

**BYLAWS**  
**DirectEmployers Association, Inc.**

**ARTICLE III - Meetings of Members**

Section 3.1. Annual Meetings. The site of the annual meeting shall be varied from year to year as determined by the Board. The purposes for which the annual meeting shall be held shall include a meeting of the Board of Directors where an election of the President Elect shall be held, introduction of the newly elected Board of Directors for the ensuing year, the fixing of the number of members of the Board of Directors for the ensuing year, the receipt of reports of Officers and Directors and for such other purposes as may be prescribed by law, by the Certificate of Incorporation, and by these Bylaws and as are specified by the Board. If such annual meeting is not held in the time herein provided, a special meeting may be held in place thereof, and any business transacted or elections held at such a meeting shall have the same effect as if transacted or held at the annual meeting.

Section 3.2. Special Meetings. Special meetings of the Members may be called by the Executive Director, the President, by a majority of the Board, and/or by a petition in writing of at least one-tenth (1/10th) of the voting Members.

Section 3.3. Notice of Meetings. Written notice stating the place, day and hour of any meeting of Members and, in the case of special meetings or when otherwise required by law, the purpose of which any such meeting is called, shall be delivered or mailed by the Secretary of DirectEmployers Association to each voting Member of record, at such address as appears upon the records of DirectEmployers Association and at least ten (10) days before the date of such meeting.

Section 3.4. Waiver of Notice. Notice of any meeting may be waived by any voting Member in writing filed with the Secretary of DirectEmployers Association. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting.

Section 3.5. Voting Rights. Each Full-privilege Member in good standing shall be entitled to one (1) vote, exercisable in person or by proxy, for each membership standing in his or its name on the books of DirectEmployers Association on each matter submitted to the membership for a vote at each meeting of the membership or the election of the Board of Directors. There are special circumstances, as provided for in Section 4.20 of these Bylaws, where a Full-privileged member may have more than one (1) vote.

Section 3.6. Voting by Proxy. A Member entitled to vote at any meeting of Members may vote either in person or by proxy executed in writing by the Member or a duly authorized

attorney-in-fact of such Member. (For purposes of this Section, a proxy granted by telegram or facsimile transmission by a Member shall be deemed "executed in writing by the Member.") No proxy shall be voted at any meeting of Members unless the same shall be filed with the Secretary of the meeting at the commencement thereof.

Section 3.7. Quorum. Except as otherwise provided in the Articles of Incorporation or these Bylaws a quorum shall consist of a majority of the Members, represented in person, by teleconference, or by proxy.

Section 3.8. Voting List. The Secretary of DirectEmployers Association shall at all times keep at the principal office of DirectEmployers Association a complete and accurate list of all Members entitled to vote by the Articles of Incorporation. Such list may be inspected by any Member(s) for any proper purpose at any reasonable time.

Section 3.9. Conduct of Meetings. Meetings of Members, including the order of business, shall be conducted in accordance with Roberts' Rules of Order, Revised, except insofar as the Articles of Incorporation, these Bylaws, or any rule adopted by the Board of Directors or Members may otherwise provide. The Members may, by unanimous consent, waive the requirements of this Section, but such waiver shall not preclude any Member from invoking the requirements of this Section at any subsequent meeting.

Section 3.10. Action by Consent. Any action required to be taken at a meeting of Members, or any action which may be taken at a meeting of Members, may be taken without a meeting but with the same effect as a valid, affirmative, in favor vote at a meeting, if, prior to such action, a consent in writing, setting for the action so taken, shall be signed by a majority of Members entitled to vote with respect thereto, and such consent is submitted to the Secretary prior to any deadlines established for said action. A Member who does not consent to such an action must notify, in writing, the Secretary of his or her opposition to said action prior to any deadlines established for said action. If a Member fails consent or notify the Secretary of his or her opposition to a proposed action, to which his or her consent has been requested, the Board will consider said failure to respond as consent to said action.