

BYLAWS
DirectEmployers Association, Inc.

ARTICLE VI - Powers and Duties of Officers

Section 6.1. Executive Director. The management and day-to-day operations of DirectEmployers Association shall be under the direction of an individual with the title, Executive Director. The Executive Director shall, under the direction of the Board, perform all of the duties of the Chief Executive Officer of the Association. The Executive Director shall be empowered by the Board to make day-to-day association operation decisions without consultation, direction, or approval of the Board or the Executive Committee. The Executive Director shall be a contract employee of DirectEmployers Association, be compensated as such, and shall attend all meetings of the Board.

Section 6.2. President. Subject to the general control of the Board, the President shall preside at all meetings of the Board of Directors. The President shall be a voting member of the Board of Directors.

Section 6.3. President Elect. This position is filled by the next elected President of the Association. The President Elect shall be a voting member of the Board of Directors.

Section 6.4. Past President. This position is filled by the outgoing President of the Association who has been replaced by the President Elect. The Past President shall be a voting member of the Board of Directors.

Section 6.5. Vice President. There shall be multiple Vice Presidents of the Association. These offices will be filled by the members of the Board. The number of Vice Presidents will be equal to the number of Board members, not holding another office within the Association, and shall be filled only by members of the Board.

Section 6.6. Secretary. The Secretary shall attend all meetings of the Members and of the Board, and keep, or cause to be kept, a true and complete record of the proceedings of such meetings, and he/she shall perform a like duty, when required, for all committees and/or councils appointed by the Board. If required, he/she shall attest the execution by DirectEmployers Association of deeds, leases, agreements and other official documents. He/she shall attend to the giving and serving of all notices of DirectEmployers Association required by these Bylaws, shall have custody of the books (except books of account) and records of DirectEmployers Association, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws or the Board may prescribe. The Association is benefited if legal counsel employed to represent DirectEmployers Association holds this office; therefore, this office shall be held by legal counsel who is under contract to represent the Association. The

persons fulfilling the duties of the office of Secretary shall also fulfill the duties of the office of Treasurer.

Section 6.7. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of DirectEmployers Association. He/She shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables, which may from time to time come into the possession of DirectEmployers Association. He/she shall deposit, or cause to be deposited, all funds of DirectEmployers Association with such depositories as the Board shall designate. He/she shall furnish at meetings of the Board, or whenever requested, a statement of the financial condition of DirectEmployers Association and in general shall perform all duties pertaining to the office of Treasurer. The Association is benefited if legal counsel employed to represent DirectEmployers Association holds this office; therefore, this office shall be held by legal counsel who is under contract to represent the Association. The persons fulfilling the duties of the office of Treasurer shall also fulfill the duties of the office of Secretary.