

ARTICLE I - Name, Purposes, Powers and Related Matters

Section 1.1. Name. The name of DirectEmployers Association, Inc. (hereinafter in these Bylaws referred to as the "Association" or "DirectEmployers Association") and its purposes, shall be as set forth in the Certificate of Incorporation and these Bylaws.

Section 1.2. Purposes. DirectEmployers Association is organized and operated exclusively for not-for-profit purposes, and its activities shall be conducted in such a manner to conform with the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as "the Act") and Section 501(c)(6) of the Internal Revenue Code. The Association is devoted to improving recruiting conditions for employers and job seekers as well as directly and indirectly providing benefits to the entire human resources community. The Association, in operation as a non-for-profit entity, ensures that no part of its net earnings shall inure to the private benefit or gain of any Member (hereinafter referred to collectively as the "Membership", individually as a "Member"), any member of the Board of Directors (hereinafter referred to collectively as the "Board", individually as a "Director" and any group less than the entire Board as "Directors"), Officer, employee or other private person as specifically stated in ARTICLE X – Prohibition Against Inurement of these Bylaws. The purposes for which DirectEmployers Association is formed are as follows:

- (1) Create a network of employers, through a non-profit association, to promote the advancement of practical and effective equal employment opportunity and affirmative action online programs.
- (2) Share among a cooperative group of employers information about new or changing employment-related technology and how they can use the technology to assist them in employment advertising and recruiting.
- (3) Negotiate and administer contracts with commercial vendors for the delivery of employment advertising and recruiting information to individuals, affinity groups, such as minorities, seniors, and veterans, and other electronic delivery system vendors when appropriate.
- (4) Act as liaison between Members and local, state and federal agencies to create and administer an effective, efficient national labor exchange.
- (5) Provide information and educational opportunities to Members for the purpose of keeping them informed of new or changing employment-related local, state, and federal statutes.
- (6) Act as liaison between Members and veterans' organizations to promote employment opportunities for our nation's veterans returning to civilian status from active military duty.
- (7) Represent Members in working with The National Association of State

Workforce Agencies (NASWA) to execute state data-sharing agreements and promote cooperation in the efficient movement and exchange of labor resources and talent between states.

- (8) Provide compliance assistance through the JobCentral National Labor Exchange initiative which is formed through exclusive partnership with NASWA.
- (9) Provide educational and promotional materials to veterans' organizations to keep Disabled Veterans Outreach Program Specialists (DVOP) and Local Veterans Employment Representatives (LVER) in field locations informed of employment opportunities with Members.
- (10) Negotiate and administer agreements for electronic media services: employment advertising, recruiting and communication services and provide administrative services for the Membership.
- (11) Keep Members informed as to employment-related state of the art technology and to share this information with human resource professionals who are responsible for the employment process.
- (12) Provide in-person, teleconference, and online networking opportunities for Members to share ideas, best practices and research in the recruiting industry.
- (13) Negotiate and administer contracts and other agreements for industry-related research projects.
- (14) Maintain and preserve ownership of procured URLs that benefit the Membership (including, but not limited to: directemployers.com, directemployers.org, jobcentral.com, jobcentral.org and vetcentral.us).
- (15) Use technology in a manner which acknowledges, values and respects diversity and reflects the rich array of cultures represented in a broad global workforce.
- (16) Create a network of employers to promote labor market efficiency and economic development.

Section 1.3. Powers. The powers of DirectEmployers Association, its Board, Officers, Committees, Councils and Members and all matters concerning the conduct and regulation of the affairs of DirectEmployers Association, and the manner in which the Officers and agents by whom its purposes may be accomplished, shall be governed by such provisions in regard thereto, if any, as are set forth in the Certificate of Incorporation and these Bylaws.

Section 1.4. Related Matters. All references in these Bylaws to the Certificate of Incorporation shall be construed to mean the Certificate of Incorporation as from time to time amended.