

Section 10. Any action permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if, before or after the action, all members of the Board of Directors consent thereto in writing. The written consents shall be filed with the minutes of the Board and shall have the same effect as the vote of the Board for all purposes.

ARTICLE VI.

Voting.

Section 1. Any Member may be represented at any membership meeting by any partner, executive or officer delegated by it in writing for that purpose.

Section 2. On all matters submitted to the Members, each Member shall have one vote for each dollar of purchases made by that Member in the preceding calendar year of lines adopted as NAPA lines in accordance with Article VII. The purchase figures used to determine the number of votes to which each Member is entitled shall be those contained in the purchase reports rendered to the Headquarters Office of the Association by the manufacturers.

Section 3. Whenever any question shall arise which requires a vote of the Members or which in the judgment of the Board of Directors should be voted on by the Members, and the Board of