

BYLAWS
DirectEmployers Association, Inc.

ARTICLE V - Offices

Section 5.1. Offices and Qualifications. The Offices of DirectEmployers Association shall consist of an Executive Director, a President, a President Elect, a Past President, multiple Vice Presidents, a Secretary and a Treasurer. The President Elect shall be elected by the Board of Directors. Any two (2) or more offices may be held by the same person except that the duties of President and Secretary shall not be performed by the same person. Each Officer, with the exception of the Executive Director-and the Secretary/Treasurer (who shall both be contract employees of DirectEmployers Association), must be, at the time of his/her nomination and subsequent election, an employee, agent or other designated representative of a Full-privilege Member of DirectEmployers Association.

Section 5.2. Terms of Office. Each Officer of DirectEmployers Association shall be elected by the Board of Directors at its annual meeting and shall hold office for a term of one (1) year and until his successor shall be duly elected and qualified, or until resignation, removal or death. Termination of an Officer's employment and/or agency or representative status with a Full-privileged Member of DirectEmployers Association shall not end that Officer's term; said Officer may fulfill the term of the office he/she holds with the Association.

Section 5.3. Vacancies. Whenever any vacancies occur in any of the offices of DirectEmployers Association for any reason, the same may be filled by the Board of Directors at any meeting thereof, and any Officer so elected shall hold office until the expiration of the term of the Officer causing the vacancy and until his successor shall be duly elected and qualified.

Section 5.4. Removal. Any Officer of DirectEmployers Association may be removed, with or without cause, by the Board whenever a majority of such Board shall vote in favor of such removal.

Section 5.5. Officer Compensation. No Officer shall receive any compensation for his/her services as an Officer of DirectEmployers Association, provided, however, that any Officer may, subject to policies adopted by the Board of Directors and availability of funds, be reimbursed for necessary expenses, including travel expenses, reasonably incurred by him/her in the performance of his/her duties as an Officer.