

Ratified 12/17/02, updated copy 5/7/03

**BYLAWS OF THE EDITORIAL PHOTOGRAPHERS**  
**A California Nonprofit Mutual Benefit Corporation**

**I. OFFICES**

1.1 Principal Office. The principal office of the corporation shall be located in Marin County, California, at such place as the Executive Board of Director Members may from time to time determine.

1.2 Other Offices. Branch or subordinate offices may be established from time to time by the Executive Board of Director Members at such other place or places which they may determine.

**II. PURPOSES**

2.1 Purposes. The purposes of this corporation shall be as set forth in its Articles of Incorporation, including the following:

- (a) To advance the interests and improve the business conditions of editorial photographers;
- (b) To disseminate publications relating to editorial photography;
- (c) To foster and engage in study and research relating to editorial photography;
- (d) To do any and all things except for activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

2.2 Limitation on Purposes. This corporation shall not engage in any activities which are not in furtherance of the purposes set forth in paragraph 2.1 of this Article II and/or its Articles of Incorporation.

2.3 Non-Profit Corporation. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to any private entity or individual; it is organized solely for non-profit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to nonprofit purposes, and no part of the profits or net income of this corporation ever shall inure to the benefit of any private entity or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a non-profit organization that has established its tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

**III. MEMBERSHIP**

3.1 Members. The corporation shall have no members. Any action which otherwise would require approval by a majority of all members or approval by the members shall require only approval of the Executive Board of Directors Members. All rights which otherwise would vest in the members shall vest in the Executive Board of Directors Members.

3.2 Associates. Nothing in this Article III shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law.

**IV. EXECUTIVE BOARD OF DIRECTORS**

4.1 Powers. Subject to the limitations of the Articles and these Bylaws, all the powers of this corporation, whether or not enumerated, shall be exercised, its property controlled, its policies established, its finances handled, its borrowings made, and its affairs conducted by or at the direction of the Executive Board of Directors Members of this corporation. The Executive Board of Director Members may delegate the management of the activities of the corporation to any person or persons, a management company, committees or boards, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Executive Board of Directors Members.

4.2 Selection and Term of Office. The Executive Board of Director Members shall be elected at each annual meeting of the Executive Board of Director Members and shall be elected from persons who are then Executive Board of Director Members or Non-Voting Executive Board of Director Members. Each Executive Board of Directors Member shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. The election of Executive Board of Directors Members may be by written ballot. Written ballots may be distributed to the Executive Board of Directors Members by e-mail, as well as any other lawful means.

4.3 Number of Executive Board of Directors Members. The authorized number of Executive Board of Directors Members shall be at least nine but no more than twelve, until changed by amendment to these by-laws. The exact number of Executive Board of Director Members shall be fixed, within the limits established by this Section, by a resolution adopted by the Executive Board of Directors Members.

4.4 Annual Organizational Meeting. The annual meetings of the Executive Board of Directors Members shall be held after notice at such place in Marin County, California as the Executive Board of Directors Members shall determine.

4.5 Regular Meetings. Regular meetings of the Executive Board of Directors Members may be held without notice if the time and place of the meetings are fixed by the bylaws or the Executive Board of Directors Members, and if not so fixed, after notice at such place in Marin County, California as the Executive Board of Directors Members shall determine.

4.6 Special Meetings. Special meetings of the Executive Board of Directors Members for any purpose or purposes may be held after notice on the call of the president or any other two (2) officers of the corporation or by any four (4) Executive Board of Directors Members. Special meetings shall be held at the principal office of the corporation or at such other place within Marin County, California as may be specified in the notice thereof.

4.7 Notice. Notice of meetings of the Executive Board of Directors Members (EBDM) shall be given to the EBDM addressed or delivered to each Executive Board of Directors Member at the EBDM's physical or electronic address or number as shown upon the records of the corporation or as given to the corporation by the EBDM for purposes of notice or, if the address is not shown on the records and is not readily ascertainable, at the place at which meetings of the EBDM regularly are held. Annual meetings of the EBDM shall be held upon not less than ten (10) days written notice. Regular meetings of the EBDM shall be held upon not less than seven (7) days written notice, unless notice is not required pursuant to Section 4.5 above. Special meetings of the EBDM shall be held upon not less than four (4) days notice by first-class mail or forty-eight (48) hours notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic-mail or other electronic means. Notice by mail shall

be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the EBDM or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the director. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the director.

4.8 Quorum. A majority of the authorized number of Executive Board of Directors Members constitutes a quorum of the EBDM for the transaction of business, except to adjourn as provided in Section 4.11. Every act or decision done or made by a majority of the EBDM present at a meeting duly held at which a quorum is present shall be regarded as the act of EBDM, unless a greater number is required by law or by the Articles, and except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of an Executive Board of Directors Member if any action taken is approved by at least a majority of the required quorum for such meeting.

4.9 Participation in Meetings by Conference Telephone. Unless otherwise provided by law, Executive Board of Directors Members may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this section constitutes presence in person at that meeting as long as all Executive Board of Directors Member participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this section constitutes presence in person at that meeting if all of the following apply:

- (a) Each EBDM participating in the meeting can communicate with all of the other Executive Board of Directors Members concurrently.
- (b) Each EBDM is provided the means of participation in all matters before the Executive Board of Directors Members, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation
- (c) The corporation adopts and implements some means of verifying both of the following:
  - (i) A person participating in the meeting is an EBDM or other person entitled to participate in the board meeting.
  - (ii) All actions of, or votes by, the EBDM are taken or cast only by the EBDM and not by persons who are not Executive Board of Directors Members.

4.10 Waiver of Notice: Notice of a meeting need not be given to any Executive Board of Directors Member who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such EBDM. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meetings.

4.11 Adjournment. A majority of the Executive Board of Directors Members present, whether or not a quorum is present, may adjourn any EBDM meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Executive Board of Directors Members if the time and place is fixed at the meeting adjourned, except as provided by the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to reconvening the adjourned meeting to the Executive Board of Directors Members who were not present at the time of the adjournment.

4.12 Action without Meeting. Any action required or permitted to be taken by the Executive Board of Directors Members may be taken without a meeting if all members of the Executive Board of Directors Members shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Executive Board of Directors Members and shall be fixed with the minutes of the proceedings of the Executive Board of Directors Members.

4.13 Committees. The Executive Board of Directors Members may appoint one or more committees, each consisting of two (2) or more Executive Board of Directors Members, and delegate to such committees any of the authority of the Executive Board of Directors Members, except as limited by law. Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of the Executive Board of Directors Members then in office, and any such committee may be designated an Executive Committee or by such other name as the Executive Board of Directors Members shall specify. The Executive Board of Directors Members may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Executive Board of Directors Members shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Executive Board of Directors Members or the committee shall otherwise provide, the actions of any such committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the Executive Board of Directors Members. Minutes shall be kept of each meeting of each committee.

4.14 Other Committees or Boards. The Executive Board of Directors Members may, without the necessity of amending these bylaws, appoint one or more other boards or committees, each composed of such number of individuals as the Executive Board of Directors Members shall determine. Such individuals may be but need not be Executive Board of Directors. All matters relative to the formation and purposes of each such board or committee, the tenure of the members thereof and the like, shall be determined by the Executive Board of Directors Members as and when they establish such committees or boards.

4.15 Compensation. Executive Board of Directors Members and members of committees shall serve without compensation but may be reimbursed for their expenses, as the Executive Board of Directors Members shall determine.

4.16 Attendance at Meetings of Executive Board of Director Members. Any Executive Board of Director Member who fails to be present in three (3) duly scheduled conference call meetings of the Executive Board of Directors Members within a calendar year, may be removed by a simple majority vote of the Executive Board of Director Members.

4.17 Non-Voting Board of Director Members. There shall be a Non-Voting Board of Directors Members comprised of any subscriber of this Corporation. The authorized number of Non-Voting Board of Directors members shall be no more than eighteen until changed by amendment to these by-laws, and such person when elected shall serve until the next Annual Organizational Meeting of the Executive Board of Director Members. The exact number of Non-Voting Executive Board of Director Members shall be fixed, within the limits established by this Section, by a resolution adopted by the Executive Board of Director Members. A Non-Voting Board of Director Member may be removed at any time by a majority vote of any meeting of the Executive Board of Director Members.

4.18 Selection and Removal of Non-Voting Board of Directors Members. The Non-Voting Board of Directors Members shall be nominated by an Executive Board of Directors Member, and such person shall be elected by simple majority vote of the Executive Board of Directors Members. Any Non-Voting Board of Directors Member may be removed by a simple majority vote of the Executive Board of Directors Members.

4.19 Attendance and Voting of Non-Voting Board of Director Members. The Non-Voting Board of Directors Members shall be able to attend the Executive Board of Directors Member meetings. The Non-Voting Board of Directors Members may not vote on any matter subject to vote under the By-Laws or applicable laws. The Non-Voting Board of Director Members shall not be permitted to participate in any meeting of the Executive Board of Director Members when the Executive Board of Directors votes by simple majority, either prior the commencement of a meeting, or during a meeting of the Executive Board of Director Members, to bar such participation or attendance.

4.20 Duties of Non-Voting Board of Director Members. The Non-Voting Board of Directors Members shall act in an advisory capacity to the Executive Board of Directors Members, and shall materially participate in the voluntary activities of the Corporation such as EP Outreach.

## V. OFFICERS

5.1 Officers. The officers of the corporation shall be a President, a Secretary and a Treasurer. The corporation also may have, at the discretion of the Board of Directors, one or more Vice-Presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected or appointed in accordance with the provisions of this Article V. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

5.2 Election. The officers of the corporation, except the officers which are elected or appointed in accordance with the provisions of Section 5.3 or 5.5, shall be chosen by the Executive Board of Directors Members, after nomination by an Executive Board of Directors Members, at each alternate organizational meeting, each for a two (2) year term, shall serve at the pleasure of the Executive Board of Directors Members, and shall hold their respective offices until their resignation, removal or other disqualification from service or until their respective successors shall be selected. Only members of the Executive Board of Directors Members shall be eligible to serve and qualify as officers.

5.3 Subordinate Officers. The Executive Board of Directors Members may select, and may empower the President to appoint, such other officers as the business of a corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Executive Board of Directors Members may from time to time determine.

5.4 Removal and Resignation. Any officer may be removed, by the Executive Board of Directors Members at any time, either with or without cause, with just cause, by the vote of two-thirds (2/3) majority of the Executive Board of Directors Members then fixed under the terms of Section 4.3 or, except in the case of an officer chosen by the Executive Board of Directors

Members, by any officer upon whom such power of removal may be conferred by the Executive Board of Directors Members. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment. Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is party. Any such resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary.

5.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

5.6 President. The President has, subject to the control of the Executive Board of Directors Members, general supervision, direction and control of the business and officers of the corporation. The President shall preside at all meetings of the Executive Board of Directors Members.

5.7 Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any are appointed, in order of their rank as fixed by the Executive Board of Directors Members or, if not ranked, the Vice President designated by the Executive Board of Directors Members, shall perform all the duties of the President and, when so acting, shall have the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Executive Board of Directors Members.

5.8 Secretary. The Secretary shall or cause to be kept, at the principal office or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Executive Board of Directors Members and committee meetings, and the proceedings thereof. The Secretary shall keep or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of Executive Board of Directors Members and any committees that are required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Executive Board of Directors Members.

5.9 Treasurer. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any Executive Board of Directors Member. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with the depositories designated by the Executive Board of Directors Members. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with the depositories designated by the Executive Board of Directors Members. The Treasurer shall disburse the funds of the corporation as may be ordered by the Executive Board of Directors Members, shall render to the President and the Executive Board of Directors Members, whenever they request it, an account of all transactions as Treasurer and of the financial conditions of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Executive Board of Directors Members.

## VI. OTHER PROVISIONS

6.1 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by (a) the President, or (b) any Vice President and any two (2) of the following officers of the corporation: the Secretary, any Assistant Secretary, Treasurer, or any Assistant Treasurer, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Executive Board of Directors Members, and unless so authorized by the EBDM, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

6.2 Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Executive Board of Directors Members or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

6.3 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

## VII. ADOPTION, AMENDMENT AND REPEAL

7.1 Adoption. These Bylaws shall become effective upon their adoption.

7.2 Amendment and Repeal. These Bylaws may be amended or repealed in whole or in part or new Bylaws adopted by the Board of Directors.

## VIII. INDEMNIFICATION

8.1 Definitions. For the purposes of this Article VIII, "agent" means any person who is or was an Executive Board of Directors Member, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was an Executive Board of Directors Member, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article VIII.

8.2 Indemnification in Actions by Third Parties. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law made applicable pursuant to Section 7238 of the California Nonprofit Mutual Benefit

Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

8.3 Indemnification In Actions By Or In The Right Of The Corporation. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law made applicable pursuant to Section 7238 of the California Nonprofit Mutual Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

8.4 Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 8.2 or 8.3 of this Article VIII or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

8.5 Required Determinations. Except as provided in Section 8.4 of this Article VIII, any indemnification under this Article VIII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 8.2 or 8.3 of this Article VIII, by:

(a) A majority vote of a quorum consisting of Executive Board of Directors Members who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the

defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

8.6 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

8.7 Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's Executive Board of Directors Members or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than such Executive Board of Directors Members and officers may be entitled by contract or otherwise. Nothing contained in this Article VIII is intended to limit any rights to indemnify or to be indemnified under Section 7237 of the California Nonprofit Mutual Benefit Corporation Law or any other statutory or nonstatutory law, rule or regulation.

8.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VIII, except as provided in Section 8.4 or 8.5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

8.9 Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VIII, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of the standards of Section 5233 of the California Nonprofit Public Benefit Corporation Law, as made applicable pursuant to Section 7238 of the California Nonprofit Mutual Benefit Corporation Law.

8.10 Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VIII does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 8.1 of this Article VIII. The corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

## IX. EMERGENCY PROVISIONS

9.1 General. The provisions of this Article IX shall be operative only during a national emergency declared by the President of the United States or the persons performing the President's functions, or in the event of a nuclear, atomic, or other attack on the United States or a disaster making it impossible or impracticable for the corporation to conduct its business without recourse to the provisions of this Article IX. Said provisions in such event shall override all other Bylaws of the corporation in conflict with any provisions of this Article IX, and shall remain operative as long as it remains impossible or impracticable to continue the business of the

corporation otherwise, but thereafter shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in this Article IX.

9.2 Unavailable Executive Board of Directors Members. All Executive Board of Directors Members of the corporation who are not available to perform their duties as Executive Board of Directors Members by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be Executive Board of Directors Members, with like effect as if such persons had resigned as Executive Board of Directors Members, so long as such unavailability continues.

9.3 Authorized Number of Executive Board of Directors Members. The authorized number of Executive Board of Directors Members shall be the number of Executive Board of Directors Members remaining after eliminating those who have ceased to be Executive Board of Directors Members pursuant to Section 9.2

9.4 Quorum. The number of Executive Board of Directors Members necessary to constitute a quorum shall be the number bearing the same proportional relationship to the number of Executive Board of Directors Members remaining pursuant to Section 9.2 as the quorum established in Article IV, Section 4.7 bears to the authorized number of directors set forth in Article IV, Section 4.3.