

4. RESIGNATION.

An Officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board accepts the later effective date, the Board may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. An Officer's resignation does not affect the Corporation's contract rights, if any, with the Officer. Any person who has resigned as an Officer of the Corporation, or whose name is incorrectly on file with the Commission as an Officer of the Corporation, may file a statement to that effect with the Commission. Upon the resignation of an Officer, the Corporation may file an amended annual report with the Commission indicating the resignation of the Officer and the successor in office, if any. VCA § 13.1-874(A), (C) and (D).

5. CHAIRMAN.

The Chairman, if someone other than the President, shall preside at all meetings of the Directors. He shall have such duties as the Board may, from time to time, designate. VCA § 13.1-873.

6. PRESIDENT.

The President shall be the chief executive officer of the Corporation and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Directors unless someone other than the President is elected as Chairman of the Board in which case he, as the Chairman, shall preside. The President shall sign any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time. VCA § 13.1-873.

7. VICE-PRESIDENT.

In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Directors. VCA § 13.1-873.