

**BY LAWS OF
OHIO ASSOCIATION OF
EXECUTIVE SEARCH PROFESSIONALS**

ARTICLE I *The Corporation*

Section 1.01. Organizational Structure. The Ohio Association of Executive Search Professionals (the "Corporation") is a nonprofit corporation organized and existing under the Ohio Nonprofit Corporation Law.

Section 1.02. Tax Status and Purposes. In accordance with the status of the Corporation as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, the Corporation is organized and shall be operated for the purposes set forth in its Articles of Incorporation.

ARTICLE II *Members*

Section 2.01 Membership.

A. General Membership. General membership in the Corporation is open to any business entity whose primary business is to provide staffing services to third party companies and organizations on a fee basis. Whether such business entity falls into this definition shall be determined by the Board of Directors. To maintain its membership, members must conduct their business in a professional and ethical manner, and shall pay the annual dues as determined by the Board of Directors. Membership shall be held in the name of each firm. The term "Member" shall refer to the firm, not an individual.

B. Associate Business Membership. Associate business membership is open to any company who provides a service or product to the staffing industry. To maintain its membership, members must conduct their business in a professional and ethical manner and shall pay the annual dues as determined by the board of directors. Membership shall be held in the name of each company. Associate business members do not have voting privileges but are eligible to sponsor OAESP Workshops at a discounted rate over non-member companies.

Section 2.02 Classification of Members. The Board of Directors shall have the power and authority to establish membership classifications from time to time, and to establish the rights and privileges thereof.

Section 2.03 Membership Dues and Qualifications. The Board of Directors may from time to time establish such procedures, qualifications and/or dues structure as it deems necessary or appropriate with respect to the admittance of members and the maintenance of membership. A member whose payment of dues is current and who has no sanctions imposed upon their membership by the Board of Directors shall be considered a member in good standing.

Section 2.04 Membership List. The Corporation shall keep a membership list containing the name and address of each current member, the date of admission to membership and the class to which such members belongs, if any.

Section 2.05 Termination and Re-application of Membership

A. Termination of Membership. Membership in the Corporation shall terminate upon resignation, failure to pay dues or the affirmative vote of two-thirds (2/3) of the Board of Directors that the member's conduct is in conflict with the best interests of the Corporation.

B. Re-application of Membership. A former member whose membership has been revoked may re-apply after waiting a 12-month period. The request for re-application shall include the usual and customary application for membership, as well as a written explanation to the Board of Directors of why membership should be restored. If requested by either party - the former member seeking re-instatement, or the Board of Directors - the Board of Directors shall grant an oral hearing, in addition to the written application, at a special meeting.

C. Vote to Restore Membership. The Board of Directors shall vote to restore the membership either immediately after such oral presentation, or during a meeting of the Board of Directors convened specifically for this purpose, if no such request for an oral presentation is made. There shall be a sufficient amount of time granted for private discussion and investigation when necessary by the Board of Directors of the re-application. Membership shall be restored upon an affirmative vote of 2/3 of the Board of Directors in a secret ballot. If the request is denied, the former member can re-apply in 12-month intervals.

Section 2.06 Provisions Relating to Meetings of Members.

A. Member Meetings. Meetings for member firms are scheduled approximately monthly and will include, when possible, an educational program.

B. Annual Meetings. The annual meeting of the members of the Corporation, shall coincide with the Fall Workshop, or on such date as may be fixed, from time to time, by the Board of Directors. In the event there are sub groups as approved by the Board of Directors ("Chapters"), each Chapter shall designate the November meeting as the Annual Meeting at their discretion.

C. Calling of Special Meetings. Special meetings of the members may be called only by the President, by any three Directors, or by the written request signed by thirty percent (30%) of the members. Notice of such special meetings shall be given as stated in Section 2.06(D).

D. Notice of Annual and Special Meetings. Notice in writing stating the time and place of a meeting of the members and, in the case of a special meeting or if required by law, the Articles or these By Laws, the purpose or purposes for which the meeting is called, shall be given to each of the member offices by mail, fax, e-mail, telephone, personal delivery or other means of notification, in writing or verbally, not less than four (4) days before the date of the meeting. If mailed, faxed, or e-mailed, such notice shall be addressed to the member's mail, fax or e-mail address as it appears on the records of the Corporation. The publication of a meeting schedule at the beginning of the year shall satisfy this notification requirement provided there have been no changes as to the date, time, or location.

E. Quorum and Voting. Each member firm whose category of membership includes voting privileges and who is a member in good standing shall be entitled to one vote which will be cast by their representative. The total number of voting members that are present shall constitute a quorum for any meeting of the members except as otherwise provided in the Articles or these By Laws and the vote of a majority of the voting members that are present shall constitute the action of the members. In the event there are sub groups, as approved by the Board of Directors ("Chapters"), the aggregate vote from the elections at all approved Chapters shall constitute the action of the members.

F. Order of Business. The order of business at any meeting of the members shall be determined by the officer of the Corporation presiding at such meeting.

G. Place of Meeting. All meetings of the members shall be held at such location designated in the notice of the meeting.

H. Election of Directors. Nominations of candidates for the Board of Directors shall be presented to the current Board of Directors not later than October 1. Four Directors shall be elected, via email ballot, with response directed to the Administrative Director. Deadline for voting shall be the last business day in the month of October.

I. Chapter Leaders. In the event there are sub groups as approved by the Board of Directors ("Chapters") each Chapter shall elect a Chapter Leader as their representative, who will serve as an advisor to the Board of Directors.

ARTICLE III

Officers

Section 3.01. Officers. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, all of whom shall be the owner and/or manager of a member firm in good standing with the Corporation.

Section 3.02 Election and Tenure. The Officers of the Corporation shall be elected by the new Board of Directors at the first Board of Directors meeting following the Annual Meeting of the members.

The same individual may not be elected to more than one (1) office. Officers may be re-elected. The term of each elected officer shall be for approximately one (1) year, concurrent with their term as a Director. If a person is appointed by the Board to fill an unexpired term, in accordance with Section 3.07, the term shall be for the remainder of the unexpired term.

Section 3.03 President. The President shall preside at all meetings of the Board of Directors and all meetings of the members of the Corporation. The President shall, subject to the direction of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation, and shall have the general powers and duties usually vested in the chief executive officer of a nonprofit corporation under Ohio law. The President shall have such other powers and duties as may be established from time to time by the Board of Directors or these By Laws.

Section 3.04 Vice President. The Vice President shall carry out the duties of the President in the absence or inability of the President to act. The Vice President shall function to promote membership and shall have such other powers and duties as may be established from time to time by the Board of Directors or by the President with the consent of the Board.

Section 3.05 Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors and other business meetings of the Corporation, and shall be the custodian of all books, records, papers and property of the Corporation. The Secretary shall have such other powers and duties as may be established from time to time by the Board of Directors or by the President with the consent of the Board.

Section 3.06 Treasurer. The Treasurer shall be the chief financial officer of the corporation. The Treasurer shall have such other powers and duties as may be established from time to time by the Board of Directors or by the President with the consent of the Board.

Section 3.07 Vacancies. There shall always be at least three (3) officers. If a vacancy of an office occurs, the Board of Directors, at its discretion, may appoint a person to the office for the remainder of the term or may choose to divide the duties of that office among the remaining Directors for the remainder of the term.

ARTICLE IV

Directors

Section 4.01 Requirements for Directors. All Directors must represent a firm that is a Member in good standing with the Corporation. If a Director represents a Member whose dues have not been paid by January 31st the Director must vacate his/her seat on the Board and vacate his or her office, if applicable.

Section 4.02 Power and Authority of Directors. Except as otherwise provided by law, the Articles of Incorporation or these By Laws, all of the authority of the Corporation shall be exercised by its Board of Directors and shall represent the best interests and desires of the Membership. The Directors serving hereunder shall have the power, authority and responsibilities provided for trustees under the Ohio Nonprofit Corporation Law.

Section 4.03 Composition of the Board of Directors. The Board of Directors shall be comprised of the elected Directors and the Immediate Past President.

Section 4.04 Election and Term of Office. The elected members of the Board of Directors shall serve for terms of approximately one (1) year each. The Directors begin their term with the first Board of Directors meeting following the Annual Meeting of the members and end their term when the subsequent Board of Directors begins its term. No one Member office shall have more than one representative on the Board of Directors. See also Section 2.06(B) and 2.06(H).

Section 4.05 Resignation and Removal of Directors. Any Director, by notice in writing to the Board of Directors, may resign at any time and thereby concurrently resigns from his/her respective office. Any Director may be removed from office, with or without cause, by the affirmative vote or two-thirds (2/3) of the Directors then in office, excluding the person in question. The resignation or removal of an elected Director shall be deemed to create a vacancy on the Board. If the person was also an officer the vacancy will be handled in accordance with Section 3.07. The resignation of the immediate Past President who is not currently an officer will simply result in one less Director on the Board.

Section 4.06 Quorum and Voting. At any meeting of the Board of Directors, 50% of the Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided in the Articles of Incorporation or these By Laws, each Director shall have one (1) vote, and the vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. Voting privileges are given to the Director, not their firm, and proxy votes are not permitted. If last year's President is a current officer that person shall have only one vote.

Section 4.07 Notice of Meetings of Directors. Notice of the place, date, and time of each meeting of the Board of Directors shall be given to each Director not more than sixty (60) days nor less than four (4) days before the date of such meeting. Any notice referred to in this Section 4.07 need not specify the purposes of the meeting, except that if an amendment to the Articles of Incorporation or these By Laws is proposed a copy of such proposed amendment shall accompany said notice. Notice of any meeting of the Board of Directors shall be given by mail, fax, e-mail, telephone, personal delivery or other means of notification, in writing or verbally, not less than four (4) days before the date of the meeting. If mailed, faxed, or e-mailed, such notice shall be addressed to the member's mail, fax or e-mail address as it appears on the records of the Corporation. The giving of four (4) days' notice may be waived if all Directors agree to a meeting within a shorter time frame.

ARTICLE V

Committees

Section 5.01 Committees. The President or the Board of Directors may from time to time create advisory committees for specific purposes necessary for the transaction of the Corporation's business. The creator of the committee, either the President or the Board of Directors, shall prescribe or limit the powers and duties of the committee, shall appoint the chairperson and shall appoint or approve the appointment of other committee members, and determine the duration of the committee's existence. A committee may consist of one person or more than one person.

Section 5.02 Committee Limitations. Each committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board. No committee shall have the authority to: (a) approve any action for which approval of the Board of Directors is required by the Ohio Nonprofit Corporation Law, (b) establish committees or appoint members thereof, or (c) fill vacancies on the Board of Directors.

Section 5.03 Committee Actions. Each committee shall have the power to conduct its business within the authority granted to it. The committee shall make reports to the President, the Board, and/or the general membership, as directed. Committees shall not be required to make or keep formal records of their meetings unless directed to do so by the Board. Any meeting records or other documents requested by the Board shall be given to the chairperson of the committee who will, in turn, give such files to the Secretary of the Corporation either periodically or at the completion of the committee's function, as appropriate.

ARTICLE VI

Indemnification and Insurance

Section 6.01 Mandatory Indemnification. The Corporation shall indemnify any officer or Director of the Corporation who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the Corporation), by reason of the fact that he or she is or was a Director, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against expenses (including, without limitation, attorney's fees, filing fees, court reporters' fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. A person claiming indemnification under this Section 6.01 shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal matter, to have had no reasonable cause to believe his or her conduct was unlawful, and the termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, rebut such presumption.

Section 6.02. Court-Approved Indemnification. Anything contained in these By Laws or elsewhere to the contrary notwithstanding:

- A. The Corporation shall not indemnify any officer or Director of the Corporation who was a party to any completed action or suit instituted by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, in respect of any claim, issue or matter asserted in such action or suit as to which he or she shall have been adjudged to be liable for acting with reckless disregard for the best interest of the Corporation or misconduct (other than negligence) in the performance of his or her duties to the Corporation unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper, and
- B. The Corporation shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Section 6.02.

Section 6.03. Indemnification for Expenses. Anything contained in these By Laws or elsewhere to the contrary notwithstanding, to the extent that an officer or Director of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.01, or in defense of any claim, issue or matter therein, he or she shall be promptly indemnified by the Corporation against expenses (including, without limitation, attorney's fees, filing fees, court reporters' fees and transcript costs) actually and reasonably incurred by him or her in connection therewith.

Section 6.04. Determination Required. Any indemnification required under Section 6.01 and not precluded under Section 6.02 shall be made by the Corporation only upon a determination that such indemnification of the officer or Director is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.01. Such determination may be made only:

- A. by a majority vote of a quorum of Directors of the Corporation who were not and are not parties to, or threatened with, any such action, suit or proceeding;
- B. if such a quorum is not obtainable or if a majority of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel other than an attorney retained previously by the Corporation, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation, or any person to be indemnified, within the past five (5) years;
- C. by the members; or

D. by the Court of Common Pleas of Franklin County, Ohio or (if the Corporation is a party thereto) the court in which such action, suit or proceeding was brought, if any.

Any such determination may be made by a court under division (D) of this Section 6.04 at any time (including, without limitation, any time before, during or after the time when any such determination may be requested of, be under consideration by or have been denied or disregarded by the disinterested Directors under division (A) or by independent legal counsel under division (B) or by the members under division (C) of this Section 6.04). No decision for any reason to make any determination required under this Section 6.04, and no decision for any reason to deny any such determination, by the disinterested Directors under division (A) or by independent legal counsel under division (B) or by the members under division (C) of this Section 6.04 shall be evidence in rebuttal of the presumption recited in Section 6.01. Any determination made by the disinterested Directors under division (A) or by independent legal counsel under division (B) of this Section 6.04 to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the Corporation shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

Section 6.05. Advances for Expenses. Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) incurred in defending any action, suit or proceeding referred to in Section 6.01 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to or on behalf of the officer or Director promptly as such expenses are incurred by him or her, but only if such officer or Director shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue or other matter asserted in such action, suit or proceeding in defense of which he or she shall not have been successful on the merits or otherwise:

A. if it shall be ultimately be determined as provided in Section 6.04 that he or she is not entitled to be indemnified by the Corporation as provided under Section 6.01; or

B. if, in respect of any claim, issue or other matter asserted by or in the right of the Corporation in such action or suit, he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Corporation or misconduct (other than negligence) in the performance of his or her duties to the Corporation, unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he or she is fairly and reasonably entitled to all or part of such indemnification.

Section 6.06. ARTICLE VI Not Exclusive. The indemnification provided by this ARTICLE VI shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles of Incorporation or these By Laws or any agreement, vote of members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6.07. Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit or self-insurance, on behalf of any person who is or was a Director, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the obligation or the power to indemnify him or her against such liability under the provisions of this ARTICLE VI. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

Section 6.08. Certain Definitions. For purpose of this ARTICLE VI, and as examples and not by way of limitation:

A. A person claiming indemnification under this ARTICLE VI shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.01, or in defense of any claim, issue or other matter therein, if such action, suit or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against him or her, without a conviction of him or her, without the imposition of a fine upon him or her and without his or her payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or her or otherwise results in a vindication of him or her);

B. References to "other enterprise" shall include employee benefit plans; references to a "fine" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a Director, officer, employee, agent or volunteer of the Corporation which imposes duties on, or involves services by, such Director, officer, employee, agent or volunteer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" within the meaning of that term as used in the ARTICLE VI;

C. The term "volunteer" shall mean a Director, officer or agent of the Corporation, or another person associated with the Corporation, who (i) performs services for or on behalf of, and under the authority of auspices of, the Corporation, and (ii) does not receive compensation, either directly or indirectly, for performing those services. Compensation does not include (i) actual and necessary expenses that are incurred by the volunteer in connection with the services performed for the Corporation and that are reimbursed to the volunteer or otherwise paid; (ii) insurance premiums paid on behalf of the volunteer and amounts paid, advanced or reimbursed pursuant to this ARTICLE VI, Section 1702.12(E) of the Ohio Revised Code or any indemnification agreement, resolution or similar arrangement; or (iii) modest perquisites.

Section 6.09. Venue. Any action, suit or proceeding to determine a claim for indemnification under this ARTICLE VI may be maintained by the person claiming such indemnification, or by the Corporation, in the Court of Common Pleas of Franklin County, Ohio. The Corporation and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his or her person by the Court of Common Pleas of Franklin County, Ohio, in any such action, suit or proceeding.

ARTICLE VII

Miscellaneous

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December, or such other date as may be fixed from time to time by Board of Directors.

Section 7.02. Amendments. Unless otherwise provided in the Articles of Incorporation or these By Laws, these By Laws may be amended at a meeting called for that purpose by a two-thirds (2/3) majority vote of the whole number of Directors then serving, or in a writing signed by all of the Directors.

Adopted by the Board of Directors May 14, 1997

Revised and adopted by the Board of Directors April 28, 1999

Revised and adopted by the Board of Directors June 18, 1999

Revised and adopted by the Board of Directors January 12, 2000

Revised (Name change) and adopted by the Board of Directors November 16, 2005

Revised and adopted by the Board of Directors November 20, 2007

Revised and adopted by the Board of Directors August 11, 2009

Revised and adopted by the Board of Directors April 11, 2010

Revised and adopted by the Board of Directors October 12, 2010