

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

**ARTICLE XI - Miscellaneous**

Section 11.1. Definitions For Purposes of Article XI. For the purposes of this provision "creative works" includes patentable inventions, non-patentable proprietary information, including but not limited to computer programs and secret processes, and publishable works, including but not limited to books, articles, programmed learning materials, tests, photographs, maps, motion pictures, graphic art, and computer programs.

Section 11.2. Corporate Seal. DirectEmployers Association shall have a corporate seal.

Section 11.3. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board, all written contracts and other documents entered into by DirectEmployers Association shall be executed on behalf of DirectEmployers Association by the President or Executive Director, and, if required, attested by the Secretary.

Section 11.4. Fiscal Year. The fiscal year of DirectEmployers Association shall begin on January 1 of each year and end on the immediately following December 31.

Section 11.5. Intellectual Property Policy. DirectEmployers Association shall have all rights, title and interest, including but not limited to copyright, patent, trademark and/or service mark to any creative works produced by any Member, alliance partner, Officer, Director, employee or agent of DirectEmployers Association on behalf of DirectEmployers Association or as part of his/her services provided to DirectEmployers Association.

Section 11.6. Copyright Policy. Except for public domain material, all material displayed on the online services is copyrighted. Members may reproduce copyrighted materials displayed on the online services solely for their own personal use, and not for use by others and shall preserve any copyright or other proprietary rights notices contained in or associated with such information, and may not redistribute such materials to others, whether or not for charge or consideration.

Section 11.7. Third Party Ad/Information. DirectEmployers Association Members may not place employment ads or any other information in the DirectEmployers Association database for, or on behalf of, any third party without the prior written consent of DirectEmployers Association, whether or not for charge or other consideration.

Section 11.8. Governing Law Venue. Any cause or action involving the

DirectEmployers Association, the Association's Board, Officers, Executive Director, Employees, and/or members shall be construed and controlled by the laws of the State of Indiana, and each party to said cause of action further consents to jurisdiction by the State and/or Federal courts sitting in the State of Indiana. Process may be served on any party to the cause of action by U.S. Mail, postage prepaid, certified or registered, return receipt requested, or by such other method as is authorized by law.