

# American Land Title Association (ALTA)

## Association Bylaws



**ALTA**  
American Land Title Association

## Article I – Name

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

## Article II – Objects and Purpose

The objects and purposes of the Association are:

- 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; and to consumers.
- 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 information and education and maintain liaison with related industry associations.
- To perform any other functions that may be incidental to fulfilling the objects and purposes set forth above.

## Article III – Membership

### *Section 1: Classes of Membership*

There are four (4) classes of membership, designated as Active, Associate, Honorary, and Emeritus.

- a) Active: Any sole proprietorship, partnership, limited liability company, corporation, or other business entity (hereinafter “Business Entity” or “Business Entities”) primarily engaged in and legally qualified to engage in the business of land title evidencing or insuring as an abstracter, title insurance agent, or title insurance underwriter, and agreeing to be governed by the Bylaws and policies of the Association, is eligible for Active membership in the Association.
- b) Associate: Associate membership is limited to those not qualified for Active membership. Associate membership is available to any individual or Business Entity engaged in providing services related to the land title industry.
- 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 or an officer, partner, or employee of a member retires from active participation in the land title industry, then that individual is 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.

### *Section 2: Representation and Voting*

- a) Only Active members may vote on motions or actions before the Association or its Sections. Each Active member has one vote. The vote of a Business Entity may only be cast by one (1) authorized representative. No vote may be cast by proxy.
- b) Associate, Honorary, and Emeritus members, and delegates of state and regional land title 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.

- c) Except as provided by Article VIII, Section 4, only Active members are eligible for elective office.

### ***Section 3: Resignation or Removal from Membership***

A member may resign from membership at any time. Resignation must be communicated directly to the Association in writing and will be effective either immediately or on a later date designated by the member in writing. A resigning member remains liable for payment of any outstanding annual membership dues owed prior to the date of the member's resignation.

The Board may suspend or expel a member by the affirmative vote of two-thirds (2/3) of the members of the Board then in office, if such member does not comply with the Association's Articles of Incorporation, Bylaws, or policies, or if it is determined that the conduct, act, or omission of such member violates the purpose, mission, or values of the Association or is otherwise prejudicial to the welfare or reputation of the Association.

## **Article IV – Meetings**

### ***Section 1: Annual Meeting of the Members***

The Association shall hold an Annual Meeting at a time and place fixed by the Board. Members will be given six (6) months' prior notification of the time and place of an Annual Meeting. The Association may hold additional general membership meetings each year as the Board may deem necessary upon thirty (30) days' notice to the membership.

### ***Section 2: Special Meetings***

A special meeting of the members may be called by the President, at least three (3) Board members, or twenty-five percent (25%) of the members holding voting rights. Special meetings of the members, if any, must be preceded by at least one (1) day's notice to all voting members of the date, time, location, and purpose(s) of the meeting. Notice may be provided in writing, orally, or by any other method permissible by law. Only business within the purposes outlined in the notice may be conducted at a special meeting of the members.

### ***Section 3: Quorum and Voting***

Unless a greater proportion is required by law, the members present shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum is deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the members present at a meeting at which a quorum is present is the act of the members. Proxies are not permitted for any member action.

### ***Section 4: Meetings by Remote Communications***

The Board may elect to hold any meeting of the membership by means of the internet, telephone conference, or other electronic communications technology, by means of which all members participating in the meeting can communicate with one another. Such participation constitutes presence in person at the meeting.

## ***Section 5: Executive Session***

At each Annual Meeting there may be an executive session. Executive sessions, other than at the Annual Meeting, may be called by the Board and occur at a time and place established by the Board. Attendance at executive sessions is restricted to Active members or their personnel.

## ***Section 6: Section Meetings***

Each Section of the Association shall meet in conjunction with the Annual Meeting and may meet at other times during the year.

## ***Section 7: Meetings with State and Regional Land Title Associations***

The Officers of the Association may meet jointly with officers or delegates of state and regional land title associations at mutually agreed upon times or at the call of the President.

## ***Section 8: Meetings of the Board***

- a) Regular Meetings: Regular Meetings of the Board must be held during the Annual Meeting at a time and place designated by the President. Additional Regular Meetings may be held during the year at a date and time designated by the President.
- b) Special Meetings: Special Meetings of the Board may be called by the President, or by not less than three (3) Board members, with at least a five (5) days' notice stating the date, time, and purpose of the meeting.
- c) Meetings by Remote Communications. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Board members may participate in a meeting of the Board means of the internet, telephone conference, or other electronic communications technology, by means of which all members participating in the meeting can communicate with one another. Such remote participation constitutes presence in person at the meeting.
- d) Quorum: Unless a greater proportion is required by law, a majority of the Board members then in office constitutes a quorum for the transaction of business. If a quorum is present at the beginning of a meeting, a quorum will be deemed present throughout the meeting. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Board members present at a meeting at which a quorum is present is the act of the Board.
- e) Action Without a Meeting: Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all of the Board members consent in writing through electronic mail, fax, or mail authorizing the action ("unanimous written consent"). The resolutions and the written consents thereto by the Board members must be filed with the minutes of proceedings of the Board. A unanimous written consent has the effect of action taken at a meeting of the Board and may be described as such.
- f) Emergency Powers: In the event a quorum of the Board cannot readily be assembled due to a catastrophic event, the Association is authorized to exercise emergency powers as permitted by law.
- g) No member of the Board may be represented by proxy at any meeting.

## Article V – Dues

### *Section 1: Payment and Amount*

Each member shall pay annual dues in accordance with a schedule fixed by the Board. Retired Honorary members pay no dues.

### *Section 2: Default in Payment of Dues*

The Association shall notify a member in default of payment of its dues that member benefits have been suspended, including service on Standing Committees and Engagement Groups. A member may be reinstated upon payment of its current year's dues.

## Article VI – Membership Sections

### *Section 1: Membership Sections*

The following Sections of the Association are hereby established:

- a) Title Insurance Underwriters Section includes all Active members that are title insurers.
- b) Abstracters and Title Insurance Agents Section includes all Active members that are abstracters or title insurance agents. An affiliate of a title insurance underwriter that conducts business as an abstracter or a title insurance agent may be a member of this Section under a separate membership from its affiliated underwriter.

### *Section 2: Section Powers and Voting*

Each Section may adopt bylaws and conduct activities that are consistent with the Bylaws of the Association. Voting on Section matters will be conducted in the manner set forth in Article III Section 2.

### *Section 3: Section Administration*

- a) Administration of each Section is vested in an Executive Committee composed of a Chair, Vice Chair, Secretary, and seven (7) other members, each of whom must be an Active member from that Section or a principal or employee of an Active member from that Section.
- b) Effective November 1, 2027, no two (2) members of a Section Executive Committee may represent the same member company, or companies owned or controlled by the same holding company, at the same time. If a Section Executive Committee member changes their place of employment or there is a change in company ownership during a member's term on the Section Executive Committee which results in a violation of this provision, the affected members will be permitted to complete the current year of their term.
- c) 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 underwriter, or, if majority-owned by a title insurance underwriter, has opted to maintain a separate membership in the Abstracters and Title Insurance Agents Section as described in

Article VI, Section 1(b). 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.

- i. 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.
- ii. 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 2(a), and serve as Past President, provided the individual continues to be active in land title evidencing or insuring.

### ***Section 4: Nomination and Election of the Executive Committee of a Section***

Each Section shall have a Nominating Committee as described in Article VIII, Section 2(e)(i), and shall elect members of its Executive Committee in the manner prescribed in Article IX, Section 11(a).

### ***Section 5: Terms of Office***

- a) The Chair of each Section serves a term of one (1) year but may be renominated for an additional one (1) year term.
- b) The nine (9) other members of the Executive Committee serve staggered three (3) year terms. Three (3) members serve terms of one (1) year, three (3) members serve terms of two (2) years, and three (3) members serve terms of three (3) years.

## **Article VII – Election or Appointment of Board of Governors and Officers**

### ***Section 1: Board of Governors***

The Board consists of eleven (11) members: the President, President-Elect, Treasurer, Chair of the Finance Committee, Immediate Past President, Chair of each Section, and two (2) members from each Section Executive Committee.

Effective November 1, 2027, no two (2) members of the Board may represent the same company, or companies owned or controlled by the same holding company, at the same time. If a member of the Board changes their place of employment or there is a change in company ownership during the member's term on the Board which results in a violation of this provision, the affected Board members will be permitted to complete their term.

### ***Section 2: Officers***

The Officers of the Association ("Officers") consist of President, President-Elect, Treasurer, Chair of

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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 deems necessary.

a) Election, Appointment, and Qualifications of Officers:

- i. The President, President-Elect, Treasurer, and Chair of the Finance Committee must be Active members of the Association or principals or employees of a Business Entity that is an Active member of the Association.
- ii. The President-Elect, Treasurer, and Chair of the Finance Committee will be elected in accordance with Article X, Section 2, for a one (1) year term commencing with the adjournment of the Annual Meeting, or, if there is no Annual Meeting or the Annual Meeting 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 may not serve more than three (3) consecutive terms. The President-Elect will automatically succeed to the office of President and will serve as President for a one (1) year term commencing with the adjournment of the Annual Meeting or, if there is no Annual Meeting or the Annual Meeting is terminated other than by adjournment, until a successor is elected and assumes office.
- iii. The Chair of the Abstracters and Title Insurance Agents Section and the Chair of the Title Insurance Underwriters Section will be elected in accordance with the provisions of Article IX, Section 11(a), of these Bylaws.
- iv. The Chief Executive Officer, Secretary, and other officers that the Board deems necessary will be appointed annually by the Board.

b) Vacancies:

- i. If the office of President becomes vacant, the President-Elect will become President of the Association for the unexpired term, but this will not prevent the President-Elect from becoming President of the Association in accordance with Article VII, Section 2(a)(ii).
- ii. If the office of President becomes vacant when the office of President-Elect is also vacant, the Board shall appoint a President for the remainder of the unexpired term.
- iii. If the office of President-Elect becomes vacant, the Nominating Committee of the Association shall submit to the Board a candidate from among the members of the Section Executive Committee or the Officers of the Association, in either case from the same Section of membership, to fill the unexpired term of the office. If the Board accepts the nominee by a majority vote of the Board members then in office, the nominee serves as President-Elect for the remainder of the unexpired term. The nominee automatically succeeds to the office of President. If the Board rejects a nominee, the Nominating Committee shall submit to the Board another nominee from among the members of the Section Executive Committee, or the Officers of the Association, in either case from the same Section of membership, until the Board accepts a nominee. If the accepted nominee is a Chair of a Section, the vacated Chair will be filled upon recommendation of the Section Nominating Committee, approved by a majority vote of the Section Executive Committee members then in office.
- iv. If the office of Treasurer, Chair of the Finance Committee, Chief Executive Officer, Secretary, or an office created by the Board becomes vacant or a vacancy occurs in the membership of the Board, the Board shall appoint a successor to serve for the remainder of the unexpired term.
- v. If a vacancy occurs on one of the Section Executive Committees, the Section Nominating

Committee shall submit to the Executive Committee of the Section a candidate to serve for the remainder of the unexpired term. If the Section Executive Committee accepts the nominee by a majority vote of the Section Executive Committee members then in office, the nominee serves for the remainder of the unexpired term. If the Section Executive Committee rejects a nominee, the Section Nominating Committee shall submit to the Section Executive Committee another nominee from among the members of the Section until the Section Executive Committee accepts a nominee.

## **Article VIII – Standing Committees and Engagement Groups**

### ***Section 1: Powers of the Board and President***

The Board or President may structure the work of the Association through such Standing Committees and Engagement Groups as deemed necessary.

- a) The Board or President is authorized and empowered:
  - i. to create any Standing Committee or Engagement Group not provided for or specified in these Bylaws,
  - ii. to designate whether the group is a Standing Committee or an Engagement Group,
  - iii. to specify its functions and powers,
  - iv. to determine and change the number of its members and their terms, and
  - v. to abolish the Standing Committee or Engagement Group or terminate a member's term.
- b) Unless otherwise provided in a resolution creating or designating a Standing Committee or Engagement Group, the term of membership on the Standing Committee or Engagement Group created or designated by the Board ends with the adjournment of the Annual Meeting following the member's appointment or, if there is no Annual Meeting or the Annual Meeting is terminated other than by adjournment, with the election of Officers, but members of such Standing Committees or Engagement Groups whose terms have expired continue to serve until the membership of the Standing Committee or Engagement Group has been appointed.

### ***Section 2: Standing Committees***

The Standing Committees of the Association are ALTA Registry, Association Audit, Bylaws, Education, Finance, Government Affairs, Investment, Membership, National Title Professional (NTP) Council, Nominating, Planning, Title Action Network (TAN), Title Industry Political Action Committee (TIPAC), and Title Insurance Forms.

Except as specifically provided below, the President appoints and determines the composition and number of members of Standing Committees, including a Chair whose role will be to serve as the leader of the Committee and be the tie-breaking vote when needed. The term of membership ends with the adjournment of the Annual Meeting following the member's appointment or, if there is no Annual Meeting or the Annual Meeting is terminated other than by adjournment, with the election of Officers, but members of the Standing Committees whose terms have expired continue to serve until the membership of the Standing Committee has been appointed.

- a) The ASSOCIATION AUDIT COMMITTEE is composed of the President, President-Elect, Chair

of the Finance Committee, and the Treasurer, who serves as the Chair.

- b) The FINANCE COMMITTEE is composed of a Chair, elected as provided in Article X, Section 2, the President, President-Elect, and Treasurer.
- c) The GOVERNMENT AFFAIRS COMMITTEE is composed of the President, the President-Elect, a chair, and other members. The Steering Committee of the Government Affairs Committee consists of the President, President-Elect, and Chair.
- d) The INVESTMENT COMMITTEE is composed of the President, President-Elect, Treasurer, the Chair of the Finance Committee, who serves as the Chair, and others as may be appointed by the President.
- e) The NOMINATING COMMITTEES consist of a Nominating Committee of each Section and the Nominating Committee of the Association.
  - i. The Nominating Committee of the Section of the Immediate Past President is composed of four (4) members, being the President-Elect of the Association and the three (3) most recent Past Presidents who are active in land title evidencing or insuring. The other Section Nominating Committee is composed of three (3) members, being the President of the Association and the two (2) 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.
  - ii. The Nominating Committee of the Association is composed of the two Sections' Nominating Committees. The Chair of the Nominating Committee of the Section of the Immediate Past President serves as Chair. If no Past President is available, the President shall appoint an Active member or a principal or employee of an Active member as Chair.
- f) The PLANNING COMMITTEE is composed of the President-Elect, Immediate Past President, Chair of each Section, and Chair of the Finance Committee. The President-Elect serves as Chair of the Committee.
- g) The TITLE INSURANCE FORMS COMMITTEE is composed of a Chair and as many additional voting members with appropriate qualifications and experience as may be necessary to do the work of the Forms Committee, with the goal of achieving consensus whenever possible. In addition to voting members, non-voting advisory members may also be appointed. The Association desires representation on the Forms Committee for any interested ALTA member company in the Title Insurance Underwriters Section, and the President may consult with the Chair of the Title Insurance Underwriters Section Executive Committee to determine Forms Committee composition and voting membership. A member, whose term has expired, may be reappointed. One of the members will be appointed Chair for a term of one (1) year and may be reappointed as Chair.

### ***Section 3: Engagement Groups***

- a) The Board or President is authorized and empowered:
  - i. to create Engagement Groups, not provided for or specified in these Bylaws, that are deemed necessary to carry out the orderly functions of the Association in accordance with its purposes and objectives,

- ii. to designate whether such an Engagement Group is a Special Committee, Council, Work Group, or Community,
- iii. to change its designation,
- iv. to specify its functions and powers,
- v. to determine and change the number of its members and their terms, and
- vi. to abolish the Engagement Group or terminate a member's term.

Unless otherwise provided in a resolution creating or designating a Engagement Group, the term of membership on such Engagement Group ends with the adjournment of the Annual Meeting following the member's appointment or, if there is no Annual Meeting or the Annual Meeting is terminated other than by adjournment, with the election of Officers, but members of such Engagement Groups whose terms have expired continue to serve until the membership of the Engagement Group has been appointed.

Unless otherwise provided in a resolution creating or designating an Engagement Group, the term of membership on Engagement Groups ends with the adjournment of the Annual Meeting or, if there is no Annual Meeting or the Annual Meeting is terminated other than by adjournment, one (1) year after the effective date of the member's appointment, if there is no Annual Meeting.

#### ***Section 4: Appointment of Standing Committee and Engagement Group Members***

The President, before the end of the calendar year in which elected, shall fill expired terms and vacancies, if any, in all Standing Committees and Engagement Groups. Each consists of a Chair and the number and composition of members prescribed by the Bylaws or the resolution creating or designating the Standing Committee or Engagement Group, or, if not prescribed by the Bylaws or the resolution, the number and composition of members the President deems advisable. Except as otherwise provided in these Bylaws, the President shall fill vacancies occurring in a Standing Committee or Engagement Group. Unless otherwise provided in these Bylaws or the Articles of Incorporation, appointments are limited to Active members or their principals or employees, or staff members of state and regional land title associations, except that the President may appoint Associate members or non-Association members to any Standing Committee or Engagement Group where, in the opinion of the President, the special expertise of such members will be useful in the discharge of that Standing Committee's or Engagement Group's responsibilities.

#### ***Section 5: Term Limits for Standing Committee and Engagement Group Chairs***

The President may re-appoint a sitting Chair for any Standing Committee or Engagement Group but is not required to do so. Consecutive terms for Chairs are generally limited to not more than five (5) consecutive annual terms.

Where the substantive work of a Standing Committee or Engagement Group would benefit from a Chair serving more than five (5) consecutive annual terms, the President may appoint a Chair for more than five (5) consecutive annual terms.

## ***Section 6: Standing Committee and Engagement Group Reporting***

Standing Committees and Engagement Groups report to the Board through such reporting structures as the Board and President designate.

# **Article IX – Duties of the Board of Governors, Officers, Standing Committees, and Engagement Groups**

## ***Section 1: Board***

The BOARD is responsible for the welfare of the Association and has authority to perform all acts or duties necessary for the benefit of the Association. It is authorized to transact business between Annual Meetings and perform other duties assigned to it at an Annual Meeting.

## ***Section 2: President***

The PRESIDENT is an *ex officio* member of all Standing Committees and Engagement Groups, including the Executive Committee of each Section, and, except as otherwise herein provided, appoints all Standing Committees and Engagement Groups, fills all vacancies, and presides at all meetings of the Association.

## ***Section 3: President-Elect***

The PRESIDENT-ELECT performs the duties of the President in the event of the President's absence or inability to act.

## ***Section 4: Chief Executive Officer***

The CHIEF EXECUTIVE OFFICER (CEO) is the chief administrative officer of the Association, holds office at the pleasure of the Board, is a full-time employee of the Association, receives a salary determined by the Board, and performs the duties prescribed by the Board. The CEO is an *ex officio*, nonvoting member of the Board who does not count towards quorum or the allowable number of members on the Board.

## ***Section 5: Secretary***

The SECRETARY holds office at the pleasure of the Board, attests to the authenticity of all official documents of the Association, executes the minutes of the Board, and performs the duties prescribed by the CEO or the Board. The CEO may hold this office.

## ***Section 6: Chairs of the Section Executive Committees***

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

### ***Section 7: Chair of the Finance Committee***

The CHAIR of the FINANCE COMMITTEE supervises the preparation of the annual budget and reports on behalf of the Finance Committee on the finances of the Association and the retirement plan provided for its staff.

### ***Section 8: Treasurer***

The TREASURER accounts for all moneys of the Association and, subject to the control of the Board, performs all other financial duties necessary for properly conducting the business of the Association.

### ***Section 9: Other Duties of Board and Officers***

The Board and Officers are authorized to perform other duties as provided by these Bylaws, as directed by the Active members at an Annual Meeting, or as directed by the Board or President.

### ***Section 10: Duties of Standing Committees and Engagement Groups***

Except as provided in Section 11, the Purpose and Scope of each Standing Committee are defined by the Board and may be amended from time to time.

The Purpose and Scope for each Engagement Group are defined by the Board or President and may be amended from time to time.

Standing Committees and Engagement Groups perform additional duties as directed by the Board or President.

### ***Section 11: Nominating Committees***

The NOMINATING COMMITTEES are organized to perform the following functions:

- a) The Nominating Committee of each Section:
  - i. selects candidates, subject to the provisions contained in Article VI Section 3, at least 60 days prior to the Annual Meeting 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 (7) other members of the Section Executive Committee;
  - ii. designates from the Section Executive Committee, excluding the Chair, two (2) members to serve on the Board;
  - iii. distributes its report to the membership of the Section at least thirty (30) days prior to the Annual Meeting; and
  - iv. presents 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:
  - i. selects candidates subject to the provisions contained in Article VII Section 1, at least sixty (60) days prior to the Annual Meeting to fill expiring terms for the offices of President-Elect, Treasurer, and Chair of the Finance Committee;

- ii. selects a candidate for the office of President if the office of President-Elect has become vacant as described in Article VII, Section 2(b);
- iii. is responsible for nominations for Honorary membership;
- iv. distributes its report to Active members at least 30 days prior to the Annual Meeting; and
- v. presents its report at an executive session on the last day of the Annual Meeting.

## **Article X – Nominations and Elections**

### ***Section 1: Section Executive Committees***

Nominations for Section Executive Committee positions are made pursuant to Article IX, Section 11(a). Other nominations for Section Executive Committee positions may be made by members in good standing of that Section. These other nominations must be in writing and received by the CEO no later than fifteen (15) days prior to the Annual Meeting at which the nominations are to be considered.

Elections will be held at the executive session of each Section meeting at the Annual Meeting of the Association. If for any reason such executive session is not convened, the Association will distribute a ballot by U.S. Mail or an electronic communications technology to all Active members of the Section 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 of the same calendar year. The ballot will include instructions for return and deadlines. A majority of Active members of the Section returning a ballot will constitute a quorum. A majority of those ballots returned shall be required to carry the action.

### ***Section 2: Association Officers***

Nominations for Association Officers are made pursuant to Article IX, Section 11(b). Other nominations may be made by members in good standing. These other nominations must be in writing and received by the CEO no later than fifteen (15) days prior to the Annual Meeting at which the nominations are to be considered.

The election of Officers will be held at the executive session on the last day of the Annual Meeting. If for any reason such executive session is not convened, the Association will distribute a ballot by U.S. Mail or an electronic communications technology to all Active members within thirty (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 of the same calendar year. The ballot will include instructions for return and deadlines. A majority of Active members returning a ballot will constitute a quorum. A majority of those ballots returned shall be required to carry the action.

## **Article XI – Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised 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 XII – Indemnification**

The Association shall indemnify a present or former Officer, Board member, Standing Committee member, Engagement Group member, or director, 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”) acting on behalf of the Association, within the scope of their authority, to the greatest extent permitted by law.

## **Article XIII – Amendment of Bylaws**

These Bylaws may be amended by the affirmative vote of a majority of the Board members then in office, except that no amendment that would limit or remove the rights of the members is effective unless also approved by the members pursuant to Article IV, Section 2, of these Bylaws.