

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

**ARTICLE XIII - Amendments**

Section 13.1. Authority. These Bylaws may be amended, altered or repealed by the affirmative vote of a majority of all members of the Board at any regular or special meeting provided:

- (1) that such amendment(s), alteration(s) or repealer(s) shall have been offered at a previous meeting of the Board, and/or
- (2) that information concerning the proposed amendment(s), alteration(s) or repealer(s) shall have been given by notice, either e-mail or hard copy, to the members of the Board of DirectEmployers Association-prior to the meeting at which such amendment(s), alteration(s) or repealer(s) are to be considered.
- (3) Any Full-privilege Member of DirectEmployers Association may, at a regular or special meeting of DirectEmployers Association, offer an amendment(s), alteration(s) or repealer(s) of any section of these Bylaws; provided that a motion setting forth the proposed action shall have been delivered to the Secretary of DirectEmployers Association not less than thirty (30) days prior to the meeting at which such amendment(s), alteration(s) or repealer(s) are to be considered and the Secretary shall have provided notice of said motion to all members of the Board of DirectEmployers Association prior to the meeting.

Section 13.2. Endorsement. Any changes, alterations or repeals of any section of these Bylaws made by the Board are subject to reversal by a vote of the majority of the Full-privilege Members of DirectEmployers Association at a regular or special meeting called for that purpose.

Section 13.3. Notification. Whenever these Bylaws have been amended, altered or repealed, the Secretary shall notify all Full-privilege Members by e-mailing an electronic file or by mailing an electronic copy of these Bylaws, as amended, altered or repealed, to their last recorded e-mail address.