



EDUCATION MARKET ASSOCIATION BYLAWS

ARTICLE I - NAME

Section 1. The name of this organization shall be Education Market Association.

ARTICLE II - PURPOSE

Section 1. The purpose of the corporation as stated in its Articles of Incorporation as amended are as follows:

“The Education Market Association represents, connects, and serves organizations and people who want to succeed in the education market.”

The corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE III - FUNCTIONS

Section 1. The general objectives of the Association shall be to provide events, opportunities, resources and leadership to those serving education.

Section 2. It is the policy of the Association to comply fully with federal and state antitrust laws and the Association shall not engage in, or become affiliated with, any activity which directly or indirectly restricts free and lawful competition.

ARTICLE IV - MEMBERSHIP

Section 1. Membership shall be open to any firm, corporation or individual serving education. Membership shall be composed of the following classes: Corporate, Individual, Honorary, and Lifetime. Additional membership categories can be added by a 2/3 majority vote of the Executive Committee.

Section 2. Corporate Membership:

- (1) Corporate membership is available to any commercial firm, institution or organization serving education.
- (2) Each branch serving a different territory from the parent organization and maintaining a regularly established place of business shall be eligible to hold its own membership on the same basis as any other member.

Section 3. Individual Membership:

Individual membership is available to people who serve education as approved by the Executive Committee.

Section 4. Honorary Members:

Honorary Members shall be those individuals now no longer active in the industry, who during their connection with the Association, performed some noteworthy act or distinguished service to the Association, and who are elected by unanimous vote of the Executive Committee. Honorary Members shall have all the rights and privileges of membership except they may not vote or hold office. They shall have full free attendance privileges at all meetings, and shall pay no dues.

Section 5. Lifetime Members:

Chairmen of the Board, upon completion of their term, will be designated as individual Lifetime Members, and will receive full free attendance privileges at all meetings. Further, having served through the Chairs they will be ineligible for future Executive Committee service. They will retain all other rights and privileges of membership.

Section 6. Applications for Membership:

All Applications for Membership (other than Honorary and Lifetime) shall be made in writing or electronically to the President/C.E.O. on forms provided by the Association. Each application for membership shall be accompanied by a check for one year's dues plus a reasonable application processing fee.

ARTICLE V - DUES, FEES, & ASSESSMENTS

Section 1. The rate of annual dues shall be established by the Executive Committee.

Section 2. It shall be the obligation of the corporate members of the Association to classify themselves for membership according to their volume of gross sales, but in case of failure to do so, it shall be the duty of the President/C.E.O. to classify such members according to the best information available.

Section 3. The dues of all members shall be paid annually in advance, and shall be due and payable as of January 1 for the fiscal year beginning on that date.

Section 4. An assessment not to exceed ten percent of the annual dues may be voted by the Executive Committee. Notice of intent to vote on an assessment shall be issued to all members of the association at least thirty days prior to the date established for the Executive Committee's action. Only one such assessment may be levied in any one year.

Section 5. Should a member fail to pay dues, fees or assessments within 30 days after due, they shall be considered delinquent and ineligible for member pricing on meetings and services, voting or leadership participation. Members whose dues for the current year are not paid in full shall be dropped from membership.

Section 6. Registration Fees and Exhibitors' Space Charges shall be established by the Executive Committee.

ARTICLE VI - RESIGNATION, EXPULSION, REINSTATEMENT

Section 1. Any member of the Association, upon written notice to the President/C.E.O. of the member's intentions, may resign from membership. Acceptance of any resignation by the President/C.E.O. is contingent upon indebtedness to the Association having been paid. No part of dues, assessments or, other charges are refundable.

Section 2. Any member dropped from the Association may re-apply for membership, to be processed in the same manner as any new applicant for membership.

Section 3. Any member whose resignation is accepted may within one year from date of the acceptance of the resignation, request reinstatement in writing by the President/C.E.O. upon payment of one year's dues in advance. Any processing fee shall be waived.

Section 4. Any member may, by unanimous vote of the Executive Committee, be dropped from membership for violation of the Bylaws or any rules or regulations properly adopted by authorized bodies of the Association, or for any conduct which the Executive Committee deems prejudicial to the best interests of the Association. Before action by the Executive Committee, a statement of violations shall have been sent to the member at least thirty days before final action is to be taken. This statement shall list the violations to be considered and the time and place of the meeting of the Executive Committee at which they will be considered, and extend to the member the opportunity to appear in person or by representative to present any defense to such violations before final action is taken.

ARTICLE VII - OFFICERS & THEIR DUTIES

Section 1.

- (a) The officers of the Association shall be a Chairman of the Board, Chairman of the Board-Elect, First Vice Chairman of the Board, Second Vice Chairman of the Board, Secretary and Treasurer. The Chairman of the Board-Elect, First Vice Chairman of the Board, and Second Vice Chairman of the Board shall be elected annually by the voting membership for a period of one year until a successor is duly elected and qualified. The Chairman of the Board-Elect shall automatically assume the chairmanship at the conclusion of the Chairman of the Board's term.
- (b) The Secretary shall be elected from the Distribution Channel membership at large bi-annually in even number years by the voting membership for a period of two years or until a successor is duly elected and qualified.
- (c) The Treasurer shall be elected from the Supplier membership at large bi-annually in odd number years by the voting membership for a period of two years or until a successor is duly elected and qualified. The Treasurer may serve up to three consecutive terms upon re-election by the voting membership.

Section 2. The Chairman of the Board shall be the chief corporate officer of the Association; shall be a member ex-officio of all standing and special committees; shall preside at all meetings of the Association as a whole, the Executive Committee and Board of Directors; and shall appoint all standing and special committees not otherwise provided for in the Bylaws.

Section 3. The Chairman of the Board-Elect shall succeed the Chairman of the Board and shall perform the duties of the Chairman of the Board in the event of the Chairman of the Board's absence or disability and shall have such other powers and duties as shall be assigned by the Bylaws or by the Board of Directors; and shall be a member of the Executive Committee.

Section 4. The First Vice Chairman of the Board shall perform the duties of the Chairman of the Board-Elect in the event of the Chairman of the Board-Elect's absence or disability and shall have such powers and duties as shall be assigned by the Bylaws or by the Board of Directors or by the Executive Committee; and shall be a member of the Executive Committee.

Section 5. The Second Vice Chairman of the Board shall perform the duties of the First Vice Chairman of the Board in event of the First Vice Chairman of the Board's absence or disability and shall have such other powers and duties as shall be assigned by the Bylaws or by the Board of Directors or by the Executive Committee; and shall be a member of the Executive Committee.

Section 6. The Secretary shall keep or cause to be kept minutes of meetings of the Association, the Executive Committee and the Board of Directors; shall send a copy of the minutes of these meetings to all members of the Board of Directors; and shall be a member of the Executive Committee.

Section 7. The Treasurer shall keep or cause to be kept a record of all financial transactions of the Association; and shall deposit or cause to be deposited all funds and securities of the Association in such banks, trust companies, or other depositories as the Executive Committee shall direct; shall make disbursements, transfers or alterations of funds of the Association as may be ordered by the Board of Directors or the Executive Committee. The Treasurer shall make or cause to be made disbursements for periodic expenses of the Association, and for expenses not specifically directed by the Board of Directors or the Executive Committee as certified to the Treasurer by the President/C.E.O. for payment, which are within the total of the approved annual budget. The Treasurer shall carefully account for all funds and make a full report quarterly or at such other times as may be designated by the Chairman of the Board to the Executive Committee; and shall present appropriate reports to the Board of Directors and to the membership at the Annual Meeting. The Treasurer shall be bonded in such amount as determined by the Executive Committee, the expense of such bond being paid by the Association; and shall be a member of the Executive Committee.

ARTICLE VIII - DIRECTORS & THEIR DUTIES

Section 1. The Board of Directors shall oversee the programs and activities of all Education Market Association committees and councils and make recommendations to the Executive Committee for future guidance to committee and council activities. They shall keep a close watch on new trends and developments which may affect our industry and make suitable recommendations to the Executive Committee for future action. Any member in good standing from any membership category with the exception of Honorary Members can serve as a director. Board members should be executives and/or in a management position at their company or organization.

Section 2. The Board of Directors shall consist of the following members numbering up to a maximum of 20:

- (a) The Officers of the Association (6)
- (b) The immediate Past Chairman of the Board (1)
- (c) The chairmen (or a designee approved by the Executive Committee) of all standing committees and councils
- (d) The remaining seats on the Board will be allocated as at-large seats based on dues revenue from each membership category and/or target audiences for membership growth areas as determined by the Executive Committee.

Section 3. The Board of Directors shall meet annually and upon the call of the Chairman of the Board. Written notice of any special meeting of the Board of Directors shall be given at least ten days previous thereto.

Section 4. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5. At Large Board members will serve for a term of three years.

ARTICLE IX - INDEMNITY OF DIRECTORS, OFFICERS, AND EMPLOYEES

Section 1. Any person made a party to or involved in any litigation (which term shall include any actual or threatened civil, criminal or administrative action, claim, suit, proceeding or appeals there from) solely by reason of the fact that he or she at any time was or is a director, officer or employee or member of a committee of the Association shall to the fullest extent permitted by law be indemnified by the Association against all liabilities and all expenses reasonably incurred by that person arising out of or in connection with such litigation, except in relation to matters as to which such person shall be adjudged in such litigation to be liable for willful misconduct in the performance of that person's duty to the

Association and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 2. Except as provided in Paragraph 1 above, the termination of any litigation by judgment, settlement, conviction, or, upon a plea of nolo contendere or its equivalent, shall not create a presumption that a director, officer or employee of the Association did not meet the applicable indemnification standard set forth in Paragraph 1 above.

Section 3. To the extent that a person has been successful on the merits or otherwise in defense of any litigation, or in defense of any claim, issue or matter therein, that person shall be indemnified, otherwise any indemnification hereunder shall be made only after:

- (a) The Executive Committee (acting by a quorum consisting of Directors who are not involved in such litigation) determines that such person has met the applicable indemnification standard set forth in Paragraph 1 above, or,
- (b) In the event of the inability to obtain a quorum consisting of Directors who are not involved in such litigation, the Executive Committee determines, based upon the written opinion of independent legal counsel, that such person has met said indemnification standard.

Section 4. Advances may be made by the Association against costs, expenses and fees at the discretion of, and upon such terms as may be determined by, the Executive Committee.

Section 5. The right of indemnification provided hereupon is secondary to any indemnification insurance and shall not be deemed exclusive of any other right to which any person may be entitled or any other indemnification which may lawfully be granted to any person in addition to the indemnification provided hereunder. Indemnification provided hereunder shall, in the case of death of a Director, Officer, member of a committee or employee of the Association, inure to the benefit of his or her heirs, executors or other lawful representatives.

ARTICLE X - ELECTIONS

Section 1. Elections

- (a) The election of the officers and directors shall be by electronic ballot with terms beginning January 1. Councils and committees will be responsible for helping to identify new members for their leadership groups following a general call for nominations to the full membership. The councils and committees will elect their own members independent from the election of Board members.
- (b) The Nominating Committee shall be composed of the two most recent eligible (an eligible person shall be defined as one who is actively engaged in management with a member company) Past Chairmen of the Board, the current officers and chairmen of all standing committees. The most senior Past Chairman of the Board in attendance will serve as Chairman. The Nominating Committee shall be constituted annually by the Executive Committee. Two-thirds of the members shall constitute a quorum for the transaction of business.
- (c) Nominations for all leadership positions from the membership at large shall close 30 days in advance of the Nominating Committee meeting to enable their qualifications to be reviewed.
- (d) The Nominating Committee is responsible for nominating members for the Board of Directors and Executive Committee; the councils and committees will recruit new members to serve on three year terms, subject to a final review and approval by the Executive Committee.

Section 2. Qualifications for the officers, directors and elective committees shall be as follows:

- (a) Second Vice Chairman shall be an individual who is an executive and/or in a management position at their company or organization.
- (b) Treasurer shall be a Supplier individual who is an executive and/or in a management position at their company or organization with strong business administration skills including financial management and reports.

- (c) Secretary shall be a Distribution Channel individual who is an executive and/or in a management position at their company or organization.
- (d) Directors-at-Large should be an executive and/or in a management position at their company or organization.

Section 3. Death, resignation, or disability:

- (a) In the case of death, resignation, or disability of any director, or committee member, the vacancy thus created shall be filled for the unexpired term by appointment of the Chairman of the Board, and approved by the Executive Committee.
- (b) In the case of death, resignation, disability, (or election into the Chairs) of the Secretary and/or Treasurer the vacancy thus created will be sent to the Nominating Committee for a recommendation to the Chairman of Board for appointment, and ultimate approval by the Executive Committee. In addition, for a Treasurer moving into the Chairs, they may continue to function as the Treasurer while providing input and training to the incoming Treasurer.
- (c) In the case of death, resignation, disability of the Chair positions, the vacancy of the Chairman of the Board, Chairman of the Board-Elect, or First Vice Chairman of the Board would be filled by the Chairman of the Board-Elect, First Vice Chairman of the Board, and/or Second Vice Chairman of the Board assuming the next higher office.

ARTICLE XI - MEETINGS OF MEMBERS

Section 1. An Annual Meeting of the members shall be held at a time to be designated by the Executive Committee for the purpose of the transaction of such business as may properly come before the meeting.

Section 2. Special meetings of the members may be called by the Chairman of the Board at the Chairman of the Board's own behest or at the request of the majority of the Executive Committee, or by written petition of not less than one-twentieth of the members having voting rights.

Section 3. The Executive Committee shall designate the place or method of meeting for the Annual Meeting or for any special meetings.

Section 4. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or electronic means, to each member entitled to vote at such meeting, not less than 5 nor more than 40 days before the date of such meeting, by or at the direction of the Chairman of the Board or the Secretary. In case of a special meeting, or when required by statute, or by these Bylaws, the purpose or purposes for which a meeting is called shall be stated in the notice.

Section 5. At any meeting of members each membership is entitled to one vote either in person, or by proxy executed in writing by the member. If multiple individuals have memberships, one person must be designated for voting purposes.

Section 6. Any meeting of members, Board of Directors, Executive Committee, councils or other committees may be held through the use of a conference telephone or other interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 7. Any notices required by these Bylaws may be given in writing by mail or electronic means by depositing such notices in a post office or letter box in a postpaid, sealed wrapper, or by transmitting the notice, addressed to the person to whom notice is required to be given at such address or electronic location as last appears on the books of the Association, and such notice shall be deemed to have been given at the time when said notices shall have been thus mailed or transmitted.

Section 8. Any notice required to be given under these Bylaws may be waived in writing, signed by the person or persons entitled to said notice whether before or after the time stated herein.

Section 9. Any Committee/Council/Board of Directors member who misses two consecutive Committee/Council/Board meetings shall be subject to removal from the Committee/Council/Board of Directors. The Executive Committee will act upon recommendation of the subject leadership group.

Section 10. Any Committee/Council/Board of Directors member who has a known conflict of interest, that is prejudicial to the best interests of the Association, will be asked to resign their leadership position or be removed from the position upon a unanimous vote of the Executive Committee. If the member does not resign voluntarily, the Executive Committee will develop/send a statement of violation(s) to the member at least thirty days before final action is to be taken. This statement shall list the violations to be considered and the time and place of the meeting of the Executive Committee at which they will be considered, and extend to the member the opportunity to appear in person or by personal representative to present any defense to such violations before final action is taken. The Executive Committee finding will be final.

ARTICLE XII - EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee composed of a maximum of 9 members, six of whom shall be the Officers and the immediate Past Chairman of the Board, and two members elected by the Board of Directors. The Executive Committee should at all times include a minimum of two suppliers and two distribution channel members.

Section 2. Only one representative per company may serve on the Executive Committee at a time.

Section 3. The Executive Committee shall be the governing body of the Association and shall be charged with the responsibility of formulating and directing the overall policies and programs of the Association. Such duties shall include the approval of the budget, the establishment of qualification for membership, the establishment or dissolution of committees and councils, and the employment of a President/C.E.O.

Section 4. The Executive Committee shall meet at least three times per year upon call from the Chairman of the Board and/or the President/C.E.O. Notice of such meeting shall be given not less than 15 days in advance of such meeting.

Section 5. Two-thirds attendance by members of the Executive Committee shall constitute a quorum for transaction of business. All actions of the committee shall be by majority vote of the full Executive Committee.

ARTICLE XIII - PRESIDENT/C.E.O.

Section 1. The President/C.E.O. shall be a full time employee of the Association; shall be the chief executive officer of the Association; shall have the authority and the responsibility to develop a program to achieve the objectives of the Association, and to direct its affairs in accordance with its established policies. The President/C.E.O. shall be a member ex-officio of all committees and sections of the Association; shall select, employ, and supervise the office staff; shall along with staff be bonded at the expense of the Association, as required by the Executive Committee. The President/C.E.O. shall be authorized to commit for the benefit of the Association the funds of the Association within the limitation of the approved budget, as required by the execution of said responsibilities.

ARTICLE XIV - FINANCE & AUDIT COMMITTEE

Section 1. This committee shall consist of the Treasurer, who shall be Chairman, the Chairman of the Board-Elect and the First Vice Chairman of the Board, and shall serve for a term of one year.

Section 2. The duties of this committee shall be to:

- (a) Review and approve an annual budget, prepared by the President/C.E.O., of the income and expenses of the Association required to carry out the programs of the Association.
- (b) Submit the budget to the Executive Committee for approval.
- (c) Recommend mid-year budget adjustments which may become necessary due to unusual or unforeseeable circumstances.
- (d) Audit the Treasurer's Annual Report and reconcile it with the budget.
- (e) Act on behalf of the Executive Committee to conduct the President/C.E.O.'s annual evaluation.
- (f) Conduct employment contract negotiations with the President/C.E.O.

ARTICLE XV - FUNDS

Section 1. The Association shall use its funds only to accomplish the objects and purposes specified in these Bylaws, and no part of said funds shall inure to or be distributed to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

Section 2. The financial records of the Association shall be audited and certified by a Certified Public Accountant upon the change of Treasurer, but not less frequently than every three years.

ARTICLE XVI - AMENDMENTS

Section 1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds vote of the members present and voting, at any annual or special meeting of the members, provided that written notice of the proposed changes has been submitted to all of the members by mail, or electronic means, not less than 30 days preceding the time at which the vote is to be taken.

Section 2. These Bylaws may also be altered, amended or repealed and new Bylaws may be adopted by a written or electronic ballot sent to the members that provides notice of the proposed changes, provided (a) at least one-fifteenth of the members respond to the ballot in writing or by electronic means, and (b) at least two-thirds of the responding members approve the changes.

Section 3. These Bylaws may also be altered, amended or repealed and new Bylaws may be adopted at any regular or special meeting of the Board of Directors by a three-quarters majority vote of the members of the Board of Directors then in office, provided written notice of such proposed alteration, amendment or repeal shall have been sent to members of the Board of Directors at least thirty (30) days prior to the date of the meeting.

Section 4. Voting shall be limited to acceptance or rejection of changes proposed.

ARTICLE XVII - RULES OF ORDER

Section 1. All meetings of the Association and its committees shall be conducted according to parliamentary law, as set forth in "Roberts' Rules of Order" (Revised), when not in conflict with these Bylaws.

Effective Date: 5/1/18