

American Land Title Association Bylaws

(as amended on October 22, 2009)

Article I

Name

The name of this association shall be the American Land Title Association (hereafter Association). Its principal place of business shall be designated by the Board of Governors (hereafter Board).

Article II

Objects and Purposes

The objects and purposes of the Association are these:

- To promote the safe and efficient transfer of ownership of, and interest in, real property within the free enterprise system.
- To provide information and education to its members; to those who regulate, supervise, or enact legislation affecting the land title industry; to consumers; and to affiliated state, district, territorial, provincial, regional, and international associations.
- To maintain liaison with users of the products and services provided by its members and with government.
- To maintain professional standards and ethics.
- To provide assistance to affiliated associations.

Article III

Membership

Sec. 1. Classes of Membership:

There shall be four classes of membership, designated as Active, Associate, Honorary, and Emeritus.

- (a) **Active:** Any sole proprietorship, partnership, corporation, or other business entity that primarily engages in and is legally qualified to engage in the business of land title evidencing or insuring as an abstractor, title insurance agent, or title insurance underwriter, and agrees to be governed by the Bylaws of the Association shall be eligible for Active membership in the Association.
- (b) **Associate:** Associate membership shall be limited to those not qualified for Active membership. Associate membership shall be available to any individual, sole proprietorship, partnership, corporation, or other business entity engaged in providing services related to the land title industry as defined by the Board.
- (c) **Honorary:** The Board, upon nomination from the Nominating Committee, or on its own motion, may award Honorary membership to any person for the performance of distinguished and meritorious service to the Association or to the land title industry.
- (d) **Emeritus:** When an individual holding membership in the Association, an officer or employee of a corporate member, or a member or employee of a partnership or other business entity that is a member shall retire from active participation in the land title industry, then that individual shall be eligible to retain membership in the Association under the classification of Emeritus, provided, however, that the individual is not eligible for Active or Associate membership.

Sec. 2. Affiliated Associations:

- (a) With the approval of the Board, a state, district, territorial, provincial or regional association of abstractors, title insurance agents, or title insurance underwriters (or any combination thereof) or international association of conveyancers or title professionals may affiliate with the Association. (Region, as used here, shall mean two or more states, districts, territories, provinces, or combinations thereof forming a contiguous geographical area.) An application for affiliation shall be accompanied by certified copies of an applicant's constitution, or articles of association or incorporation, and its bylaws.
- (b) An affiliated association shall possess the rights and privileges in the Association provided by the Bylaws and prescribed by the Board.
- (c) An affiliated association may require, for membership in it or in the Association, that a prospective member having a principal place of business in the state, district, territory, province or region represented by it be a member of both associations. Such a requirement, however, shall not affect membership in the Association of any existing member or of any prospective member who, by reason of multiple state, district, provincial, or territorial operation, is eligible to apply for membership in the Association from another state, district, territory, province, region, or country.
- (d) If an affiliated association imposes the requirement in paragraph (c) of this Section, then an applicant for Association membership that does business in the area of the affiliated association but is not covered by the exception to the requirement shall not be qualified for membership in the Association until becoming a member of the affiliated association, unless:
- (1) The applicant certifies to the Association that membership in an affiliated association was denied, or an application was submitted and not acted upon by the affiliated association for at least 180 days, or the applicant was informed by the affiliated association, or one of its officials, of ineligibility for membership.
 - (2) The applicant is otherwise qualified for membership in the Association.

- (3) The Association has notified the affiliated association of the membership application filed by the applicant and has requested a written statement from it regarding its denial of the application or its failure to act on the application, or its reasons why the applicant is not eligible for membership in the affiliated association.
- (4) The Board, by an affirmative two-thirds vote of the whole Board, approves the membership application after full consideration of all information furnished by the affiliated association, or, if no information is received by the Association within 90 days following its request, approves the application by such two-thirds vote after the expiration of the 90-day period.
- (e) The affiliation of any state, district, territorial, provincial, regional, or international association may be terminated by the Board for cause sufficient to the Board.

Sec. 3. Representation and Voting:

Only Active members shall vote. Each Active member shall have one vote. The vote of a firm, partnership, or corporate member may be cast by a member of the firm or partnership or by an officer of the corporation. No vote may be cast by proxy. Associate, Honorary, and Emeritus members, and delegates of affiliated associations may attend any meeting of the Association or its Sections, except executive sessions, and may participate in the deliberations and discussions but may not vote. Except as provided by Article VII, Section 5, these members shall not be eligible for elective office or for committee appointments.

Sec. 4. Resignation from Membership:

A member not in default of dues may file a resignation in writing with the Association, and it shall become effective as of the date of filing when accepted by the Board.

Resignation from membership in an affiliated association by a member whose membership requires concurrent membership in an affiliated association shall be tantamount to resignation from the Association, and when accepted by the Board, the effective date of the resignation shall be the date of receipt of the resignation notice from the affiliated association.

Sec. 5. Members' Interest in Association Property:

No member, by virtue of membership, shall have any right, title, or interest, either legal or equitable, in or to the property of the Association. In the event of dissolution, any assets of the Association remaining after payment of its obligations shall be distributed to one or more regularly organized charitable, educational, scientific, or philanthropic organizations selected by the Board.

Article IV **Meetings**

Sec. 1. Annual Convention:

The Association shall hold an Annual Convention at a time and place fixed by the Board. Members shall be given six months prior notification of the time and place of an Annual Convention. The Association may hold such additional general membership meetings each year as the Board shall deem necessary after 30 days notice to the membership.

Sec. 2. Executive Session:

At each Annual Convention there shall be an executive session. An executive session may be held at a designated general membership meeting called by the Board. Attendance at executive sessions shall be restricted to Active members of the Association or their personnel.

Sec. 3. Section Meetings:

Each Section of the Association shall meet at the Annual Convention and may meet at a designated general membership meeting called by the Board, but only during times assigned or times that will not conflict with the convention program.

Sec. 4. Meetings With Affiliated Associations:

The officers of the Association may meet jointly with officers or delegates of affiliated associations at mutually agreed upon times or at the call of the President.

Sec. 5. Meetings of the Board of Governors:

- (a) **Regular Meetings:** Regular meetings of the Board shall be held during the Annual Conventions at the time and place designated by the President.
- (b) **Special Meetings:**
 - (1) Special meetings of the Board held during an Annual Convention, or immediately thereafter at the same location, may be called by the President by notice to all members of the Board present at the Convention, stating the time, place, and purpose of the meeting.
 - (2) Special meetings of the Board, not held during or immediately following an Annual Convention, may be called by the President, or by not less than three Governors, with at least a five-day notification stating the time, place, and purpose of the meeting.
- (c) **Meetings by Mail or Telephone:** When a matter arises between regular meetings of the Board that requires action by the Board, the Board may meet by mail, including facsimile or electronic mail, or by telephone. If the meeting is to be by telephone, each member of the Board shall be notified in advance of the time and subject matter.

- (d) **Emergency Meetings:** When a matter arises between regular meetings of the Board that, in the opinion of the President, requires prompt action, after an attempt is made to convene a meeting of the full Board by mail or telephone as provided in Paragraph (c) of this Section and a quorum cannot be obtained, the President may call a meeting of the President, President-Elect, Chair of the Title Insurance Underwriters Section and Chair of the Abstracters and Title Insurance Agents Section. No prior notification is required. Meetings may be held by telephone or in person.

Article V

Dues

Sec. 1. Payment and Amount

Each member shall pay dues on or before January 31st of each year in accordance with a schedule fixed by the Board. Retired Honorary members shall pay no dues, and they and their spouses shall pay 50 percent of the registration fees at any Association convention.

Sec. 2. Default in Payment of Dues:

A member in default of dues shall be notified in writing that the default will be reported to the Board and that member benefits have been suspended. If a report is made, the Board may, without further notice, strike the member from the roll for nonpayment of dues; provided, however, that the Board in its discretion, by a majority vote of the whole Board, may reinstate the member upon payment of its current year's dues.

The Board shall also terminate the membership of a member who belongs to an affiliated association that requires concurrent membership with the Association, following the filing with the Association of a notice from the secretary of the affiliated association that the member has been dropped from its membership for nonpayment of dues (following dues notice of delinquency) provided, however, that if a membership is so terminated, then the Board in its discretion, by a majority vote of the whole Board, may reinstate the member upon notification by the affiliated association's secretary that the member has been reinstated.

Article VI

Sections

Sec. 1. Sections and Membership Therein:

The following Sections of the Association are hereby established:

- (a) Title Insurance Underwriters Section, which shall include all Active members that are title insurers and do not elect membership in the Abstracters and Title Insurance Agents Section in accordance with Paragraph (b) of this Section.
- (b) Abstracters and Title Insurance Agents Section, which shall include all Active members that are abstracters or title insurance agents and are not title insurers. A title insurance underwriter regularly acting as an abstracter or a title insurance agent may elect to be a member of this Section rather than the Title Insurance Underwriters Section.

Sec. 2. Section Powers and Voting:

Each Section may adopt bylaws and conduct activities that are not inconsistent or in conflict with the Bylaws of the Association. Voting on Section matters shall be limited to members of the Section.

Sec. 3. Section Administration:

- (a) Administration of each Section shall be vested in an executive committee composed of a chair, vice chair, secretary, and seven other members, each of whom shall be an Active member from that Section or a member or employee of a partnership or other business entity or an officer or employee of a corporation that is an Active member from that Section.
- (b) Membership on the Abstracters and Title Insurance Agents Section executive committee is limited to individuals acting as an abstracter or title insurance agent, or principals or employees of an abstracter or title insurance agent which is not majority-owned by a title insurance writer. For purposes of this section, a title insurance agent is defined as a business entity which is party to an agency agreement with a title insurance underwriter or affiliate.
 - (1) A principal or employee of a title insurance agent serving as a member of the Section executive committee when a title insurance underwriter obtains more than a fifty percent (50%) ownership interest in the title insurance agent will not be eligible to complete the term of office unless the change in ownership occurs in the third year of the term. If the change in ownership occurs during the first or second year of the individual's term of office, the member may complete the current year of the term.
 - (2) A principal or employee of a title insurance agent serving as President-Elect when a title insurance underwriter obtains more than a fifty percent (50%) ownership interest in the title insurance agent may complete the term as President-Elect, succeed to the office of President as provided in Article VII, Section 1(a), and serve as Past President, provided the individual continues to be active in land title evidencing or insuring.

Sec. 4. Nomination and Election of the Executive Committee of a Section:

Each Section shall have a nominating committee as described in Article VII, Section 3(e)(1), and elect members of its executive committee in the manner prescribed in Article VIII, Section 17(a).

Sec. 5. Terms of Office:

- (a) The chair of each Section shall serve a term of one year but may be renominated for an additional one-year term.
- (b) The nine other members of the executive committee shall serve staggered three-year terms. Initially, three members shall serve terms of one year, three members shall serve terms of two years, and three members shall serve terms of three years in order to establish the three-year staggered terms.

Article VII

Election or Appointment of Officers, Board of Governors, and Committees

Sec. 1. Officers:

The officers of the Association shall consist of President, President-Elect, Treasurer, Chair of the Finance Committee, Chair of the Abstracters and Title Insurance Agents Section, Chair of the Title Insurance Underwriters Section, Chief Executive Officer, Secretary, and other officers that the Board shall deem necessary.

(a) Election, Appointment, and Qualifications of Officers:

- (1) The President, President-Elect, Treasurer, and Chair of the Finance Committee shall be Active members of the Association or members or employees of a partnership or other business entity or officers or employees of a corporation that is an Active member of the Association.
- (2) The President-Elect, Treasurer, and Chair of the Finance Committee shall be elected in accordance with Article IX, Section 2 for a one-year term commencing with the adjournment of the Convention, or, if there is no Annual Convention or the Annual Convention is terminated other than by adjournment, upon their election, and continuing until a successor is elected and assumes office. The Treasurer and the Chair of the Finance Committee shall not serve more than three consecutive terms. The President-Elect shall automatically succeed to the office of President and shall serve as President for a one-year term commencing with the adjournment of the Annual Convention or, if there is no Annual Convention or the Annual Convention is terminated other than by adjournment, with the election of officers of the Association, and continuing until the adjournment of the next Annual Convention or, if there is no Annual Convention or the Annual Convention is terminated other than by adjournment, until a successor is elected and assumes office.
- (3) The Chair of the Abstracters and Title Insurance Agents Section and the Chair of the Title Insurance Underwriters Section shall be elected in accordance with the provisions of Article VIII, Section 17(a), of these Bylaws.
- (4) The Chief Executive Officer, Secretary, and other officers that the Board shall deem necessary shall be appointed annually by the Board.

(b) Vacancies:

- (1) If the office of President shall become vacant, the President-Elect shall become President of the Association for the unexpired term, but this shall not prevent the President-Elect from becoming President of the Association in accordance with Article VII, Section 1(a)(2). In the event the office of President-Elect shall become vacant for a reason other than the President-Elect having assumed the unexpired term of the President, a President-Elect shall be elected in accordance with Article IX, Section 2 for a one-year term, commencing with the adjournment of the Convention or, if there is no Annual Convention or the Annual Convention is terminated other than by adjournment, such election of officers of the Association, and ending with the adjournment of the following Annual Convention or, if there is no Annual Convention or the Annual Convention is terminated other than by adjournment, until a successor is elected and assumes office.
- (2) If the office of President shall become vacant when the office of President-Elect is also vacant, the Board shall appoint a President for the remainder of the unexpired term.
- (3) If the office of President-Elect shall become vacant, the Nominating Committee of the Association shall submit to the Board a candidate to fill the unexpired term of the office. If the Board accepts the nominee by a majority vote, the nominee shall serve as President-Elect for the remainder of the unexpired term. The nominee shall automatically succeed to the office of President. If the Board rejects a nominee, the Nominating Committee shall submit another nominee to the Board until the Board accepts a nominee. If the accepted nominee is a Chair of a Section, the vacated Chair shall be filled upon recommendation of the section nominating committee, approved by a majority vote of the section executive committee.
- (4) If the office of Treasurer, Chair of the Finance Committee, Chief Executive Officer, Secretary, or an office created by the Board shall become vacant or a vacancy shall occur in the membership of the Board, the Board shall appoint a successor to serve for the remainder of the unexpired term.
- (5) If the office of Chair of the Abstracters and Title Insurance Agents Section or the office of Chair of the Title Insurance Underwriters Section shall become vacant, the executive committee of the Section shall appoint a successor to serve for the remainder of the unexpired term.

Sec. 2. Board of Governors:

The Board shall consist of eleven members: the President, President-Elect, Treasurer, Chair of the Finance Committee, Immediate Past President, Chair of each Section, and two members from each Section executive committee.

Sec. 3. Standing Committees:

The Standing Committees of the Association are Association Audit, Bylaws, Education, Finance, Government Affairs, Improvement of Land Title Records, Indian Land Claims, Internal Auditing, International Development, Technology, Liaison with the American Congress on Surveying and Mapping, Liaison with the Commission on Uniform Laws, Liaison with the National Association of Insurance Commissioners, Membership and Organization, Nominating, Planning, Public Relations, Research, State Legislative and Regulatory Action, Title Insurance Accounting, Title Insurance Forms, and Title Counsel.

Except as specifically provided below, the President shall appoint and determine the composition and number of members of Standing Committees. The term of membership shall end with the adjournment of the Annual Convention following the member's appointment, or if there is no Annual Convention or the Annual Convention is terminated other than by adjournment, with the election of officers of the Association but members of the Standing Committees whose terms have expired shall continue to serve until the membership of the committee has been appointed.

- (a) The ASSOCIATION AUDIT COMMITTEE shall be composed of the President, Treasurer and Chairman of the Finance Committee who shall serve as the Chair.
- (b) The FINANCE COMMITTEE shall be composed of a Chair, elected as provided in Section 1 of this Article, the President, President-Elect, and Treasurer.
- (c) The GOVERNMENT AFFAIRS COMMITTEE shall be composed of the President, the President-Elect, a chair, and other members. The Steering Committee of the Government Affairs Committee shall consist of the President, President-Elect, and Chair.
- (d) The LIAISON COMMITTEE WITH THE NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS shall be composed of a chair and members from each Section.
- (e) The NOMINATING COMMITTEES shall consist of a nominating committee of each Section and the Nominating Committee of the Association.
 - (1) The Nominating Committee of the Section of the Immediate Past President shall be composed of four members, being the President-Elect of the Association and the three most recent Past Presidents who are active in land title evidencing or insuring. The other Section nominating committee shall be composed of three members, being the President of the Association and the two most recent Past Presidents who are active in land title evidencing or insuring. The Past President with the longest tenure on the Committee will serve as chair. If the requisite number of Past Presidents are not available from a Section, the Section Chair shall fill the vacancy or vacancies from the Section membership. If no Past President is available, the Section Chair shall appoint a chair from the Section membership.
 - (2) The Nominating Committee of the Association shall be composed of the two Sections' nominating committees. The chair of the Nominating Committee of the Section of the Immediate Past President shall serve as chair. If no Past President is available, the President shall appoint an Active member or one of the personnel of an Active member as chair.
- (f) The PLANNING COMMITTEE shall be composed of the President-Elect, Immediate Past President, Chair of each Section, and Chair of the Finance Committee. The President-Elect shall serve as chair of the committee.
- (g) The TITLE INSURANCE ACCOUNTING COMMITTEE shall be composed of a chair and eleven other members. Every effort shall be made to assure proportionality in both geographic and organizational representation. A member, whose term has expired, may be reappointed. One of the members shall be appointed chair for a term of one year and may be reappointed as chair.
- (h) The TITLE INSURANCE FORMS COMMITTEE shall be composed of a chair and eleven other members. Every effort shall be made to assure proportionality in both geographic and organizational representation. A member, whose term has expired, may be reappointed. One of the members shall be appointed chair for a term of one year and may be reappointed as chair.

Sec. 4. Other Committees:

- (a) The Board is authorized and empowered (1) to create committees, not provided for or specified in these Bylaws, that it deems necessary to carry out the orderly functions of the Association in accordance with its purposes and objectives, (2) to designate whether such a committee shall be a Standing Committee or a Special Committee, (3) to change its designation from Special to Standing or from Standing to Special, (4) to specify its functions and powers, (5) to determine and change the number of its members and their terms, and (6) to abolish the committee or terminate a member's term.

Unless otherwise provided in a resolution creating or designating a Standing Committee, the term of membership on such Standing Committees created or designated by the Board shall end with the adjournment of the Annual Convention following the member's appointment or, if there is no Annual Convention or the Annual Convention is terminated other than by adjournment, with the election of officers of the Association, but members of such Standing Committees whose terms have expired shall continue to serve until the membership of the committee has been appointed.

Unless otherwise provided in a resolution creating or designating a Special Committee, the term of membership on Special Committees created or designated by the Board shall end with the adjournment of the Annual Convention or, if there is no Annual Convention or the Annual Convention is terminated other than by adjournment, either on the date of the termination of the Annual Convention if there is an Annual Convention, or one year after the effective date of the member's appointment, if there is no Annual Convention.

(b) The President is authorized and empowered (1) to create Special Committees, not provided or specified in these Bylaws or created or designated by the Board, deemed by the President necessary to carry out the orderly functions of the Association in accordance with its purposes and objectives, (2) to specify the functions and powers of such a committee, (3) to determine and change the number of its members, and (4) to abolish the committee or terminate a member's term. The term of membership on Special Committees created by the President shall end with the adjournment of the Annual Convention or, if there is no Annual Convention or the Annual Convention is terminated other than by adjournment, either on the date of the termination of the Annual Convention if there is an Annual Convention, or one year after the effective date of the member's appointment if there is no Annual Convention.

Sec. 5. Appointment of Committee Members:

The President, before the end of the calendar year in which elected, shall fill expired terms and vacancies, if any, in all Standing and Special Committees. Each committee shall consist of a chair and the number and composition of members prescribed by the Bylaws or the resolution creating, or designating a committee, or, if not prescribed by the Bylaws or the resolution, the number and composition of members the President shall deem advisable. Except as otherwise provided in these Bylaws, the President shall fill vacancies occurring in a committee. Committee appointments, other than to the State Legislative and Regulatory Action Committees, shall be limited to Active members or their personnel, or staff members of affiliated associations, except that the President may appoint Associate members to any Committee where, in the opinion of the President, the special expertise of such members will be useful in the discharge of that committee's responsibilities.

Sec. 6. Committee Reporting:

All committees of the Association shall report either to the appropriate Section or to the Board.

Article VIII

Duties of the Board of Governors, Officers, and Committees

Sec. 1. The BOARD shall be responsible for the welfare of the Association and shall have authority to perform all acts or duties necessary for the benefit of the Association. It shall transact business between conventions and perform other duties assigned to it at a convention. No member of the Board shall be represented by proxy at any of its meetings. A majority of the Board shall constitute a quorum.

Any matter requiring Board action may be considered at a meeting as described in Article IV, Section 5(d), and those described therein shall have full authority to act for the Board. At such a meeting a quorum shall be three. An affirmative vote of three shall be necessary to move any action. No member of the body shall be represented by proxy at any such meeting.

Sec. 2. The PRESIDENT shall be a member ex officio of all committees, including the executive committee of each Section and, except as otherwise herein provided, shall appoint all committees, fill all vacancies, and preside at all meetings of the Association.

Sec. 3. The PRESIDENT-ELECT shall perform the duties of the President in the event of the President's absence or inability to act.

Sec. 4. The CHIEF EXECUTIVE OFFICER shall be the chief administrative officer of the Association, hold office at the pleasure of the Board, be a full-time employee of the Association, receive a salary determined by the Board, and perform the duties prescribed by the Board.

Sec. 5. The SECRETARY shall hold office at the pleasure of the Board, attest to the authenticity of all official documents of the Association, execute the minutes of the Board, and perform the duties prescribed by the Chief Executive Officer or the Board. The Chief Executive Officer may hold this office.

Sec. 6. The CHAIRS of the TITLE INSURANCE UNDERWRITERS and ABSTRACTERS AND TITLE INSURANCE AGENTS SECTIONS shall be the chief executive officers of their Sections and shall preside at all meetings of their Sections.

Sec. 7. The CHAIR of the FINANCE COMMITTEE shall supervise the preparation of the annual budget and shall report for the Finance Committee on the finances of the Association and the retirement plan provided for its staff.

Sec. 8. The TREASURER shall duly account for all moneys of the Association and, subject to the control of the Board, shall perform all other financial duties necessary for properly conducting the business of the Association.

Sec. 9. The ASSOCIATION AUDIT COMMITTEE shall recommend to the Board of Governors the nature and frequency of internal and external reports of audits of the financial affairs of the Association. It shall review the reports of such audits, determine what is being done to assure reliable financial statements, evaluate audit performance and report thereon to the Board with such recommendations as are appropriate.

Sec. 10. The BYLAWS COMMITTEE shall consider all proposals to amend, and may on its own propose, amendments to the Bylaws of the Association.

Sec. 11. The FINANCE COMMITTEE shall have general supervision of the finances of the Association and the retirement plan provided for its staff. It shall present to the Board, and to the members at the executive session at the Annual Convention, a budget of estimated income and proposed expenditures for the succeeding calendar year.

Sec. 12. The GOVERNMENT AFFAIRS COMMITTEE shall recommend to the Board positions and actions the Association should take with regard to all federal and state government action affecting the land title industry; coordinate and participate in appropriate action to implement Association policy authorized by the Board; carry out an educational program to improve the understanding of federal and state legislators, regulators, and public agencies regarding the land title industry; and be responsible for developing programs and activities to improve title industry rapport with federal and state legislators and agencies. The Steering Committee of the Government Affairs Committee shall determine the Association's course of action when an immediate decision must be reached by the Association on a federal or state government relations matter.

Sec. 13. The IMPROVEMENT OF LAND TITLE RECORDS COMMITTEE shall monitor the activities of the Institute for Land Information and review significant legislative, administrative, and technological developments concerning land records.

Sec. 14. The INTERNAL AUDITING COMMITTEE shall develop and maintain a manual of office procedures to assist all Association members in assuring orderly financial activities, and it shall monitor the American Institute of Certified Public Accountants and report on any recommended changes in internal auditing practices and procedures related to the business interests of the Association members.

Sec. 15. The LIAISON COMMITTEE WITH THE NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS shall work and cooperate with the National Association of Insurance Commissioners, or its appropriate committee or committees, in order to further a more complete understanding of the business of title insurance, to promote sound legislation and regulation, to prevent unsound legislation and regulation, and to accomplish other desirable, lawful objectives, with the understanding that any undertaking or agreement on behalf of the Association shall be subject to ratification by the Board.

Sec. 16. The MEMBERSHIP AND ORGANIZATION COMMITTEE shall endeavor to increase membership in or affiliation with the Association and to encourage and, when requested, assist with the organization of state, district, territorial, provincial and regional title associations.

Sec. 17. The NOMINATING COMMITTEES shall be organized and perform the following functions:

(a) The nominating committee of each Section shall:

- (1) select candidates at least 60 days prior to the Annual Convention to fill the expiring term for the office of chair, and the expiring terms or vacancies for the offices of vice chair, secretary, and the seven other members of the executive committee.
- (2) designate from the Section's executive committee, excluding the Chair, two members to serve on the Board.
- (3) distribute its report to the membership of the Section at least 30 days prior to the Annual Convention.
- (4) present its report as one of the first orders of business on the first day of the Section meeting.

(b) The Nominating Committee of the Association shall:

- (1) select candidates at least 60 days prior to the Annual Convention to fill expiring terms for the offices of President-Elect, Treasurer, and Chair of the Finance Committee
- (2) select a candidate for the office of President if the office of President-Elect has become vacant as described in Article VII, Section 1(b)(1)
- (3) be responsible for nominations for Honorary membership
- (4) distribute its report to Active members at least 30 days prior to the Annual Convention
- (5) present its report at an executive session on the last day of the Convention.

Sec. 18. The PLANNING COMMITTEE shall study ways and means for improving the operations and methods of the Association and for furthering a closer relationship with the membership. Its recommendations shall be submitted by the Chair to the Board.

Sec. 19. The PUBLIC RELATIONS COMMITTEE shall develop and execute a program to promote national public understanding and acceptance of the land title industry and its services and shall advise the Association on issues that influence public opinion.

Sec. 20. The RESEARCH COMMITTEE shall assist the Association officers and staff in performing economic analysis of matters that might affect the land title industry. It shall also collect, compile, and report title industry financial information to the Association membership, members of Congress, state insurance departments, and the general public on a quarterly and annual basis as directed by the Board or the President.

Sec. 21. The STATE LEGISLATIVE AND REGULATORY ACTION COMMITTEE shall investigate and report on state legislation and regulation relating to the interests of the land title industry.

Sec. 22. The TITLE INSURANCE ACCOUNTING COMMITTEE shall review all accounting practices and procedures of Association members, recommend methods and forms for accounting, confer with supervisory authorities to determine practices such authorities consider beneficial for the public interest, and develop uniform accounting practices and procedures. The Committee shall report as the occasion requires. All recommendations of the Committee shall require action by majority vote of the Board after providing 30 days' notice to the membership in order to qualify as standard practices or forms. All reports of the Committee shall be advisory in nature, and no member shall be required to follow its recommendations, use recommended practices or forms, or follow recommended procedures.

Sec. 23. The TITLE INSURANCE FORMS COMMITTEE shall review the title insurance forms approved at Conventions, recommend new forms or revisions of existing forms to keep title insurance coverage responsive to the needs of insureds and the title insurance industry and consistent with requirements of supervisory authorities, and confer with counsel or other representatives of insured and with supervisory authorities of member insurers to implement these foregoing objectives. The Committee shall report as the occasion requires. All recommendations of the Committee shall require action by majority vote of the Board after providing 30 days' notice to the membership in order to qualify as approved forms. Association approval of forms shall be withdrawn in the same manner or by the Board. All reports of the Committee shall be advisory in nature, and no member shall be required to use approved forms. Neither the Committee nor any subcommittee shall render written interpretations of the forms to members of the Association, policy holders, or prospective purchasers of title insurance.

Sec. 24. The TITLE COUNSEL COMMITTEE shall promote the exchange of information within the Association about current developments in the law affecting the land title industry generally.

Sec. 25. The BOARD, OFFICERS, AND COMMITTEES (discussed in Sections 1 through 24 of this Article) shall perform additional duties directed by the Active members at a Convention. The officers and committees shall also perform additional duties as directed by the Board or President.

Article IX

Nominations and Elections

Sec. 1. Nominations for Section executive committee positions shall be made pursuant to Article VIII, Section 17(a). Other nominations may be made. They must be in writing and signed by at least four members of the Section, no two of whom shall be from the same state, territory, or district, province, or from the same corporate member or affiliated group of corporate members, and they must be received by the Chief Executive Officer 15 days prior to the Annual Convention at which the nominations are to be considered.

Elections shall be held at the last scheduled session of the Section meetings listed in the Annual Convention program. If for any reason such session is not convened, a ballot shall be distributed by mail to all Active members within 30 days of the date upon which such executive session was scheduled, or if no such executive session was scheduled no later than December 1. All ballots returned to Association headquarters within 21 days after they are mailed shall be counted and those candidates receiving a majority of votes on such ballots shall be elected.

Sec. 2. Nominations for Association officers shall be made pursuant to Article VIII, Section 17(b). Other nominations may be made. They must be in writing and signed by at least seven Active members, no two of whom shall be from the same state, district, territory, province, or, directly or through agents, from the same corporate member or affiliated group of corporate members, and received by the Chief Executive Officer 15 days prior to the Annual Convention at which the nominations are to be considered.

The election of officers shall be held at the executive session on the last day of the Annual Convention. If for any reason such executive session is not convened, a ballot shall be distributed by mail to all Active members within 30 days of the date upon which such executive session was scheduled, or if no such executive session was scheduled no later than December 1. All ballots returned to Association headquarters within 21 days after they are mailed shall be counted and those candidates receiving a majority of votes on such ballots shall be elected.

Article X

Parliamentary Authority

The rules contained in the current editions of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Article XI

Indemnification

The Association shall indemnify a present or former officer, Board member, committee member, trustee or employee of the Association or any appointed person who served as an officer, director, trustee, or employee of a corporation or other entity that the Association controls (hereafter indemnitee). Each indemnitee shall be entitled to indemnity from the Association against any judgments and expenses, including attorney fees, actually and necessarily incurred in connection with an action, suit, proceeding, or appeal, whether civil or criminal in nature, in which the indemnitee is made a party by reason of being or having been an officer, Board member, committee member, director, trustee, or employee, except in relation to matters in which the indemnitee shall be adjudged in the action, suit, or proceeding liable for gross negligence or willful misconduct in the performance of duty or to have breached a duty to the Association under the applicable laws of the District of Columbia.

The Association may also reimburse an indemnitee for reasonable amounts paid in settlement and reasonable expenses, including attorney fees, of an action, suit, or proceeding, if it shall be found by a majority of the Board that it was in the interest of the Association that the settlement be made and that the indemnitee was not guilty of gross negligence or willful misconduct in the performance of duty or of breaching a duty to the Association under the applicable laws of the District of Columbia.

These rights of indemnification and reimbursement shall not be deemed exclusive of any other rights that an indemnitee may be entitled to by law or under any Bylaw, agreement, or vote of the members of the Association.

The foregoing right of indemnification shall inure to the heirs, executors, or administrators of the indemnitee, and shall not be construed to enlarge the rights of indemnification provided under the applicable laws of the District of Columbia.

Article XII

Amendment of Bylaws

The Bylaws may be amended in whole or in part as follows:

Sec. 1.

- (a) A proposal to amend the Bylaws or the Code of Ethics, accurately setting forth the substance of the amendment but not necessarily the specific text, shall be submitted in writing by either the Bylaws Committee or any five Active members of the Association to the Board (addressed in care of the Chief Executive Officer) at least 90 days prior to the meeting of the Board at which the matter is to be considered.
- (b) Notice of proposed amendments, setting forth the text, shall, after submission to the Board, (1) be sent to each Active member at least 60 days prior to the Board meeting and (2) advise the member of (i) the date, time, and place the amendments will be considered by the Board, (ii) the opportunity to appear at meeting either in favor of or opposition to an amendment, and (iii) the obligation, at least 30 days prior to the Board meeting, to advise the Chief Executive Officer of an intention to appear at the meeting and to provide that officer with a brief position statement on the amendment.
- (c) The Chief Executive Officer shall circulate to the Board, at least ten days prior to the meeting at which the matter will be considered, any requests by members to appear before it and copies of the members' position statements.
- (d) At the date, time, and place specified, those members who have given notice in accordance with this section will be heard by the Board.
- (e) Adoption of amendments under this section requires an affirmative vote of two-thirds of the Board present.

Sec. 2. When deemed necessary by a majority of the Board, amendments to the Bylaws and the Code of Ethics may be submitted to the membership. The Board shall direct that the membership be notified of the amendments and polled. Members must be given at least 60 days to respond. Amendments shall be considered adopted if no more than a one-third negative vote of all Active members is received.

Sec. 3. In cases of emergency, the Bylaws may be amended by an affirmative vote of three-quarters of the whole Board without prior membership notification or participation, and all active members shall be notified of such action within 30 days.

Sec. 4. Except as provided in Section 3, all Active members shall be notified of an amendment within a reasonable time after adoption.