

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

**ARTICLE X - Prohibition Against Inurement**

**Section 10.1. DISTRIBUTIONS OF ASSETS. NO PART OF THE ASSETS OR INCOME OF DIRECTEMPLOYERS ASSOCIATION SHALL BE DISTRIBUTED OR INURE TO THE BENEFITS OF ANY MEMBER, DIRECTOR, OFFICER OR REPRESENTATIVE OF DIRECTEMPLOYERS ASSOCIATION OR ANY PRIVATE INDIVIDUAL OR COMPANY. HOWEVER, REASONABLE COMPENSATION MAY BE PAID FOR SERVICES RENDERED TO OR FOR DIRECTEMPLOYERS ASSOCIATION.**

**Section 10.2. TRANSFER OF ASSETS. DIRECTEMPLOYERS ASSOCIATION OR ANY OF ITS ASSETS MAY NOT BE SOLD OR OTHERWISE TRANSFERRED TO ANY INDIVIDUAL OR COMPANY. IN THE EVENT OF DISSOLUTION OF DIRECTEMPLOYERS ASSOCIATION, NO MEMBER, DIRECTOR, OFFICER OR REPRESENTATIVE OF THE ASSOCIATION OR ANY PRIVATE INDIVIDUAL OR COMPANY SHALL BE ENTITLED TO SHARE IN THE DISTRIBUTION OF THE ASSETS OF DIRECTEMPLOYERS ASSOCIATION, BUT SUCH ASSETS SHALL BE DONATED, TRANSFERRED, DELIVERED AND CONVEYED TO ONE OR MORE ORGANIZATIONS ENGAGED IN SIMILAR ACTIVITIES WHICH HAVE QUALIFIED UNDER SECTION 501(C) OR CORRESPONDING PROVISION OF THE INTERNAL REVENUE CODE.**