

B Y - L A W S

of

A. T. CROSS COMPANY

Article I

OFFICES

The Corporation shall have offices at such places both within and without the State of Rhode Island as may from time to time be determined by the board of directors or as the business of the Corporation may require.

Article II

MEETINGS OF SHAREHOLDERS

Section 1. Place of Meetings. All annual meetings of the shareholders and all special meetings of the shareholders called by the president or the board of directors shall be held at such place within or without the State of Rhode Island as shall be stated in the notice of meeting. All other special meetings of the shareholders shall be held at an office of the Corporation in the State of Rhode Island.

Section 2. Annual Meetings. Commencing in the year 1972, an annual meeting of the shareholders shall be held on the last Thursday in April in each year if not a legal holiday, and if a legal holiday, then on the next day following which is not a legal holiday, at a time specified in the notice of such meeting or in any waiver of such notice.

At each annual meeting, the shareholders shall elect a board of directors and shall transact such other business as may properly come before the meeting. In the event of the failure to hold said annual meeting at any time or for any cause, any and all business which might have been transacted at such meeting may be transacted at the next succeeding meeting, whether special or annual.

Section 3. Special Meetings. A special meeting of the shareholders, for any purpose or purposes, may be called by the president, the board of directors, or the holders of record of not less than one-tenth of the shares entitled to vote at such meeting. Any such call shall state the purpose or purposes of the proposed meeting. A special meeting may be held in lieu of the annual meeting either before or after the date fixed for such annual meeting in Section 2 of this Article, provided that notice of such special meeting is given or waived in the manner hereinafter specified and provided that such notice or waiver expressly states that such special meeting is in lieu of the annual meeting.

Section 4. Notice of Meetings. Written notice of each annual or special meeting stating the place, day and hour of the meeting (and the purpose or purposes of any special meeting) shall be given by or at the direction of the president, the secretary, or the person or persons calling the