

5.6 Chairman of the Board.

(a) The Board of Directors may elect a Chairman of the Board from among the directors. If the Board of Directors elects a Chairman of the Board, he shall perform such duties and possess such powers as are assigned to the Chairman by the Board of Directors and these Bylaws. Unless otherwise provided by the Board of Directors, he shall preside at all meetings of the Board of Directors. The term of the Chairman of the Board shall terminate upon a vote by the Board of Directors to elect a new Chairman of the Board.

(b) The Board of Directors may elect one or more Vice Chairsmen of the Board from among the directors. If the Board of Directors elects any Vice Chairsmen of the Board, ~~he~~they shall perform such duties and possess such powers as are assigned by the Chairman of the Board by or the Board of Directors, ~~and, in the absence, of the Chairman of the Board, he shall serve as the Chairman of the Board~~ as provided by the resolutions of the Board and these Bylaws. In the absence of the Chairman of the Board, ~~he~~the Vice Chair (or if there shall be more than one, the Vice Chairs in the order assigned by the Chairman of the Board) shall serve as the Chairman of the Board and preside at all meetings of the Board of Directors. The term of the Vice Chairsmen of the Board shall terminate upon a vote by the Board of Directors to elect ~~a~~ new Vice Chairsmen of the Board.

5.7 Executive Director. The Executive Director who shall be the Chief Executive Officer of the Foundation shall, subject to the direction of the Board of Directors, have general supervision, direction and control of the business and the officers of the Foundation. He shall preside at all meetings of the Voting Class Members and, in the absence or nonexistence of a Chairman of the Board and Vice Chairsmen of the Board, at all meetings of the Board of Directors. He shall have the general powers and duties of management usually vested in the chief executive officer of a corporation, including general supervision, direction and control of the business and supervision of other officers of the Foundation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

5.8 Chief Operating Officer and Vice Presidents. (a) The Chief Operating Officer shall perform such duties and possess such powers as the Board of Directors or the Executive Director may from time to time prescribe. In the absence or nonexistence of an Executive Director, he shall preside at all meetings of the Voting Class Members and, in the absence or nonexistence of a Chairman of the Board, Vice Chairsmen of the Board and the Executive Director, at all meetings of the Board of Directors. In the event of the absence, inability or refusal to act of the Executive Director, the Chief Operating Officer shall perform the duties of the Executive Director and when so performing shall have all the powers of and be subject to all the restrictions upon the Executive Director. (b) Any Vice President shall perform such duties and possess such powers as the Board of Directors, the Executive Director or the Chief Operating Officer may from time to time prescribe. In the event of the absence, inability or refusal to act of the Executive Director or the Chief Operating Officer, the Vice President (or if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors) shall perform the duties of the Executive Director or the Chief Operating Officer, as appropriate, and when so performing shall have all the powers of and be subject to all the restrictions upon such officer.