

DESA BY-LAWS

As Revised March 26, 1997

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ARTICLE I NAME

Section 1. Name

The name of this organization shall be the Demonstrative Evidence Specialists Association, hereinafter sometimes called DESA.

ARTICLE II PURPOSE AND ASSOCIATION OFFICES

Section 1. Purpose

The Demonstrative Evidence Specialist Association is a non-profit professional organization committed to establishing and maintaining standards and levels of excellence in the field of demonstrative evidence preparation and presentation. The primary goal of DESA is to support and encourage its members and their clients through educational seminars, open forums and publications.

Section 2. Registered Office

The Association shall maintain a registered office in Spokane, Washington, the place of business, and a registered agent thereat, subject to change thereof in the manner prescribed by law.

Section 3 Other Offices

The Association may have such other offices and places of business within or without Spokane, Washington as the Board of Directors shall determine from time to time.

ARTICLE III MEMBERSHIP

Section 1. Eligibility

Membership in the Association shall be defined as follows:

(a) Active Member:

Sole proprietorships, partnerships or corporations primarily in the business of litigation exhibits; or individuals employed primarily in the business of litigation exhibits. An Active Member is a voting member, eligible for participation on the Board and may use the logo as provided by DESA on all printed materials for marketing, etc.

(b) Honoree:

An individual recognized and honored by DESA for their contribution to the Demonstrative Evidence industry at the annual meeting by action of the DESA Board of Directors. No dues, voting privileges, Board participation nor logo usage.

Section 2. Application for Membership

All applications for membership shall be submitted on the form provided with the appropriate dues to the Membership Committee for processing. Dues are to be paid annually by May 31st.

Section 3. Removal

(a) Members may be removed from the membership for cause or for non-payment of dues by the Board of Directors by a two thirds vote.

(b) Members will be sent three dues notices:

(1) The first will be issued 30 days prior to the due date (May 1st).

(2) The second, on the due date (May 31st).

(3) The third, 30 days past due (June 30th).

(c) The last statement will be considered a notice of termination. Unless payment is received within 30 days from the date of notice of termination, the member will automatically be terminated.

(d) For any cause other than non-payment of dues, a written complaint must be submitted to the President of the Association. Removal shall occur only after the member complained against has been notified in writing and given 30 days to respond to the complaint.

Section 4. Reinstatement

A former member desiring a continuous membership record may be reinstated upon paying all dues, or other charges theretofore accrued and unpaid, unless they were removed from membership by action of the DESA Board of Directors.

Section 5. Resignation

Any member may resign at any time, however, such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid. For a resignation to become effective, such resignation shall be submitted in writing to the President of the Association.

Section 6. Members in Good Standing

All members admitted to membership which maintain membership by payment of dues and which otherwise qualify shall be considered in good standing and entitled to full privileges of membership.

ARTICLE IV MEETINGS

Section 1. Place of Annual Meetings

The Annual Meeting shall be held at a date and time chosen by the Board of Directors.

Section 2. Purpose of Meetings

(a) The purpose of the Annual Meeting shall be to educate the membership through special programs, to honor those in the field. These meetings will rotate to regions within the U.S. to facilitate attendance for members and provide information and education about DESA to local bar associations and law schools.

(b) The purpose of the annual Board of Directors meeting will be to attend to Association business and begin planning the agenda for the next Annual Meeting.

Section 3. Notice

Written or printed notice of the Annual Meetings shall state the place, the day, and the hour of the meeting, and shall be served upon or mailed, postage prepaid, not less than 60 days nor more than 90 days before said meeting, to each member.

Section 4. Minutes

A full and true statement of the affairs of the Association shall be submitted at the Annual Meeting by the Secretary and a copy thereof shall be filed at the office of the Secretary. Minutes from the Board of Directors Meeting shall be published in the next newsletter with copies recorded similarly.

Section 5. Special Meetings

Special meetings of the members for any purpose or purposes, unless otherwise prescribed by these By-Laws, may be called by the President and shall be called by the President or Secretary at the written request of the Board of Directors. Such a request shall state the purpose or purposes of the proposed meeting.

Section 6. Notice of Special Meetings

Notice of special meetings shall state the purpose, the day, the place and the hour of the meeting, and shall be served upon or mailed, postage prepaid, not less than 10 business days before said meeting, to each member.

Section 7. Voting

(a) At each meeting of the members, each Active member present shall be entitled to one vote. At any meeting, any vote taken shall be by secret ballot if any member so requests.

(b) A majority of the votes cast at a duly held meeting of the members at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless a greater vote is required by these By-Laws.

(c) No proxy voting allowed.

Section 8. Quorum

At any duly held meeting of the members, the presence of members entitled to cast a majority of the votes thereof shall constitute a quorum except as otherwise provided.

Section 9. Adjourned Meetings

Any duly called meeting of members may be adjourned to a designated time and place by the vote of the majority of members. An adjourned meeting may reconvene as designated, and when a quorum is present, any business may be transacted which might have been transacted at the original meeting.

ARTICLE V BOARD OF DIRECTORS

Section 1. Number, Qualification, Election

The number of Directors which shall constitute the whole Board of Directors shall not be less than 4 nor more than 10, each of whom must be a member in good standing, pursuant to Article III, Section 6. No member firm may have more than one representative serving as a Director. The Officers, upon their election shall form the Board of Directors. Except as provided for in Article IV, Section 6, each Director elected shall hold office for the term of 1 year and until their successor is elected. In the event that the membership shall not elect the full Board of Directors at such election, or a position is vacated during term, the Directors elected may, at a special meeting held in compliance with Article IV, Section 5, elect the remaining Director(s).

Section 2. Nominating

The Nominating Committee shall submit to the voting membership a slate of candidates for each of the following members of the Board of Directors; Vice President, President-Elect, Treasurer, and Secretary no less than 30 days prior to an Annual Meeting at which voting by the membership will take place. Additional nominations with the consent of the nominee may be made in writing by at least two Active Members in good standing. They shall be received by the Nominating Committee at least 10 days prior to the election meeting and shall be mailed by the nominee to each voting member at least 5 days prior to the election meeting. They shall be presented with the slate at the election meeting.

Section 3. Powers

The management of all the business, property and affairs of the Association shall be vested in the Board of Directors. The Board may exercise all of the powers of the Association and do all lawful acts and things (including the adoption of such rules and regulations for the conduct of its meetings, the exercise of its powers and the management of the Association, as it may deem proper), consistent with these By-Laws, and not thereby conferred upon or reserved to the members.

Section 4. Meetings

The Annual Meeting of the Board of Directors may be held prior to and/or after the Annual Meeting of Members. Regular meetings of the Board may be established by the Board, i.e., the annual meetings. Special meetings of the Board may and shall be called by the President or two or more Directors. Regular Board meetings are open to all members. Board polls by telephone or fax may occur when necessary.

Section 5. Quorum and Action

A majority of the Board of Directors shall constitute a quorum for the transaction of business. At any duly held meeting at which a quorum is present the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors on any question, except where the act of a greater number is required by these By-Laws, or as set forth in Section 7 of this Article.

Section 6. Action by Written Consent in Lieu of Meetings of Directors

See Article X, Section 3.

Section 7. Vacancies

Vacancies occurring in the Board of Directors may be filled by appointment by a majority of the remaining Directors though less than a quorum.

Section 8. Removal

An officer or member may be removed for cause by a two thirds majority vote of the Board pursuant to Article III, Section 3.

ARTICLE VI OFFICERS

Section 1. Executive Officers

The Executive Officers of the Association shall be a President, Vice-President, President-Elect, Treasurer, Secretary and the Immediate Past President, all of whom except the President and the Immediate Past President shall be elected from the Nominating Slate as provided in Article V, Section 2 by the voting membership attending the Annual Meeting to hold office for 1 year, and shall hold office until their successors have qualified and are duly elected. The position of President-Elect will automatically move into the position of President. No member firm may have more than one Representative serving as a Director or an officer. Attendance by the Officers at the annual meetings is required.

Section 2. President

The President shall preside at all meetings of the members and Directors and shall have and perform such other duties as from time to time may be assigned by the Board of Directors. When the Board is not in session, he/she shall have the general management and control of the business and affairs of the Association.

Section 3. Vice-President

The Vice-President shall chair the Membership Committee, and shall conduct such committee as set forth in Article IX, Section 3.

Section 4. President-Elect

The President-Elect shall, in the absence of the President, preside at all meetings of the Board of Officers and Members, and exercise the powers and perform the duties of President. When the Board is not in session, he/she shall participate in the general management of the business affairs of the Association, and shall perform other duties delegated by the Board of Directors. It is expected that the President-Elect shall move into the position of President at the end of their respective terms.

Section 5. Treasurer

The Treasurer shall monitor all funds, securities and evidences of indebtedness of the Association, shall receive and give receipts and acquittances for monies paid in on account of the Association and shall pay out of the funds on hand all bills, payrolls and other just debts of the Association, of whatever nature, upon maturity and shall enter regularly in books to be kept by him/her for that purpose, full and accurate accounts of all monies received and paid out by him/her of the account of the Association. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.

He/she shall perform all other duties incident to the office of the Treasurer and as may be prescribed by the Board. Yearly assessment for tax purposes by a Certified Public Accountant shall be arranged and overseen by the Treasurer.

Section 6. Secretary

The Secretary shall keep the minutes of all proceedings of the Board of Directors and shall provide copies of the most recent meeting minutes to all Board Members in a timely fashion. The Secretary shall make and send Certificates to new members and shall attend to the giving and serving of all notices to the members and Officers or other notices required by law or these By-Laws. When duly signed or when ordered by the Board of Directors, he/she shall have charge of the books and papers as the Board may direct, and he/ she shall perform all other duties incident to the office of the Secretary and as may be prescribed by the Board.

Section 7. Immediate Past President

The Immediate Past President serves in an advisory capacity for the next term. He/She has no voting privileges except as a tie-breaker when absenteeism leaves the Board at an even number.

Section 8. Salaries & Fees

(a) No salaries can be given to Officers or Directors as the organization is non-profit. Expenses may be reimbursed upon a majority vote by the Board of Officers.

(b) DESA will waive seminar fees for its speakers at the Annual Meeting and offer attendance at the Honoree Luncheon as compensation for this effort.

ARTICLE VII MEMBERSHIP CERTIFICATES AND DESA NAME & LOGO USAGE

Section 1. Form and Execution of Certificates

The Board of Directors may authorize the issuance of membership certificates to the members of the Association. By resolution of the Board of Directors, the Secretary may issue to each member a certificate in such form as shall be approved by the Board of Directors. Each certificate shall be signed by the President and the Secretary. The names and addresses of all members possessing said certificates shall be entered in books kept for that purpose by the administrative office of the Association.

Section 2. DESA Name and Logo Usage

The Association's name and logo may be used as follows:

(a) Active Members in good standing in accordance with Article III, Section 7, may use the name and logo of the Association, as provided by the Association, on stationery, printed literature, materials for marketing, electronic media, etc.

(b) Persons or organizations not members in good standing, members who have not renewed their membership, or members who have been censured may not use the Association Name, Mark and/or Logo under any circumstances.

ARTICLE VIII APPLICATION FEES, DUES AND FINANCES

Section 1. Application Fees

An initial processing fee of \$10.00 shall be charged, to be paid at the time an applicant submits an application for membership. This fee is not refundable.

Section 2. Dues

The annual dues for a Active Member shall be \$150.00, payable pursuant to Article III, Section 2.

Section 3. Fiscal Year

The fiscal year shall be fixed by resolution of the Board of Directors.

ARTICLE IX COMMITTEES, THEIR DUTIES AND POWERS

Section 1. Committees

There shall be a Membership Committee, a Nominating Committee, a CLE Committee, an Education & Technology Committee, and a Litigation Law Committee. The Board may establish any other committees, either ad hoc or permanent, or delegate to the President the power to establish a committee, fill a committee and to appoint the chairperson of a committee. Each of the committees, except the Nominating Committee, shall consist of at least three members of the Association and be approved by the Board of Directors. The chairperson of each committee, except for the Nominating Committee, shall be appointed by the Board and is required to attend the Annual Meeting.

Section 2. Duties and Powers

Each committee chairperson shall keep the Board of Directors currently informed of the activities of the committee. Each committee is subject to the direction and control of the Board of Directors and each committee may make rules for its own government to regulate the matters with which it is specifically charged. Chairpersons are expected to attend the Annual Meeting.

Section 3. Membership Committee

The Membership Committee shall consist of at least 3 members and be chaired by the Vice-President. He/she will make follow-up contact with new member applications.

Section 4. Nominating Committee

The Nominating Committee shall consist of three members, including the Immediate Past President who is the non-voting chairperson, pursuant to Article V, Section 2.

Section 5. CLE Committee

The CLE Committee shall consist of at least three members, including a Board-appointed Chair. The committee, subject to direction and control of the Board, shall provide resource information on state CLE directors, law school liaisons and private legal education institutes nationwide.

Section 6. Education & Technology Committee

The Education & Technology Committee shall consist of at least three members, including a Board-appointed Chair. The committee, subject to direction and control of the Board, shall provide resource information on the education of designers of demonstrative education and address the content of such a curriculum, as well as provide information on the most recent technology available to our industry for production of demonstrative evidence.

Section 7. Litigation Law Committee

The Litigation Law Committee shall consist of at least 3 members, including a Board-appointed Chair. The committee, subject to direction and control of the Board, shall report on new laws that affect our services and rulings of inadmissibility that are related to design and production of demonstrative evidence.

**ARTICLE X
MISCELLANEOUS**

Section 1. Checks

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 2. Notice of Waiver of Notice

(a) Any notice of meeting required to be given under these By-Laws to Members and/or Directors may be waived in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein.

(b) All notices required by these By-Laws shall be printed or written, and shall be delivered whether personally, by telephone or fax or by mail. If mailed, it shall be deemed to have been delivered when deposited in the United States mail, postage prepaid, addressed to the member or Director.

Section 3. Action by Written Consent in Lieu of Meetings

Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the Board or of such committee, as the case may be, and such consent shall have the same force and effect as a unanimous vote.

Section 4. Amendments

These By-Laws may be altered, amended or repealed at any regular meeting of the Board of Directors, or special meeting called for that purpose. A copy of any proposed amendment shall be served upon or mailed, postage prepaid, to each member not less than 30 days prior to the meeting at which the proposed amendments shall be discussed.