



BY LAWS

OF

SHOE AND ACCESSORY TRAVELERS ASSOCIATION

(as amended to July 15, 2008)

NATIONAL SHOE TRAVELERS

(as amended to September 14, 2012)

(as amended to October 3, 2016)

ARTICLE I

NAME

The name of the corporation will be the National Shoe Travelers (NST), hereinafter referred to as "the corporation."

ARTICLE II

PURPOSES

Section 1. Not For Profit. The corporation is organized under and will operate as an Illinois not for profit corporation, and will have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986, as amended.

Section 2. Purposes. The corporation is a membership organization whose goals are to represent, and significantly improve the abilities and the well being of traveling sales representatives who work within the footwear and other apparel related industries. The corporation's activities include, but not limited to providing networking opportunities, exchange of information, and provide benefits and services relating to the members professional growth and well being.

The corporation will not carry on any activities not permitted under Section

501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or under the Illinois General Not For Profit Corporation Act of 1986, as amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE III REGISTERED OFFICE AND AGENT

The corporation will have and continuously maintain in Illinois a registered office and a registered agent whose office will be identical with such registered office, and may have such other offices in or outside Illinois and such other registered agents as the Board of Directors may from time to time determine.

ARTICLE IV MEMBERS

Section 1. Members. Membership categories, qualifications, voting rights, and dues shall be set by the Board of Directors.

Section 2. Resignation. Any member may resign by filing a written resignation with the Secretary. The resignation shall be presented to the Board of Directors by the Secretary at the first meeting after it's receipt, but such resignation shall not relieve the member so resigning the obligation of paying any dues, assessments or other charges previously accrued and unpaid prior to the receipt of such resignation.

Section 3. Termination of Membership. The Board of Directors by a two-thirds (2/3) vote may expel a member with cause pursuant to procedures established by the Board of Directors.

ARTICLE V GENERAL MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members may be held at such time and place as the Board of Directors may determine for the purpose of electing Board of Directors members and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings.

Special meetings of the members may be called by the President, by the Board of Directors, or by not less than 25% of the members having voting rights.

Section 3 Place of Meetings.

The Board of Directors may designate any place, either in or outside Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of the meeting will be the registered office of the corporation; provided, however, that if all the members meet at any time and place, either in or outside Illinois, and consent to the holding of a meeting, such meeting will be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4 Notice of Meetings.

Unless otherwise required by statute, written or printed notice stating the place, day and hour of any meeting of members will be delivered, either personally or by mail, facsimile or electronic transmission, to each member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President or the Secretary.

If notice is given by mail, such notice will be deemed to be delivered seven (7) days following the day such notice is deposited with postage prepaid in the United States mail.

If notice is given by facsimile transmission, such notice will be deemed to be delivered upon confirmation of the receipt of the transmission.

If notice is given by electronic mail, such notice will be deemed to be delivered upon confirmation of the receipt of the transmission.

Any member may waive notice of any meeting. A member's attendance at any meeting will constitute waiver of notice of such meeting except when attendance at the meeting by the member is for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. In the case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called will be stated in the notice.

Any communication required or permitted by these Bylaws to be

"written" or "in writing" shall include any communication transmitted or received by electronic means.

Section 5. Quorum and Manner of Acting/Voting.

The General members holding at least 5% of the votes which may be cast at any meeting present in person or by proxy will constitute a quorum at such me

a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on a matter will be the act of the members, unless the vote of a greater number is required by law, the articles of incorporation, or these Bylaws. Members may vote at any meeting either in person or by proxy in accordance with procedures established by the Board of Directors. In the case of the election of directors, voting by mail or electronic vote may also be authorized by the Board of Directors.

Section 6. Proxies.

At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy will be valid except for the specific matter or meeting for which it is designated.

Section 7. Attendance by Communications Equipment.

Members may participate in and act at any meeting of members through the use of any communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation will constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 8 Robert's Rules of Order

Roberts's Rules of Order. All meetings conducted by NST shall follow the principles as set forth in Robert's Rules of Order, with the Secretary acting in the capacity of Parliamentarian unless otherwise provided by the Board of Directors.

ARTICLE VI OFFICERS

Section 1. Officers.

The officers of the corporation will be a President, Vice President, Treasurer, Secretary, the Immediate Past President, and such other officers as may be determined by the Board of Directors. The Board of Directors may elect or appoint such other *officers as it deems* desirable, such officers to have the authority to perform the duties prescribed from time to time by the Board of Directors.

Any two (2) offices may be held by the same person. All officers shall be elected from among the Directors and must maintain their membership and be current in their dues while serving as officers (including the Immediate Past President).

Section 2. Election and Term of Office.

Officers will be elected at the annual meeting of the Board of Directors and will serve a ***two*** year term or until their successors have been duly elected and qualified. Vice President will move to the President position at the end of the President two year term. President will move to the past President position at the end of the Past President term. After election to the office of Vice President/President the holders of Vice President and President, shall not be subject to election until their respective terms have been completed.

Vacancies may be filled for remaining term in place of resignation or removal of officer filled by the Board of Directors.

Section 3 Removal.

Any officer may be removed by the vote of two-thirds (2/3) of the Board of Directors, with or without cause. Upon removal, the officer so removed will cease to be an officer of the corporation. The election or appointment of an officer or agent will not, of itself, create in that officer or agent any contract rights.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President.

The President will be the principal executive officer of the corporation and will in general supervise and control all of the affairs of the corporation. He or she will preside at all meetings of the Board of Directors and will be the President of the Board of Directors. He or she may sign any deeds, mortgages, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof will be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The President is a voting position.

Section 6. Vice President.

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. The Vice President will perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

The Vice-President is a voting position.

Section 7. Secretary.

The Secretary is a one year board elected position he/she can succeed for an additional year but cannot seek a third consecutive term.

The Secretary will oversee the preparation of the minutes of the meetings of the Board of Directors and arrange for them to be kept in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; arrange for the safekeeping of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

The Secretary is a voting position.

Section 8. Treasurer.

The Treasurer will be appointed by the Executive Board and approved by the board. For the purpose of financial continuity the treasurer will serve until he/she resigns or is removed by $\frac{3}{4}$ votes from the board.

The Treasurer is a voting position.

If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties (at the corporation's expense) as the Board of Directors will determine. He or she will oversee the Executive Director in the Executive Director's management of all funds and securities of the corporation, including the receiving and subsequent giving of receipts for monies due and payable to the corporation from any sources whatsoever, and depositing all such monies in the name of the corporation in such banks, trust companies or other depositories as will be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. Executive Director.

The Board of Directors may employ an individual or retain an association management company to provide an individual to be the principal executive of the corporation responsible for the performance of such management functions and duties as shall be prescribed or delegated by the President or the Board or which may be incident to the position of Executive Director and as further provided or modified in any agreement between the corporation and an association management company, if applicable (a "management agreement").

Unless otherwise provided in a management agreement, the Executive Director shall supervise and direct the business and affairs of the corporation, reporting directly to the President and subject to the direction and control of the Board of Directors. The Executive Director shall make a written report at any Annual Meeting of the corporation's membership covering the conduct of the affairs of the corporation insofar as they may be related to that office.

He/she (or the association management company, if applicable) shall receive and account for all monies due the corporation and shall be responsible for the keeping of the funds in the name of the corporation in such banks, trust companies, and/or investments as are approved by the

Board of Directors. It shall be his/her duty (or that of the association management company, if applicable) to arrange for an annual audit of the corporation accounts by a Certified Public Accountant whose selection is subject to the approval of the Board of Directors.

Section 10. Immediate Past President.

The Immediate Past President is a voting Executive Board Position and shall be the individual who most recently served as President. The Immediate Past President will perform such duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VII
Board of Directors

Section 1. General Powers.

The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Composition, Tenure, and Eligibility.

The Board of Directors shall consist of (13) voting members Directors shall serve three-year terms, and the terms shall be staggered to provide continuity on the Board. All current dues-paying members who have voting rights are eligible to be elected to the Board. No individual who has any business arrangement with NST (or who has any financial or other interest in any company that has a business arrangement with NST) shall be eligible to serve as a Director.

Section 4. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held at such times and places as may be designated by resolution by the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or outside the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the president or any five directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the State of Illinois, as the place for holding any special meeting of the Board called by him/her or them.

Section 6. Notice

Notice of any special meeting of the Board of Directors shall be given at least seven (7) business days previous thereto by written notice to each Director at the address or e-mail address shown for such Director on the records of the corporation.

If mailed, such notice shall be deemed to be delivered seven (7) days after deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Notice delivered by electronic mail shall satisfy the requirements of these Bylaws if sent pursuant to a method, service or procedure generally recognized as trustworthy.

Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting.

The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express Purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 7. Quorum.

A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws.

Section 9. Informal Action by Directors.

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject thereof.

Section 10. Vacancies.

Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors upon recommendation of the President. A director selected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 11. Compensation.

Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 12. Attendance by Communications Equipment.

Members of the Board of Directors may participate in and act at any meeting of the Board of Directors through the use of any communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation will constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 13. Unexcused Absences.

A Director is expected to prepare for and attend all meetings of the Board of Directors which includes all conference calls and other means of electronic communications. A Director who is absent from two consecutive meetings of the Board of Directors shall be deemed to have resigned from the Board of Directors, and the position shall be vacant, unless that Director has provided written notice to the Board of Directors of the reason for an absence and, upon consideration of such written notice, the Board of Directors approves the authorized absence. Any such resignation shall be confirmed by a vote of the Board of Directors (but shall not be deemed a removal action requiring special notice or a two-thirds vote of the board.)

Section 14. Removal. A Director may be removed, with or without cause, by the affirmative vote of two-thirds of the members of the Board of Directors, in office, provided written notice of the meeting has been delivered at least 20 days in advance of the Board of Directors meeting to all such members stating that the purpose of the meeting is to vote on the removal of the named Director(s).

ARTICLE VIII COMMITTEES

Section 1 Committees of the Board of Directors.

The Board of Directors, by resolution adopted by a majority of Board of Directors members, may designate one (1) or more committees, each of which will consist of three (3) or more Board of Directors members, and will have a majority of its members be Board of Directors members (except that the Executive Committee and Nominating Committee that shall only have Directors as Members).

Section 2. Executive Committee.

The organization shall have an Executive Committee made up of the officers of the Corporation plus such additional members as the Board of Directors may select at the annual meeting of the Board of Directors. This Committee shall have the right to act for the Board of Directors between meetings of the Board of Directors, except that the Committee may not take any action that is specifically required by statute to be taken only by the Board of Directors, nor may the Committee amend, alter, repeal, or take any action inconsistent with any resolution or action of the Board of Directors. The Executive Committee shall report its actions to the Board of Directors at the next Board meeting.

Section 3. Nominating Committee

At the annual Board of Directors meeting, the Board shall appoint a Nominating Committee of three Board members. It is the responsibility of the Nominating

Committee to select the best candidates for the Directors taking into consideration factors such as geography, employee and independent representatives, age, sex and other such factors. In the process of selecting candidates the Committee will have the candidates reviewed and approved by the Executive Committee.

A minimum of 60 days before the election of Board members, qualified voting members shall be given the opportunity of submitting names of members eligible to serve as elected Directors for the Director slots that will be open for election, provided the names are sent to the Nominating Committee 30 days prior to the election of Directors. Such names of candidates must be supported by the signatures of 10 members in good standing. In addition to the candidates selected by the Nominating Committee, the names of all candidates that satisfy this petition requirement also shall be placed on the ballot.

Thirty days prior to the release of the ballot the Nominating Committee shall submit the candidates to the Executive Director for preparation of the ballot. The ballot will indicate which candidates were placed on the ballot by the Nominating Committee and which candidates came as a result of satisfying the petition requirement.

Time Line For Actions:

- June 30th: First Conference Call for the Nominating Committee
- July 15th: Email blast to NST Membership announcing New Board Positions and inquire within the NST office for further information.
- August: New Candidates are interviewed and selected during the Summer Trade Show Season
- September 1st: NST members will be aware of the New Candidates via email blast from the Board Of Directors. Bios and Objectives of the Positions will be sent.
- September 14th: Ballot will go out to General Membership
- September, 21st: Vote Closes and New Officials will be announced
- October 1, 2012 New Board Members will assume Office

Section 4. Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of Board of Directors members present and voting at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committees need not be Board of Directors members, and the President will appoint the members thereof with the approval of the Board of Directors. Any member thereof may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served by such removal.

Section 5 Term of Office.

Each member of a committee will continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee will be sooner terminated, or unless such member will cease to qualify as a member there of.

Section 6. Chair.

One (1) member of each committee will be appointed Chair by the President of the corporation.

Section 7. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present will be the act of the committee.

Section 9. Rules.

Each committee may adopt rules for its own governance not inconsistent with the Illinois General Not For Profit Corporation Act of 1986, as amended, the articles of incorporation, these Bylaws, or rules duly adopted by the Board of Directors, provided that any such rules will be effective only if they have first been approved by the Board of Directors.

Section 10. Attendance by Communications Equipment.

Members of any committee may participate in and act at any committee meeting through the use of any communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation will constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE IX
CONTRACTS, CHECKS AND DEPOSITS

Section 1. Contracts.

The Board of Directors may authorize any officer or agent of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation will be

signed by such officers, agent or agents of the corporation and in such manner as will from time to time be determined by resolution of the Board of Directors.

Section 3.Deposits.

All funds of the corporation will be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE X BOOKS AND RECORDS

The Executive Director of the corporation will keep correct and complete books and records of account and keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XI FISCAL YEAR

The fiscal year of the corporation shall be from October 1st of each year through September 30th of the following year unless otherwise determined by the Board of Directors.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended, or under the provisions of the articles of incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. In addition, attendance at any meeting will constitute waiver of notice of such meeting except when attendance at the meeting is for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

ARTICLE XIII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of all the

Board of Directors members present at a duly called meeting of the Board of Directors at which a quorum has been achieved, provided that at least fifteen (15) days written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting.

ARTICLE XIV
INDEMNIFICATION

The corporation will indemnify all officers and Board of Directors members of the corporation to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and will be entitled to purchase insurance for such indemnification of officers and Board of Directors members to the full extent as may be determined from time to time by the Board of Directors.

ARTICLE XV
DISSOLUTION

Upon the dissolution of the corporation or the winding up of its affairs, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, all of the remaining assets shall be distributed to a nonprofit organization whose purpose is to benefit individuals in the shoe industry, or otherwise applied for the benefit of individuals in the shoe industry, as determined by the Board of Directors.

(WSTA ByLaws as Amended by the Board of Directors on July 30th,
November 3rd,2006, May 2, 2007, and May 5, 2008)

AMENDMENTS/ADDITIONS

May 2, 2007 —

Article VII, Section 2, Sentence 4 — **Addition**

All current dues paying members who have voting rights are eligible to be elected to the Board.

May 5, 2008 —

Article I, sentence I — **Revised from:**

The name of the corporation will be the World Shoe Travelers Association, hereinafter referred to as "the corporation."

Article VII, Section 2 — **Revised from:**

Section 2. Composition, Tenure, and Eligible

The Board of Directors shall consist of thirteen Directors. Directors shall serve three-year terms, and the terms shall be staggered to provide continuity on the Board. However, the initial Board will have terms of one, two, and three years after which each Director shall serve three-year terms. All current dues paying members who have voting rights are eligible to be elected to the Board. Each Director shall hold office until the next annual meeting of the Board of Directors or until his or her successor has been duly elected and qualified. No individual who has any business arrangement with WSTA (or who has any financial or other interest in any company that has a business arrangement with WSTA) shall be eligible to serve as a Director.

This was done to allow for a situation when a president is elected for a second term and the past-president is not re-elected and must serve another year as past-president.

Revised/ updated September 14, 2012

Revised / updated October 21, 2017