

## **Article VIII.**

### **Interim Chief Executive Officer**

#### **Section 8.1. Interim Chief Executive Officer.**

(1) Triggering Event; Meeting.

In the event of a vacancy in the position of Chief Executive Officer (“CEO”) due to illness, incapacity, resignation, termination, or other cause that is expected to result in the absence of a CEO for more than thirty (30) days, the Chair of the Board shall convene a meeting of the Board of Directors within ten (10) business days of notice of such vacancy. For anticipated absences of thirty (30) days or less, the Corporation shall operate pursuant to any Board-approved executive contingency or delegation plan then in effect.

(2) Appointment.

At the meeting required under subsection (a), the Board of Directors shall appoint an Interim Chief Executive Officer (“Interim CEO”) or approve a process and timeline for such appointment to occur as soon as reasonably practicable. The Interim CEO may be selected from among qualified internal executives or external candidates with appropriate experience.

(3) Authority, Scope and Limitations.

The Board of Directors shall define the scope of authority, duration of appointment, and performance expectations of the Interim CEO at the time of appointment. The Interim CEO shall have authority to manage the day-to-day operations of the Corporation, subject to oversight by the Board of Directors. Except as otherwise authorized by the Board, the Interim CEO shall not undertake material organizational restructuring or make other extraordinary decisions outside the ordinary course of business.

(4) Board Authority.

Any appointment of an Interim Chief Executive Officer shall require approval by the Board of Directors in accordance with these Bylaws.