 3.14 below, will evaluate any such resignation in light of the best interests of this Corporation and its stockholders and will make a recommendation to the Board on whether to accept or reject such resignation or whether other action should be taken with respect thereto. In making its recommendation, such committee may consider any factors it deems relevant, including the director's qualifications, the director's past and expected future contributions to this Corporation, the overall composition of the Board and whether accepting the tendered resignation would cause this Corporation to fail to satisfy or otherwise comply with any applicable rule or regulation (including NYSE listing requirements and federal securities laws). The Board will act on the recommendation of such committee and will publicly disclose its decision and the rationale behind it within ninety (90) days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the decision of the Board or Board committee.</p> <p>If no directors receive the requisite majority vote at an annual or special meeting held for the election of directors where the number of nominees does not exceed the number of directors to be elected, the incumbent Board will nominate a new slate of directors and hold a special meeting for the purpose of electing those nominees within 180 days after the certification of the stockholder vote at the prior meeting. In this circumstance, the incumbent Board will continue to serve until new directors are duly elected and qualified.</p>
Weyerhaeuser Company <sup>383</sup> (10/18/07)	Bylaw (including 90-day term limit for holdover directors) and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE III</p> <p>1. The business and affairs of this corporation shall be managed under the direction of a Board of Directors consisting of not fewer than nine (9) nor more than thirteen (13) directors, the exact number to be determined from time to time by resolution adopted by the affirmative vote of a majority of the entire Board of Directors, each director to hold office until his successor shall have been elected and qualified. Notwithstanding the foregoing, in an election to which plurality voting does not apply, the term of a director who does not receive a majority of the votes cast in accordance with paragraph 4 of this Article III but who was a director at the time of the election, shall terminate on the date that is the earliest of (i) 90 days from the date of the certification of the election results, (ii) the date on which a person is selected by the Board of Directors to fill the office held by such director, which selection shall be deemed to constitute the filling of a vacancy by the Board of Directors, and (iii) the date on which the director's resignation is accepted by the Board of Directors. Whenever used in these bylaws, the phrase "entire Board of Directors" shall mean that number of directors fixed by the most recent resolution adopted pursuant to the preceding sentence prior to the date as of which a determination of the number of directors then constituting the entire Board of Directors shall be relevant for any purpose under these bylaws.</p> <p>4. A nominee for director shall be elected or re-elected to the Board of Directors if the votes cast for such nominee's election or re-election exceed the votes cast against such nominee's election or re-election. Shares otherwise present at the meeting, but for which there is an abstention, as to which no authority or direction to vote in the election is given or specified, or whose ballot is marked withheld shall not be deemed to be votes cast. Notwithstanding the foregoing, directors shall be elected by a plurality of the votes cast at any meeting of shareholders for which (i) the Secretary of the corporation has received a notice that a shareholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for shareholder nominees for director set forth in the corporation's bylaws and (ii) such nomination has not been withdrawn by such shareholder on or prior to the expiration of the time fixed in such bylaw for submitting nominations (a "contested election"). If the number of nominees for any election of directors exceeds the number of directors to be elected, the directors shall be elected by a plurality of the votes cast. If directors are to be elected by a plurality of the votes cast, shareholders shall not be permitted to vote against a nominee.</p>

<sup>383</sup> 2006 non-binding majority proposal from the SMWIA received support from 54% of votes cast, per Georgeson Shareholder. See 2006 Georgeson Review at 24. Note that the amendments to Article XIII of the company's bylaws contain "lock-in" language providing that Article III of the bylaws may be amended only by the affirmative vote of a majority of the shares represented and entitled to vote at a meeting of shareholders or by an amendment to the company's charter establishing majority requirements for the election of directors.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>ARTICLE XIII</p> <p>1. These bylaws may be altered, amended or repealed or new bylaws enacted by (a) the affirmative vote of a majority of the entire Board of Directors (if notice of the proposed alteration or amendment is contained in the notice of the meeting at which such vote is taken or if all directors are present) or (b) at any regular meeting of the shareholders (or at any special meeting thereof duly called for that purpose) by the affirmative vote of a majority of the shares represented and entitled to vote at such meeting (if notice of the proposed alteration or amendment is contained in the notice of such meeting); provided, however, that Article III of these bylaws may be amended only by the affirmative vote a majority of the shares represented and entitled to vote at any regular meeting of the shareholders or at any special meeting thereof duly called for that purpose, the notice of which special meeting shall include the form of the proposed alteration or repeal or of the proposed new bylaws, or a summary thereof, except that any amendment required by law or necessary or desirable to cure an administrative or technical deficiency may be made as provided in (a) or (b) above; and provided, further, that Article III of these bylaws shall be superseded and preempted by an amendment to the articles of incorporation of this corporation establishing majority voting requirements for the election of directors.</p> <p><u>Policy:</u></p> <p><b>Director Elections</b></p> <p>In accordance with the Bylaws of the Company, as amended, if none of the Company's shareholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if the Company's shareholders have withdrawn all such nominations on or prior to the expiration of the time fixed in the Bylaws for submitting nominations (a "contested election"), a nominee must receive more votes cast for than against his election or re-election in order to be elected or re-elected to the Board. The Board shall nominate for re-election as directors only incumbent candidates who tender, prior to the mailing of the proxy statement for the annual meeting at which they are to be re-elected as directors, irrevocable resignations that will be effective upon (a) the failure to receive the required vote at any annual meeting at which they are nominated for re-election and (b) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who tender, at or prior to the time of their appointment to the Board, the same form of resignation tendered by other directors in accordance with this provision.</p> <p>The Corporate Governance Committee (or such other committee as the Board may appoint) shall make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board shall act on the tendered resignation, taking into account the recommendation of such committee, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation within 90 days from the date of the certification of the election results. The committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant, including whether the acceptance of any resignation would cause the Company to fail to comply with any requirement of the New York Stock Exchange or any rule or regulation promulgated under the Securities Exchange Act of 1934. The director whose resignation is under consideration shall not participate in the recommendation of the committee with respect to his or her resignation. Such incumbent director will continue to serve as a director for a term that will terminate on the date that is the earliest of (i) 90 days from the date of the certification of the election results, (ii) the date on which a person is selected by the Board of Directors to fill the office held by such director, which selection shall be deemed to constitute the filling of a vacancy by the Board of Directors, and (iii) the date on which the director's resignation is accepted by the Board or the director is removed. The Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board.</p>
Whirlpool Corporation <sup>384</sup> (effective 1/5/07)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>ARTICLE II</p> <p>SECTION 11. Nominations and Qualifications of Directors. Subject to the rights of holders of Preferred Stock, nominations for the election of</p>

<sup>384</sup> While Section 11 of Article II of the bylaws of Whirlpool Corporation refers to a board policy relating to the acceptance of director resignations, no such policy is currently publicly available.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>directors may be made by the board of directors or a stockholder entitled to vote generally in the election of directors. For a nomination or nominations to be properly made by any stockholder entitled to vote generally in the election of directors, written notice of such stockholder's intent to make such nomination or nominations must be given. . . Each such notice shall set forth: . . . (c) a statement whether such person, if elected, intends to tender, promptly following such person's election or re-election, an irrevocable resignation effective upon such person's failure to receive the required vote for re-election at the next meeting at which such person would face re-election and upon acceptance of such resignation by the board of directors in accordance with the relevant board policy . . . .</p> <p>ARTICLE III</p> <p>SECTION 2. <u>Election of Directors; Terms of Office.</u> At all meetings of the stockholders for the election of directors at which a quorum is present, a nominee for director shall be elected to the board of directors if the votes cast [sic] for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of the stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the board of directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 11 of Article II; and (ii) such nomination has not been withdrawn by such stockholder on or prior to the tenth (10th) day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders. If directors are elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee.</p> <p>SECTION 9. <u>Resignation.</u> Any director or member of a committee of directors may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chairman of the Board, any Vice Chairman, President or Secretary. Except as provided in Section 11(c) of Article II and hereinafter, the acceptance of a resignation shall not be necessary to make it effective.</p>
<p>The Williams Companies, Inc. <sup>385</sup></p> <p>(9/14/06 Bylaw and Policy, replacing 11/18/05 Policy)</p>	<p>Bylaw and Policy</p>	<p><u>Bylaw:</u></p> <p>Except as provided in Section 2 of this Article III, a nominee for Director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that Directors shall be elected by a plurality of the votes cast at any meeting of Stockholders for which (i) the Secretary of the Company receives a notice that a Stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for Stockholder nominees for Director set forth in this Article III, Section 1, and (ii) such nomination has not been withdrawn by such Stockholder on or prior to the day next preceding the date the Company first mails its notice of meeting for such meeting to the Stockholders. If Directors are to be elected by a plurality of the votes cast, Stockholders shall not be permitted to vote against a nominee. Each Director so elected shall hold office until the third Annual Meeting of Stockholders following such election and until a successor is duly elected and qualified, or until earlier resignation or removal.</p> <p><u>9/14/06 Amended Version of Policy:</u></p> <p>In accordance with the Company's By-laws, if none of our shareholders provides the Company notice of an intention to nominate one or more candidates in a Director election, or if our shareholders have withdrawn all such nominations by the day before the Company mails its notice of meeting to our shareholders, a nominee must receive more votes cast "for" than "against" his or her election or re-election in order to be elected or re-elected to the Board. The Board shall nominate for election or re-election as Director only candidates who agree to tender, promptly</p>

<sup>385</sup> 2005 majority proposal from SMWIA received support from 48.3% of votes cast, per Georgeson Shareholder. See Georgeson Review at 25. The SMWIA also submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on Apr. 13, 2006 at 26-28. The 2006 proposal received support from 50.4% of votes cast, per ISS. See Growing Support. See also Press Release, The Williams Companies, Inc. (May 18, 2006). Thereafter, the company adopted the bylaw and amended policy set forth above. Note that The Williams Companies, Inc. has attempted to address the issue of how to define a contested election in its bylaw. The company's policy is of a type that began to appear in Sep. 2006, which policy addresses potential arguments that a company cannot force a director to resign by making an agreement to tender a resignation a prerequisite to being nominated or filling a vacancy. Effective Jan. 26, 2007, the board further amended the bylaws to delete a reference to plurality voting in Article II, Section 2, seemingly as a conforming change, in light of the Sept. 2006 bylaw amendments which established a majority vote election standard in uncontested elections. See Current Report on Form 8-K filed on Jan. 31, 2007.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>following the annual meeting at which they are elected or re-elected as Director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at any annual meeting at which they face re-election, and (ii) Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with this Board practice.</p> <p>If an incumbent Director fails to receive the required vote for re-election, the Nominating and Governance Committee [sic] will act on an expedited basis to determine whether to accept the Director's tendered resignation and will submit such recommendation for consideration by the Board. The Board will act on the Nominating and Governance Committee's recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results. The Board expects the Director whose tendered resignation is under consideration to abstain from participating in any decision regarding that tendered resignation. The Nominating and Governance Committee and the Board may consider any factors they deem relevant in deciding whther [sic] to accept a Director's tendered resignation. If the Board accepts a Director's tendered resignation pursuant to this process, the Nominating and Governance Committee shall recommend to the Board whether to fill such vacancy or reduce the size of the Board. If, for any rason [sic], the Board is not elected at an annual meeting, they may be elected thereafter at a special meeting of the shareholders called for that purpose in the manner provided in the By-laws.</p> <p><u>11/18/05 Version of Policy:</u></p> <p>Any nominee for director who receives a greater number of votes "withheld" from his or her election than votes cast "for" his or her election is required to submit a letter of resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee shall in turn recommend to the full Board whether the resignation should be accepted. Following a majority withhold vote for a director:</p> <ul style="list-style-type: none"> <li>• the director's resignation is expected to be submitted promptly following certification of the shareholder vote;</li> <li>• the Board will act on the Nominating and Governance Committee's recommendation within 60 days following certification of the shareholder vote;</li> <li>• the Board will promptly disclose their decision whether to accept the director's resignation (and the reasons for rejecting the resignation, if applicable) in a press release to be disseminated in the manner that Company press releases typically are distributed;</li> <li>• the director who has submitted his or her resignation shall not participate in the Nominating and Governance Committee discussions, if applicable, and Board discussions regarding the decision whether to accept the resignation.</li> </ul>
WMS Industries Inc. (9/13/06)	Policy	<p>In an uncontested election of directors (that is, where the number of nominees is equal to the number of seats open), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" at any meeting for the election of directors at which a quorum is present, shall promptly tender his or her resignation to the Board for consideration by the Nominating and Corporate Governance Committee and the Board (following certification of the stockholder vote) in accordance with the following procedures. Abstentions and broker non-votes with respect to a director's election shall not be counted.</p> <p>The Nominating and Corporate Governance Committee will promptly consider such resignation and will recommend to the Qualified Independent Directors (as defined below) the action to be taken with respect to such offered resignation, which may include (i) accepting the resignation; (ii) maintaining the director but addressing what the Qualified Independent Directors believe to be the underlying cause of the withheld votes; (iii) determining that the director will not be renominated in the future for election; or (iv) rejecting the resignation. The Nominating and Corporate Governance Committee will consider all relevant factors including, without limitation, (i) the stated reasons why votes were withheld from such director; (ii) any alternatives for curing the underlying cause of the withheld votes; (iii) the tenure and qualifications of the director; (iv) the director's past and expected future contributions to the Company; (v) the Company's director criteria; (vi) the Company's Corporate Governance Guidelines (of which this policy is a part); and (vii) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable Securities and Exchange Commission or New York Stock Exchange requirement.</p> <p>The Qualified Independent Directors will act on the Nominating and Corporate Governance Committee's recommendation no later than 90 days following the date of the stockholders' meeting when the election occurred. In considering the Nominating and Corporate Governance Committee's recommendation, the Qualified Independent Directors will consider the factors considered by the Nominating and Governance</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Committee and such additional information and factors the Board believes to be relevant. Following the Qualified Independent Directors' decision, the Company will promptly disclose in a Report on Form 8-K filed with the U.S. Securities and Exchange Commission the decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation).</p> <p>To the extent that any resignation is accepted, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. If the director's resignation is not accepted by the Board, such director will continue to serve until the next annual meeting of stockholders and until his or her successor is elected and qualified.</p> <p>Any director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Corporate Governance Committee's recommendation or Qualified Independent Directors' consideration regarding whether or not to accept the tendered resignation. Prior to voting, the Qualified Independent Directors will afford the director an opportunity to provide any information or statement that he or she deems relevant. If a majority of the members of the Nominating and Corporate Governance Committee received a greater number of votes "withheld" from their election than votes "for" their election at the same election, then the remaining Qualified Independent Directors who are on the Board who did not receive a greater number of votes "withheld" from their election than votes "for" their election (or who were not standing for election) would consider the matter directly or may appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and that committee would make the recommendation to the Board whether to accept or reject them. For purposes of this Policy, the term "Qualified Independent Directors" means:</p> <p>a. All directors who (1) are independent directors (as defined in accordance with the then existing standards of independence adopted by the Board from time to time) and (2) are not required to offer their resignation in accordance with this policy.</p> <p>b. If there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this policy, then the Qualified Independent Directors shall mean all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this policy shall recuse himself or herself from the deliberations and voting only with respect to his or her individual offer to resign.</p>
Wm. Wrigley Jr. Company <sup>386</sup> (10/20/06, effective 3/15/07)	Bylaw (including director resignation policy)	<p>Section 3.4. Election and Resignation of Directors.</p> <p>(a) Each director shall be elected by a vote of the majority of the votes cast with respect to that director at any meeting for the election of directors at which a quorum is present, in accordance with Section 3.7 of this Article III; provided, that, if, at the close of the notice period set forth in Section 3.3 of this Article III, the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the votes cast and entitled to vote on the election of directors in person or by proxy at any such meeting. For purposes of this Section, a vote of the majority of the votes cast means that the number of shares voted "for" a director must exceed 50% of the votes cast with respect to that director.</p> <p>(b) If an incumbent director is running uncontested and is not elected as provided in subsection (a), such director shall promptly offer to tender his or her irrevocable resignation to the Board. The Corporation Governance Committee, or such other committee designated by the Board pursuant to Section 3.12 of this Article III, will recommend to the Board whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within ninety (90) days following the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board's decision with respect to that resignation.</p>

<sup>386</sup> The effectiveness of the majority vote bylaw set forth above was contingent upon stockholder approval, at the March 14, 2007 annual meeting, of an amendment to Article Thirteenth of the charter of Wm. Wrigley Jr. Company eliminating the requirement that directors be elected by a plurality. See definitive proxy statement filed on Feb. 13, 2007 at 46. The charter amendment proposal passed. See Quarterly Report on Form 10-Q filed on May 10, 2007 at 16.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		(c) Any Director may resign at any time by delivering written notice to the chairman of the board of directors, if any, or to the chief executive officer, the president or the secretary of the corporation. Such resignation shall take effect at the time specified in the notice or, if not time is specified, immediately. Unless such notice is provided pursuant to subsection (b) of this Section 3.4, or acceptance is otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.
WSFS Financial Corporation <sup>387</sup> (date unknown)	Policy	According to page 2 of the definitive proxy statement of WSFS Financial Corporation filed on 3/29/06:  In accordance with Company policy, in an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election will promptly tender his or her resignation following certification of the shareholder vote. The Corporate Governance Committee will consider the resignation offer and recommend to the Board of Directors whether to accept it. The Board will act on the Corporate Governance Committee's recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board of Directors will promptly disclose their decision whether to accept the director's resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a Company press release. Any director who tenders his or her resignation pursuant to this provision will not participate in the Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.
Wyeth <sup>388</sup> (9/28/06)	Bylaw (including director resignation policy)	Except as provided in Section 7 of these by-laws with respect to the filling of vacancies in the membership of the Board, each director shall be elected to the Board by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present, provided, however, that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the votes cast at any such meeting and entitled to vote on the election of directors. For purposes of this Section 6, a majority of the votes cast means that the number of votes cast "for" a director must exceed the number of votes cast "against" that director. If an incumbent director is not elected by a majority of the votes cast (unless, pursuant to the second preceding sentence, the director election standard is a plurality of the votes cast), the incumbent director shall offer to tender his or her resignation to the Board. The Nominating and Governance Committee shall make a recommendation to the Board on whether to accept or reject the director's offer to tender his or her resignation, or whether other action should be taken. The Board shall act on such Committee's recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results. An incumbent director who offers to tender his or her resignation shall not participate in the Committee's recommendation or in the Board's decision. An incumbent director who has offered to tender his or her resignation pursuant to this Section 6 shall promptly tender such resignation upon the Board's acceptance of such offer. If a director's offer to tender his or her resignation is accepted by the Board pursuant to this Section 6, or if a nominee for director is not elected and the

<sup>387</sup> Page 2 of the definitive proxy statement filed on Mar. 26, 2007 describes the policy as follows:

In an uncontested election, there are enough seats up for election for all of the nominees so all will be elected as directors regardless of the number of votes they each receive. It is our policy, however, that in an uncontested election any director who was elected by less than a majority of votes in favor of their election should promptly offer to resign from the Board and request the Board of Directors to accept or reject the resignation offer at the Board's discretion. The Board's Corporate Governance Committee will consider resignation offers and make its recommendation to the full Board. The Board will within 90 days accept or reject the director's resignation offer.

It is not clear whether the different description set forth in the 2007 proxy statement is intended to indicate that the company amended the policy it had previously adopted.

<sup>388</sup> Member of Majority Vote Work Group. See Note 18. William Steiner submitted a non-binding majority proposal for 2006. See definitive proxy statement filed on 2006, at 50-51. The proposal received support from 55% of votes cast, per ISS. See Growing Support. In the press release issued on Sep. 28, 2006, the company concurrently announced that it was removing all supermajority voting requirements that apply to matters subject to a stockholder vote, and substituting a simple majority of shares outstanding as the relevant standard, subject to stockholder approval at the company's 2007 annual meeting. Wyeth indicated that the second change, like the change in the vote required to elect directors, was being adopted in response to non-binding stockholder proposals approved at the company's 2006 annual meeting. See also Current Report on Form 8-K filed on Oct. 2, 2006. Management's 2007 proposal to eliminate supermajority voting requirements was set forth in the definitive proxy statement filed on Mar. 16, 2007 at 70-72. That proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 7, 2007 at 50.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		nominee is not an incumbent director, then the Board may fill the resulting vacancy pursuant to the provisions of Section 7 of these by-laws or may decrease the size of the Board pursuant to Section 7 of these by-laws. Except as may be otherwise required by law, the Certificate of Incorporation or these by-laws, all other matters shall be decided by the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote on such matters.
Xcel Energy Inc. (Preexisting 2/25/04 Bylaw and 10/24/07 Policy)	Bylaw and Policy	<p><u>Bylaw:</u></p> <p>All elections shall be had and all questions decided by a majority vote of the shares present, except where a larger proportion or number is required by the Articles of Incorporation, these Bylaws, or the laws of the State of Minnesota.</p> <p><u>Policy:</u></p> <p>7. In an uncontested election, if a nominee for Director who is an incumbent Director receives a greater number of votes “withheld” from or voted “against” his or her election than votes “for” such election, the incumbent Director shall, promptly after certification of the election results, offer to tender his or her resignation to the Board. The Governance, Compensation and Nominating Committee shall make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board shall act on whether to accept the Director’s offer, taking into account the recommendation of the Governance, Compensation and Nominating Committee, and publicly disclose (by press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision and the rationale behind it within 90 days after the date of the certification of the election results. The Governance, Compensation and Nominating Committee, in making its recommendation, and the Board, in making its decision, may each consider any factors or other recommendations that it considers relevant and appropriate. The incumbent Director who offers to tender his or her resignation shall not participate in the Board’s decision. If such incumbent Director’s offer to tender his or her resignation is not accepted by the Board, such Director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier death, resignation, retirement, disqualification or removal. Following the acceptance of an incumbent Director’s resignation, or when a position on the Board is not filled because a non-incumbent nominee for that position is not elected, the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board in each case pursuant to the provisions of the Company’s Articles of Incorporation and By-laws.</p>
Xerox Corporation <sup>389</sup> (2/16/06)	Policy	In an uncontested election, any nominee for director who receives a greater number of votes “withheld” for his or her election than votes “for” such election shall tender his or her resignation promptly after such election. The independent Directors shall then evaluate and determine, based on the relevant facts and circumstances, whether to accept or reject the resignation. Any Director who tenders a resignation pursuant to this provision shall not participate in the Board’s decision. Within 90 days following certification of the results of the election, the Board will promptly disclose its decision and the basis for that decision in a filing with the SEC.
Xilinx, Inc. <sup>390</sup> (5/3/06)	Bylaw (including director	<p><u>Bylaw:</u></p> <p>Except as provided in Section 3.4 of these bylaws, each director shall be elected by the vote of the majority of the votes cast with respect to such director at each annual meeting of stockholders to hold office until the next annual meeting; <u>provided</u> that if the number of nominees exceeds the</p>

<sup>389</sup> The UBCJA submitted a non-binding proposal for 2006. See Majority Election Proposals and definitive proxy statement filed on Apr. 10, 2006 at 30-32. The 2006 proposal received support from 41% of votes cast, per ISS. See Growing Support. See also Press Release, Xerox Corporation (May 24, 2006). In an Oct. 1, 2007 letter to the Secretary of the SEC (*available at* <http://www.sec.gov/comments/s7-16-07/s71607.shtml>) commenting upon the SEC’s then-proposed rules relating to proxy access, Anne M. Mulcahy, chairman and CEO of Xerox Corporation, wrote: “Xerox’s Board is also committed to adopting a majority voting standard in 2008, which will strengthen our shareholders’ voice in the director election process.”

<sup>390</sup> 2005 non-binding majority proposal received majority support. See 2006 Proxy Season Preview at 11. The UBCJA has indicated that it submitted a non-binding majority proposal for 2006. On May 15, 2006, Xilinx, Inc. announced that its corporate governance principles had been amended to reference the previously adopted majority vote bylaw. Concurrently with announcing that its corporate governance principles had been so amended, the company also announced that the board had further amended the guidelines to include stock ownership requirements for directors and executive officers, require that directors tender their resignations for consideration by the board if their principal occupation or business association changes and limit the number of public boards on which the CEO and directors may serve. Press Release, Xilinx, Inc. (May 15, 2006).



Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
	resignation policy) and Policy	<p>number of directors to be elected, the directors shall be elected by the plurality of the shares represented in person or by proxy at such meeting and entitled to vote on the election of directors. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, or until death, resignation or removal in the manner hereinafter provided, or until he or she shall cease to qualify. For the purposes of this Section, a majority of the votes cast means that the number of shares voted 'for' a director must exceed the number of shares voted 'against' that director. If a director is not elected, such director shall offer to tender his or her resignation to the board of directors. The board of directors will decide whether to accept or reject such resignation, or whether other action shall be taken. The board of directors will publicly disclose its decision and the rationale behind it promptly but no later than 120 days following the date of the certification of the election results. In reaching its decision, the board of directors may consider any factors it deems relevant, including the director's qualifications, the director's past and expected future contributions to the corporation, the overall composition of the board of directors, the underlying reasons for the outcome of the stockholders' vote with respect to the director (if ascertainable) and whether accepting the tendered resignation would cause the corporation to fail to meet any applicable rule or regulation. No director who so offers to tender his or her resignation shall participate in the board of directors' decision or in the nominating and governance committee's recommendation. If a majority of the members of the nominating and governance committee fail to receive a majority of the votes cast with respect to each such director at the same meeting of stockholders, then the independent directors who did receive a majority of the votes cast with respect to each such director will appoint a committee of the board of directors amongst themselves for the purpose of considering the tendered resignations and making a recommendation to the board of directors with respect to such tendered resignations. If no directors receive the requisite majority vote at an annual or special meeting held for the purpose of electing directors where the election is uncontested, the incumbent board of directors will nominate a new slate of directors and hold a special meeting for the purpose of electing those nominees within 180 days after the certification of the stockholder vote. In this circumstance, notwithstanding any other provision of this Section 3.3, the incumbent board of directors will continue to serve until new directors are elected and qualified.</p> <p><u>Policy:</u> In uncontested elections the Directors are elected by a majority vote; if elections are contested the vote is by a plurality.</p>
Yahoo! Inc. <sup>391</sup> (1/16/07)	Bylaw and Policy	<p><u>Bylaw:</u> <b>3.3 Election, Qualification and Term of Office of Directors.</b></p> <p>Except as provided in Section 3.4 of these Bylaws, directors shall be elected by a "majority of votes cast" (as defined herein) at each annual meeting of stockholders to hold office until the next annual meeting, unless the election is contested, in which case directors shall be elected by a plurality of votes cast. An election shall be contested if, as determined by the Board of Directors, the number of nominees exceeds the number of directors to be elected. Each director, including a director elected to fill a vacancy, shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation (including resignation pursuant to the resignation policy set forth in the Corporation's Corporate Governance Guidelines) or removal. For the purposes of this Section, a "majority of votes cast" means that the number of shares voted "for" a director exceeds the number of votes cast "against" that director. Directors need not be stockholders unless so required by the Certificate of Incorporation or these Bylaws, wherein other qualifications for directors may be prescribed. Elections of directors need not be by written ballot.</p> <p><u>Policy:</u></p>

<sup>391</sup> Eric Jackson, a Yahoo! stockholder, launched an online campaign prior to the 2007 annual meeting, criticizing the compensation paid to then-CEO Terry Semel. The campaign aimed to replace seven directors, including Mr. Semel, eliminate the company's poison pill and implement a pay for performance plan. According to news reports, all directors were elected by at least 66% of votes cast, meaning that at least one director received approximately a 34% withhold vote. See L. Reed Walton, Vote Results: Yahoo! "Open to Dialogue" After Withhold Vote, Dissident Says, ISS Governance Weekly, Jun. 14, 2007, available at [http://www.issproxy.com/governance\\_weekly/2007/061.html](http://www.issproxy.com/governance_weekly/2007/061.html). According to the vote results later disclosed by the company, at the 2007 annual meeting, approximately 33% of the votes cast with respect to incumbent directors Arthur Kern and Ronald Burkle, and approximately 31% of the votes cast with respect to incumbent director Roy Bostock, were "against" votes. See Quarterly Report on Form 10-Q filed on Aug. 8, 2007 at 54. Subsequent to the meeting, Mr. Semel resigned as CEO and was replaced by Jerry Yang, one of the co-founders of the company. Mr. Semel then became the non-executive chairman. Press Release, Yahoo! (Jun. 18, 2007).

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Prior to each election of directors at an annual meeting, each director nominee shall submit to the Board an irrevocable letter of resignation from the Board and all committees thereof, which shall become effective if such director does not receive a majority of votes cast (as defined in the bylaws) and upon acceptance of such letter by the Board. The Nominating and Corporate Governance Committee shall promptly assess the appropriateness of such nominee continuing to serve as a director and shall recommend to the Board the action to be taken with respect to such resignation. The Board will determine whether to accept or reject such resignation, or what other action should be taken, within 90 days from the date of the certification of election results. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The Board's explanation of its decision shall be promptly disclosed on Form 8-K filed with the Securities and Exchange Commission. A nominee whose irrevocable letter of resignation has become effective pursuant to this provision shall not participate in the decision-making process of the Nominating and Corporate Governance Committee or of the Board with respect to that resignation. If a majority of the members of the Nominating and Corporate Governance Committee receive a greater number of votes "against" than "for" at the same election, then the independent directors who did not receive such votes will consider the tendered resignations.</p>
<p>YRC Worldwide Inc. (12/14/06)</p>	<p>Bylaw (including director resignation policy)</p>	<p><b>ARTICLE I</b> <b>SECTION 7. <u>PROXIES AND VOTING.</u> . . .</b></p> <p>Subject to the next succeeding sentence and except as required by all applicable laws or as otherwise provided in the Certificate of Incorporation or these Bylaws, at all meetings of the stockholders, all questions shall be determined by a majority of the votes cast at the meeting of the holders of shares entitled to vote thereon. Each director nominee shall be elected to the Board of Directors by the vote of the majority of the votes cast with respect to that director nominee's election at any meeting for the election of directors at which a quorum is present; provided, however, that if the number of nominees exceeds the number of directors to be elected, the director nominees shall be elected by a plurality of the votes cast. For purposes of this Section 7, a majority of the votes cast means that the number of shares voted "for" a director nominee must exceed the number of votes cast "against" that director nominee.</p> <p>If an incumbent director is not elected by a majority of votes cast (unless, pursuant to the immediately preceding paragraph, the director election standard is a plurality), the incumbent director shall promptly offer to tender his or her resignation to the Board of Directors. The Governance Committee shall make a recommendation to the Board of Directors on whether to accept or reject the director's offer to tender his or her resignation, or whether other action should be taken. The Board of Directors shall act on the Committee's recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results. An incumbent director who offers to tender his or her resignation shall not participate in the Committee's or the Board of Directors' recommendation or decision, or any deliberations related thereto. An incumbent director who has offered to tender his or her resignation pursuant to this Section 7 shall promptly tender such resignation upon the Board of Directors' acceptance of such offer.</p> <p>If a director's offer to tender his or her resignation is accepted by the Board of Directors pursuant to this Section 7, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Article II, Section 2 or may decrease the size of the Board of Directors pursuant to Article FIFTH of the Certificate of Incorporation.</p>
		<p><b>ARTICLE II</b> <b>SECTION 3. <u>RESIGNATION AND REMOVAL.</u> . . .</b></p> <p>Any director may resign his office at any time (or shall offer to tender as provided in Article I, Section 7), such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some future time be fixed in the resignation and in that case from that time. The acceptance of a resignation shall not be required to make it effective. Nothing herein shall be deemed to affect any contractual rights of the Corporation.</p>

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
Yum! Brands, Inc. <sup>392</sup> (2/9/07)	Policy	Any Director nominee in an uncontested election (i.e. an election in which the only nominees are those recommended by the Board) who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall promptly tender to the Board his or her resignation from the Board. The resignation shall specify that it is effective upon the Board's acceptance of the resignation. The Board shall, through a process managed by the Nominating and Governance Committee and excluding the nominee in question, accept or reject the resignation within 90 days after the Board receives the resignation. Absent the Board determining that there is a compelling reason for the Director to remain on the Board and public disclosure of that reason, the Board shall accept the resignation.
Zimmer Holdings, Inc. <sup>393</sup> (9/14/06)	Bylaw (including director resignation policy) and Policy	<p><u>Bylaw:</u></p> <p>Section 2.08. <u>Procedure for Election of Directors; Required Vote.</u></p> <p>(a) Election of Directors. Election of Directors at all meetings of the stockholders at which Directors are to be elected shall be by ballot. Subject to the rights of the holders of any series of Preferred Stock to elect Directors under an applicable Preferred Stock Designation, and except as provided in this Section 2.08(a), each Director shall be elected by the vote of the majority of the votes cast with respect to that Director's election at any meeting for the election of Directors at which a quorum is present; provided, however, that if the number of nominees exceeds the number of Directors to be elected, the Directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of Directors. For purposes of this Section 2.08(a), a majority of votes cast shall mean that the number of shares voted "for" a Director's election exceeds the number of votes cast "against" that Director's election. If a nominee for Director is not elected and the nominee is an incumbent Director, the Director shall promptly tender his or her resignation to the Board of Directors, subject to acceptance by the Board of Directors. The Corporate Governance Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Corporate Governance Committee in making its recommendation and the Board of Directors in making its decision may each consider any factors or other information that they consider appropriate and relevant. The Director who tenders his or her resignation will not participate in the recommendation of the Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent Director's resignation is not accepted by the Board of Directors, such Director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a Director's resignation is accepted by the Board of Directors pursuant to this Section 2.08(a), or if a nominee for Director is not elected and the nominee is not an incumbent Director, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Section 7.03 of the Certificate of Incorporation or may decrease the size of the Board of Directors pursuant to the provisions of Section 7.01 of the Certificate of Incorporation.</p> <p>(b) Other Matters. Except as otherwise provided by law, the Certificate of Incorporation, a Preferred Stock Designation, applicable stock exchange rules or other rules and regulations applicable to the Corporation or these By-Laws, in all matters other than the election of Directors, the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter shall be the act of the stockholders.</p>

<sup>392</sup> Concurrently with announcing the adoption of a majority vote policy, the company announced that the board had amended Yum! Brands, Inc.'s poison pill to terminate effective March 1, 2007. Press Release, Yum! Brands, Inc. (Feb. 9, 2007). See also Item 3.03 of Current Report on Form 8-K filed on Feb. 12, 2007. The company presented a management proposal to declassify the board in 2005. See definitive proxy statement filed on Mar. 31, 2005 at 14-16. The proposal passed. See Quarterly Report on Form 10-Q filed on Jul. 19, 2005 at 43.

<sup>393</sup> ISS has indicated that the company adopted a majority vote bylaw in response to a 2007 majority proposal from the SMWIA. See 2007 Preview. On Nov. 15, 2006, the company announced that the board had recommended that a board declassification proposal be presented at the 2007 annual meeting. Press Release, Zimmer Holdings, Inc. (Nov. 15, 2006). Management's 2007 declassification proposal was set forth in the definitive proxy statement filed on Mar. 22, 2007 at 39-41. In its supporting statement, management referred to support for a 2006 declassification proposal. The 2007 declassification proposal passed. See Quarterly Report on Form 10-Q filed on Aug. 7, 2007 at 30.

Company (Date Adopted)	Policy or Bylaw <sup>1</sup>	Text of Provision
		<p>Policy:</p> <p>any director who is not elected by a majority vote shall tender his or her resignation to the Board, subject to acceptance by the Board, as set forth in the Company's Restated By-Laws.</p>
Zions Bancorporation <sup>394</sup> (effective 5/4/07)	Bylaw (consisting of plurality standard and state statute limiting holdover terms to 90 days)	<p>Section 2.14 <u>Voting for Directors</u>. The Corporation elects to be governed by Section 16-10a-1023 of the Act with respect to the election of directors, except in the event that Section 16-10a-1023(2) of the Act is applicable. In the event that Section 16-10a-1023(2) of the Act is applicable, unless otherwise provided in the Articles of Incorporation or the Act, directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present, in accordance with the requirements and procedures set forth in Section 16-10a-728 of the Act. Cumulative voting is permitted only if specifically provided for in the Articles of Incorporation.</p> <p>Section 3.02 <u>Number, Tenure and Qualifications</u> . . . Each director shall hold office until the next annual meeting of shareholders (unless the Articles of Incorporation provide for staggering the terms of directors as permitted by Section 16-10a-806 of the Act) or until removed, except to the extent provided in Section 16-10a-1023 of the Act. Except to the extent provided in Section 16-10a-1023 of the Act, a director whose term expires shall continue to serve until such director's successor shall have been elected and qualified or until there is a decrease in the authorized number of directors. No decrease in the authorized number of directors shall have the effect of shortening the term of any incumbent director. Unless required by the Articles of Incorporation, directors do not need to be residents of Utah or shareholders of the Corporation.</p> <p>Section 3.03 <u>Resignation</u>. Any director may resign at any time by giving a written notice of resignation to the Board of Directors, the Chairman of the Board of Directors or the Secretary of the Corporation. A director's resignation is effective when the notice is received by the Board of Directors, the Chairman of the Board of Directors or the Secretary of the Corporation, unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. A resignation that is conditioned on failing to receive a specified vote for election as a director may provide it is irrevocable. (Section 16-10a-807 of the Act.)</p>

<sup>394</sup> According to page 6 of the definitive proxy statement filed on Mar. 28, 2007: "At its January 2007 meeting, the Committee recommended that, after effectiveness of enabling legislation in Utah, the Board approve amendments to the Company's Bylaws that would provide for majority voting for directors in uncontested elections. Such legislation has been passed but is not effective as of the date of this Proxy Statement." As indicated in Item 5.03 of the Current Report on Form 8-K filed on May 9, 2007, amendments to the Utah Revised Business Corporation Act, which facilitate the adoption of a form of majority voting, became effective in Apr. 2007. Under the recently amended Utah statute, which reflects the approach of the 2006 amendments to the Model Business Corporation Act, a nominee who receives a plurality vote, but receives more votes against than for election serves for a term that ends on the earlier of: (a) 90 days after certification of the voting results and (b) the day on which a person is selected by the board to fill the office of that director.

**Comments, questions or requests for an updated Study should be directed to:**

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