



Bylaws of Land Title Association of Arizona

(amended May 12, 2020)

Article I Name

The name of the organization shall be “Land Title Association of Arizona”, an Arizona corporation, hereinafter referred to as “Association”.

Article II Objectives

The objectives of the Association shall be to promote sound and ethical business practices among its members; to provide for the collection, study and dissemination of information relating to problems of and improvements in land title evidence, escrow services and other related services; to promote and encourage sound legislation affecting land titles, escrow and other related services; to recommend, prepare and encourage use of policy forms, endorsements and practices which will be serve the public interest; and to educate and inform the public of the integrity and stability of its members and advantages and desirability of their services.

Neither the Association nor any member thereof shall engage in any act or enter any agreement whereby any person or entity is restrained from lawfully engaging in the business of title insurance in this state; nor shall the Association in the conduct of its rating systems or the rating activities of its members.

Article III Membership

1. Members of the Association shall be all members of the Land Title Association of Arizona in good standing at the time of its incorporation, and those duly elected to membership as hereinafter provided.

Membership shall be divided into three (3) classes as follows:

- a. **Active:** Any individual, firm or corporation, regularly and generally engaged in the business of abstracting, certifying or insuring titles to real property in the State of Arizona, including both underwriters and agents, is eligible to apply for membership in the Association as a regular member, if such individual, firm or corporation subscribes to the purpose of the Association, possesses the qualification of the experience in such business and has financial responsibility. Active embers or their employees, in the case of a firm or corporation, shall be eligible for election as officers and to the Board of Directors of the Association. Every active ember shall designate an individual to serve on the Board of Directors.

- b. **Affiliate:** Any individual, firm or corporation who subscribes to the purpose of the Association is eligible to apply for membership in the Association as Affiliate Member, in accordance with this section, with all the benefits set forth in this section.
 - i. Affiliate Members include, but are not limited to, Attorneys, Lenders, Builders, Real Estate Brokers and Agents, Account Servicing, Escrow and Trust Representatives, shall be entitled to receive the newsletter of the Association and shall be entitled to attend the non-business sessions of the Association at its meetings.
 - ii. Affiliate Membership status is designed for the benefit of inter-industry education and communication on matters of common interest. The President of the Association may appoint Affiliate Members as non-voting members of such committees as he/she deems advisable. Affiliate Members shall be entitled to all benefits of active members except for voting privileges and serving on the Board of Directors.
 - c. **Honorary:** Any person who has rendered long continued and signal service to the title industry in Arizona in furtherance of the purposes of the Association shall be eligible to election to Honorary Membership in the Association.
2. **Election to Membership:** Any person, firm or corporation so eligible for membership in the Association shall file with the Secretary/Treasurer a written application for membership. Thereupon, the application shall be referred to the Membership Committee, which shall consider such application, make its recommendation of approval or rejection thereof and transmit the application with a report thereon to the Board of Directors.
 - a. At the next succeeding meeting of the Board of Directors, or at such succeeding meeting to which the matter may be continued, the Board of Directors shall consider the application and the recommendation and report of the Membership Committee, and take such action on the application as it deems proper.
 - b. Election of any person to Honorary Membership may be made by the Board of Directors.

Article IV Resignation of Members

A member not in default in payment of dues, and against which no grievance is pending, may file its resignation in writing with the Secretary/Treasurer of the Association and such resignation shall become effective upon receipt thereof by the Secretary/Treasurer. The filing of the resignation shall in no way release the member from liabilities for dues in arrears or other obligations to the Association.

Article V Censure, Suspension or Expulsion of Members

1. **Censure:** Any member may be censured by the Board of Directors for its conduct and its relations with the general public, the Association, or a member thereof, in the manner herein provided.
2. **Suspension:** The Board of Directors may suspend any member in the manner herein provided for any of the following reasons:
 - a. Upon the appointment of a receiver, the assignment for the benefit of creditors, or the commencement of any proceedings under any bankruptcy or insolvency laws by or against a member, that member may be suspended, by affirmative vote of two-thirds of the Board of Directors for and during the period of any such proceeding. If a judgment is entered adverse to the business of such member resulting in the liquidation thereof, the membership in the Association of such member shall thereupon cease and terminate. In the event of judgment being entered which does not result in the liquidation of the business of such member, the suspension shall cease.

- b. A member may be suspended by the Board of Directors for any reason that said member could be expelled from the Association.
3. **Expulsion:** The Board of Directors may expel any member in the manner herein provided for ceasing to meet the conditions required to become a member.
4. **Procedures for Censure, Suspension or Expulsion:**
 - a. Complaints against a member of the Association alleging misconduct shall be in written form plainly stating the subject of the complaint and must be signed by the complaining party. Said written complaint is to be filed with the Secretary/Treasurer and shall be referred to the President and the Grievance Committee. The complained-of member shall be furnished a copy of the complaint and shall be permitted thirty (30) days to answer same, also in writing. Such member shall cooperate with the Grievance Committee and, upon request, shall disclose pertinent facts and records germane to an investigation.
 - b. At a time and place designated by the Grievance Committee, said committee shall hold a hearing on the complaint, at which hearing the complainant and the complained-of member may appear personally and by counsel. However, if, after a preliminary investigation by the President and/or the Grievance Committee, it is found that the complaint is groundless, said complaint may be dismissed.
 - c. The Grievance Committee's findings and recommendations, after investigation and hearing of any complaint, shall be put in writing and submitted promptly to the Board of Directors and a copy thereof shall be given to the complained-of member. Upon the written request of the complained-of member, the Board of Directors shall, before making a final decision, provide such member an opportunity to appear in person and by counsel to be heard.
 - d. The Board of Directors shall review the Grievance Committee's findings and recommendations and may find the complained-of member to be guilty or not guilty of the charges. If found guilty, they may adjudge that the member be censured, suspended, or expelled from the Association. No censure, suspension or expulsion shall be adjudged except by a vote of two-thirds of the whole Board of Directors and for the reasons set forth in Subsections 1, 2, and 3 hereof. Such decision of the Board of Directors shall be put in writing and a copy thereof furnished to both the complainant and the complained-of member.
 - e. Any decision of the Board of Directors suspending or expelling a member shall be final and shall become effective according to its terms.
 - f. All communications, notices or pleadings by or from any party to the grievance proceeding shall be sent by certified or registered mail addressed to the Association at the principal place of business of the Secretary/Treasurer of the Association. All notices or communications by or from the Association to any parties to such proceedings shall be sent by certified or registered mail addressed to the principal office of said party as last entered upon the records of the Association.
 - g. The sole discretion of reinstatement of a member once expelled shall rest with the Board of Directors and having thereafter first received the approval of a majority of the Board of Directors, such member shall be permitted reapplication for membership according to and subject to the provision of Article III herein.

Article VI

Officers

1. Officers of the Association shall be President, Vice President and Secretary/Treasurer, who shall be elected and hold office pursuant to Article IV of the Articles of Incorporation.

2. The President shall preside at all meetings of the Association and all meetings of the Board of Directors of the Association; name the chairperson of each committee, and at his discretion of members of each committee, and supervise the general business of the Association.
3. The Vice President shall discharge the duties of the President in his absence and during his failure to act from any cause.
4. The Secretary/Treasurer, or other person as authorized by the Board of Directors shall keep the minutes of the meetings of the Association and of the Board of Directors; collect members' dues and issue receipts therefore; keep proper and accurate accounts of the Association coming into his hands and the disbursement thereof and account to the Association at its Annual Meeting for the same and shall notify all members of the time and place of all meetings. He shall deliver promptly to his successor, to an auditing committee or such other person or persons as the Board of Directors may direct, all books, vouchers, securities, documents and property of every kind of which he is custodian for the Association, and shall do and perform further acts as may be directed by the Board of Directors including registration and accommodation costs at the Annual Meeting.
5. The Executive Vice President and/or Administrative Assistant, if an when appointed, shall initiate and carry out such duties and receive such compensation as specified by the Board of Directors.

Article VII Board of Directors

1. The Board of Directors shall be composed of each active member, in the case of individual memberships, or an individual designated by an active member, when that member is a firm or corporation, together with the President, Vice President, immediate Past President and the Secretary/Treasurer of the Association. Each Director who is not an officer of the Association may appoint, from time to time, by written notification to the Secretary/Treasurer, one or two alternate directors, identified as First, or in the case of two, Second Alternate Director to discharge the duties of the Director in his absence. A Second Alternate Director may only act in the absence of both the Director and the First Alternate Director. If an active member that is a firm or corporation designated the Director, any alternate director must be a member of the firm or corporation.
2. The Board of Directors shall exercise all executive and administrative powers not specifically reserved to officers of the Association. They shall direct the activities of the Association and in all other things manage, direct, and carry into effect the affairs and business of the Association.
3. The Board of Directors shall meet from time to time throughout the year, on the call of the President or upon one week's notice in writing and signed by one-fourth of the Board members and emailed to each member of the Board at the office of the Company with which he was affiliated at the time of his appointment. Such meetings may be held by telephone or video conferencing.
4. Thirty-three percent (33%) of the Board members or twenty percent (20%) of the Board members, exclusive of the Executive Committee members, and sixty percent (60%) of the Executive Committee shall be necessary to constitute a Quorum.
5. The voting power shall be vested in the active members of the Board of Directors, each of whom shall be entitled to one (1) vote at any duly called meeting of the Association.
6. In the case of a firm or corporation as an active member of the Association and/or a currently appointed Officer of the Association, said member shall be limited to one (1) vote at any duly called meeting of the Association.
7. In the event of a tie, the President shall cast the deciding vote.

Article VIII Committees

Standing Committees of the Association, their membership, duties and powers shall be as follows:

1. **Executive Committee:** The Executive Committee shall be composed of the President, Vice President, Secretary/Treasurer, Past President and Legislative Committee Chairman. The Committee shall meet as needed and review all ongoing business of the Association and make recommendations to the Board of Directors.
 - a. The Executive Committee shall be empowered to act for the Board of Directors and for the Association in any situation (except as to election for honorary membership, censure, suspension or expulsion) when at the discretion of the President or the Committee, it is impractical to defer action awaiting the assembly of the Board of Directors at their next regularly scheduled meeting.
 - b. In addition, the Committee may authorize and direct the expenditure of Association funds for appropriate matters of Association concern, which have not been specifically provided for in the budget.
 - c. The Executive Committee shall report its actions to the first meeting of the Board of Directors following such action. The President shall preside at Executive Committee meetings and shall be the chairperson thereof.
 - d. When acting for the Board of Directors or expending unbudgeted funds, any such action shall require the unanimous consent of all Executive Committee members present at the meeting which shall be no less than four (4) committee members.
2. **Grievance Committee:** The Grievance Committee shall be composed of three (3) or more members. It shall be the duty of the Grievance Committee to perform as set forth in Article V hereof. When a complaint is filed against a member, or his agent, who is represented on the Grievance Committee, said Committee member shall be automatically disqualified from serving on the Committee for that particular matter.
3. **Educational Committee:** The Educational Committee, shall meet from time to time and have such duties and perform such functions as may be beneficial to the educational objectives of the Association.
4. **Legislative Committee:** The Legislative Committee shall be comprised of not less than three (3) and not more than twenty (20) members of the Association. The Legislative Committee membership as a whole shall strive to be balanced between agent and underwriter members, whereby underwriter members shall be deemed to include agents whose majority ownership is held by an underwriter. Additionally, where a single company has multiple committee members, such committee member votes shall be limited to one (1) vote per company. The Legislative Committee shall make an Annual Report at the Annual Meeting on all matters presented to it for consideration of the membership. It shall be the duty of the Committee, as directed by the Board of Directors, to endeavor to secure the passage, repeal or defeat of legislation relevant to the common business interest of the members of the Association. The Legislative Committee shall also take such action as the Board of Directors deems necessary on such pertinent matters as shall be pending before Committees or Legislature.
5. **Public Relations/Liaison Committee:** The Public Relations Committee shall meet from time to time and will have such duties and perform such functions as may be specified and approved by the Board of Directors.
6. **Convention Committee:** The Convention Committee shall be composed of the President, the Vice President, the immediate Past President, not less than two (2) members at large of the Association and the Secretary/Treasurer, ex officio. The Convention Committee shall, with the assistance of the Secretary/Treasurer, plan the Annual Meeting of the Association, arrange the program and make the necessary physical arrangements with the advice and consent of the Board of Directors. The Convention Committee shall recommend a site for the Annual Meeting no later than July 1st of each year.

7. **Membership Committee:** The Membership Committee shall be composed of one (1) or more members and shall meet from time to time to consider all applications for membership, make its recommendation or approval or rejection thereof and transmit the application, together with a report thereon, to the Board of Directors. The Committee shall also promote/solicit the membership of all potentially eligible entities.
8. **Nominating Committee:** The nominating Committee shall be composed of three (3) members of the Association, no two (2) of whom shall be affiliated with the same underwriter and at least one (1) of whom shall be a past President of the Association. At the Annual Meeting, the Nominating Committee shall nominate a President, a Vice President and a Secretary/Treasurer to be elected at such meeting. Any officer or partner of an active or associate member shall be eligible to succeed himself as President, if he has not served two (2) successive full terms.
 - a. Three or more members in good standing, by writing to the Secretary/Treasurer up to five (5) days prior to the Annual Meeting, may nominate other candidates for office or offices. The names of all members nominated by the Nominating Committee and proposed members as prescribed above shall be announced at the Annual Meeting with the election to be held at said Annual Meeting.
 - b. The election shall be decided on votes cast by members attending the Annual Meeting, with the exception that an absentee ballot may be obtained from the Secretary/Treasurer and a vote may be cast provided that the ballot is in the hands of the Secretary/Treasurer at least one (1) day prior to the election at the Annual Meeting.
9. **ALTA Committee:** The ALTA Committee shall be composed of one (1) or more members whose principal duty shall be to perform such functions as may be beneficial to ALTA objectives and those of the Association.
10. From time to time as needed, other committees may be established or appointed by the President or the Board of Directors. Said committees shall have such duties and perform such functions as may be specified.
11. Committee meetings may be held by telephone or video conferencing at the election of the chairperson.

Article IX Annual Meeting

1. The Annual Meeting of the Association shall be held between September 1st and December 31st and in accordance with the Articles of Incorporation. A majority of the Board of Directors, by giving all members in good standing thirty (30) day written notice, may change the date of the Annual Meeting. Said notice to be prepared and emailed by the Secretary/Treasurer.
2. If, at the time the Annual Meeting is to be held, there shall exist a national or state of emergency, which in the opinion of the Board of Directors makes the holding of the regular meeting impractical, the Board of Directors may, by resolution, waive/postpone the holding of such annual meeting and cause notice of its action to be given to the membership immediately.
3. The Secretary/Treasurer of the Association shall cause to be emailed a notice of the time and place of every regular Annual Meeting of the Association to each of its members at least thirty (30) days before the opening date of the meeting.

Article X Dues

The dues for all classes of membership in the Association shall be on an annual basis and shall be fixed by the Board of Directors at the Annual Meeting or a duly called meeting as soon as may be practical after the final adjournment of each annual Meeting of the Association. Such annual dues shall

be due and payable within sixty (60) days of notice having been sent by the Secretary/Treasurer of the Association to its members and in no case later than March 31st of each calendar year, after which date such dues shall be deemed delinquent. A member delinquent of payment of dues shall forfeit all rights and privileges of membership in the Association.

Dues for new members shall be prorated on a quarterly basis. Dues shall include the quarter when membership is approved. No proration of dues shall be available to members who have previously ever been a member of the Association.

Article XI Representatives

1. In the event that the membership of any member of the Association is suspended or terminated, then the powers and duties of any officer or committee member of the Association who represented such member at the time of his election or appointment shall, during the period of such suspension, be suspended or upon such termination, be terminated.
2. In the event that any officer or committee member of the Association shall cease to be an owner, officer or employee of the member which he represented at the time of his election or appointment, his right to act as such officer or committee member of the Association shall, by reason of that fact, cease and terminate.
3. Upon termination of the powers and duties of any such officer or committee member as provided in the Article, the position in the Association held by him shall be vacant, but nothing herein contained shall be construed to prevent the reappointment of any such officer or committee member who thereafter affiliates himself with another member of the Association. The Board of Directors, by a majority vote of those present, may fill any vacancy created among the officers or Board Members.

Article XII National Organization

This Association, being affiliated with the American Land Title Association (“ALTA”), accepts and declares its allegiance and loyalty thereto.

Article XIII Liability

To the extent now or later permitted by law, no officer of the Association will be personally liable to the Association or its members for monetary damages for any act committed in good faith or any omission in the person's capacity as Officer. Liability of Land Title Association of Arizona shall be limited to the assets of said Association and any liability insurance it may have on behalf of its members. No individual members shall be liable for any expenses of the Association other than the annual dues established by the Board of Directors.

Article XIV Amendment and Adoption of Bylaws

These Bylaws may be amended at any Board of Directors meeting of the Association by a majority vote of the Board of Directors, or at any other time by the filing with the Secretary/Treasurer of the Association of the written approval of two-thirds of the Board of Directors. These Bylaws will replace all existing Bylaws of the Association. All prior Bylaws are hereby revoked upon adoption of these [reference Bylaws with amendment date].

Article XV
Interpretations

The singular, where used herein, shall be construed to mean the plural when applicable and the necessary grammatical changes required to make the provisions hereof apply equally to individuals, corporations or other entities, men or women, shall in all cases be assumed as though in each case fully expressed.