



# Bylaws

Illinois Land Title Association

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Bylaws

(Revised 2011)

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**Bylaws of the  
Illinois Land Title Association  
(As Revised in 2003)**

**Construction and Definitions**

In the construction of these Bylaws, the following rules and definitions shall be applied, unless application of the same would be inconsistent with the apparent intent of these Bylaws or repugnant to the context of these Bylaws:

- a) All general provisions, terms, phrases and expressions shall be liberally construed in order that the true intent of these Bylaws may be fully carried out in accordance with the best interests of the Association.
- b) Words in the present tense include the future.
- c) Words importing the singular may extend and be applied to several persons or things, and words importing the plural may include the singular.
- d) Words importing the masculine gender may extend and be applied to the female gender.
- e) The word "representative" means any owner, officer, partner or employee.

**ARTICLE I**

**Name**

This organization shall be known as the "Illinois Land Title Association" and shall be referred to in these Bylaws as the "Association."

## **ARTICLE II**

### **Purposes**

The purposes of the Association, as stated in its Articles of Incorporation, are as follows:

- a) Promote the business of preparing abstracts of title to real estate and the business of insuring titles to real estate;
- b) Promote the acquaintance, mutual advantages and general welfare of its members by the interchange of ideas, and
- c) Suggest and promote protective, remedial or other measures to advance the common interests of its members and the general public in harmony with their respective rights, interests and duties.

## **ARTICLE III**

### **Offices and Registered Agent**

The Association shall have and continually maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within the State of Illinois as the Board of Directors may from time to time determine.

## **ARTICLE IV**

### **Seal**

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle inscribed thereon the name of the Association and the words "Corporate Seal, Illinois."

## ARTICLE V

### Members

#### **Section 1. Classifications of Members:**

There shall be three (3) classifications of members designated as Active Members, Lifetime Honorary Members, - and Associate Members.

#### **Section 2. Active Members:**

Active Membership shall be limited to individuals or entities who or which are directly and engaged in the business of land title evidencing or insuring as an abstracter, title insurance agent or title insurance underwriter in the State of Illinois in compliance with applicable Federal and State law, and who or which shall have subscribed to the principles of the Code of Ethics of the Association, as the same may be amended or interpreted from time to time as herein provided, and who or which shall have agreed to be governed by the Bylaws of the Association. An applicant for Active Membership must submit satisfactory evidence that the applicant's management has a reputation for integrity, reliability and responsibility in all business and professional relationships. Applications for Active Membership shall contain evidence that applicant owns or leases and occupies a *bona fide* office for the production of title evidence or the issuance of title insurance, staffed with applicant's own employees - and that applicant is authorized to do business in the State of Illinois.

The Membership Committee shall receive all applications for Active Membership and after verifying them for accuracy and completeness pass them on to the Board of Directors with recommendations.

The Board of Directors shall receive the report and recommendations of the Membership Committee and comments, if any, and shall approve or reject each application -. An application having been rejected shall not be resubmitted within six months after its rejection. Notice of admission to membership shall be sent by the President to the applicant with a statement of the dues to be paid by the applicant as hereinafter provided, payment of which shall be held as to be an acceptance of membership. Failure to make payment within 60 days of receipt of notice of admission shall void such admission.

Until such time as the admitted applicant for membership shall have paid the first statement for dues, the admitted applicant shall be designated a Member Elect. Each Member Elect shall be entitled to all the privileges of membership, except the right to vote, which shall be withheld until payment of dues.

### **Section 3. Lifetime Honorary Members:**

Lifetime Honorary Membership shall be limited to individuals who have previously been Active Members or who have previously been representatives of Active Members, provided that such individuals are no longer qualified for participation in the affairs of the Association either as Active Members or as representatives of Active Members, and who have rendered meritorious service to the Association while an Active Member or while a representative of an Active Member. A Lifetime Honorary Member shall be nominated by the President and approved or rejected by the Board of Directors.

#### **Section 4. Associate Members**

Associate Membership shall be limited to: (1) individuals and entities who are or who have been engaged in providing services related to the business of land title evidencing or title insurance in Illinois; (2) attorneys who are specializing or who have specialized in real estate law, and, (3) title insurance agents from other states not registered as title insurance agents in Illinois. Associate Members shall have subscribed to the principles of the Code of Ethics of the Association, as the same may be amended or interpreted from time to time as herein provided and shall have agreed to be governed by the Bylaws of the Association. Application for Associate Membership must be sponsored by an Active Member, and approved or rejected by the Board of Directors.

#### **Section 5. Voting:**

Each Active Member shall be entitled to one vote on all matters submitted to a vote of the members. Lifetime Honorary Members, -, Associate Members and Members Elect shall have no vote on matters submitted to a vote of the members. Active Members shall cast their votes through a representative designated by each member for that purpose. Suspended Active Members cannot vote for the term of the suspension.

Voting by written proxy shall be allowed, provided that any proxy shall expire at the time of the adjournment of the meeting for which the proxy was given.

#### **Section 6. Resignation:**

Any member may resign from membership by filing a written resignation at the office of the Secretary, but the resignation shall not relieve the member resigning of the obligation to pay any dues or other charges accrued and unpaid as of the date of filing the resignation.

**Section 7. Membership Not Transferable:**

The sale or transfer of any controlling ownership interest of any Active, - or Associate Member shall automatically terminate the membership unless the sale or transfer of the controlling ownership interest is made to an owner or owners of the controlling interest of another Active, - or Associate Member or Members of the Association or unless approved by the Board of Directors. Otherwise, membership in the Association is not transferable or assignable, and any attempt to transfer or assign a membership will automatically terminate the membership.

**Section 8. Grievances and Complaints:**

Grievances and complaints (hereinafter referred to as complaints) against a member of the Association alleging a violation of the Association's Code of Ethics or alleging misconduct in relations with the general public, the Association or a member thereof, shall be in writing, signed by the complaining party (hereinafter referred to as the complainant), and shall state plainly the matters upon which the complaint is based. The complainant must be a member of the Association. The complaint shall be filed at the office of the Secretary. Copies of the complaint shall be mailed by the Secretary to each member of the Board of Directors. Additionally, the Secretary shall mail a copy of the complaint, by certified mail with return receipt requested, to the member against whom the complaint is directed (hereinafter referred to as the respondent). The respondent shall be permitted 30 days from receipt of the complaint, as determined by the

return receipt, to respond to the complaint in writing. The response shall be filed at the office of the Secretary and copies of the same shall be mailed by the Secretary to each member of the Board of Directors and to the complainant. The President, upon receipt of a complaint, shall promptly appoint a Grievance Committee to investigate the allegations of the complaint. The duties of the Committee shall be established by the President; the Committee shall file a written report of its findings with the President for consideration by the Board of Directors.

The Board of Directors, at such time and place as may be determined by the President, shall hold a hearing at which the complainant and the respondent may appear personally (or through a representative) and by counsel. If after preliminary investigation the Board of Directors shall deem the complaint groundless, it may dismiss the complaint without a hearing having been held.

The Board of Directors, after due investigation, -may adjudge that the respondent be suspended from membership for such period of time as shall be determined by the Board of Directors, or be expelled from membership in the Association, but only by a two-thirds vote of the Board of Directors present and voting. Any decision of the Board of Directors suspending or expelling a member shall be final and shall become effective immediately. Within 30 days thereafter, the respondent may file a written appeal at the office of the Secretary. Upon any appeal, the decision of the Board of Directors shall be affirmed or reversed by a majority vote of the Active Members present and voting at the next annual meeting of members.

If any member is suspended under this Section, the member shall be automatically reinstated to membership upon the expiration of the period of suspension. However, the suspension does not relieve the member so suspended from the payment of dues or other charges accruing during the period of suspension. If any member is expelled under this Section, the former member may

reapply for membership under the provisions of this Article. Expulsion under this Section does not relieve the member so expelled of the obligation to pay any dues or other charges accrued and unpaid before the expulsion.

## **ARTICLE VI**

### **Meeting of Members**

#### **Section 1. Annual Meeting:**

The annual meeting of the Association shall be held at such time and place as shall be determined by the Board of Directors, provided, however, that the annual meeting in any year shall not be held later than August 1 of that year. The annual meeting shall be held for the purposes of electing directors, officers and such committee members as are required to be elected by the members and for the transaction of other business as may properly come before the meeting.

#### **Section 2. Annual Convention:**

An annual convention of the Association shall be held in conjunction with the annual meeting of the Association. The annual convention shall consist of such programs and other matters as may be determined by the Board of Directors or by a committee or committees as may be designated for that purpose by the President.

#### **Section 3. Special Meetings:**

A special meeting of the Association may be called for any purpose either by the President, the Board of Directors or by not less than one-tenth of the Active Members.

**Section 4. Place of Meetings:**

The Board of Directors may designate any place either within or without the State of Illinois as the place for any annual or special meeting of the Association.

**Section 5. Notice of Meetings:**

Written or printed notices stating the place, day and hour of any meeting of the Association shall be delivered to each Active Member, either personally or by mail or telephone facsimile or email, not less than five (5) nor more than sixty (60) days before the date of the meeting, but notice of any meeting of the Association need not be sent to Lifetime Honorary, -, or Associate Members. In the case of any special meeting, the purpose for which the meeting is called shall also be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at the address of such member that appears on the records of the Association, with all postage thereon prepaid. If notice is sent by telephone facsimile or email, the notice shall be deemed to be delivered one business day after transmission to the facsimile number or email address on file with the Association.

**Section 6. Quorum and Voting:**

A minimum of fifteen (15) Active Members must be present or represented to constitute a quorum at any meeting. If a quorum is not present at any meeting, no business may be conducted at the meeting except that a majority of the Active Members present may adjourn the meeting from time to time without further notice. Except as otherwise provided in these Bylaws, a majority vote of a quorum of Active Members shall be sufficient to bind the Association and

shall be necessary for the adoption of any matter upon which the Active Members are entitled to vote.

## **ARTICLE VII**

### **Board of Directors**

#### **Section 1. General Powers:**

The affairs of the Association shall be managed by the Board of Directors.

#### **Section 2. Number and Qualifications of Directors:**

The number of Directors shall be fourteen (14) consisting of the President, the First Vice President, the Second Vice President, the immediate Past President, Secretary, Treasurer and eight (8) Directors at large who have previously been elected and whose terms have not yet expired. Directors at large shall be elected for a term of three (3) years at each subsequent annual meeting of members to replace those Directors at large whose terms shall expire in that year and to complete the term of any Director whose seat has been vacated for any reason. The term of each Director at large shall commence on the first day of August next after election and shall continue through the 31st day of July in the third year following such commencement. Each Director shall hold directorship until a successor has been duly elected. Each Director must be an Active Member or a representative of an Active Member.

#### **Section 3. Regular Meetings:**

Regular meetings of the Board of Directors shall be held in January, April, and October of each year, and also at the same place and in conjunction with the annual meeting of the Association.

At the discretion of the President, other regular meetings of the Board of Directors may be held in each year at such time and place as may be determined by the President.

**Section 4. Special Meetings:**

A special meeting of the Board of Directors may be called for any purpose by the President or by any two (2) members of the Board of Directors, at the time and place as may be determined by the President.

**Section 5. Notices:**

Notice of any regular meeting of the Board of Directors shall be - by written or printed notice sent by mail or telephone facsimile or email to each Director at the address shown on the records of the Association. Notice of any special meeting of the Board of Directors shall be - by written or printed notice sent by mail or telephone facsimile or by email to each Director at the address as shown on the records of the Association. If mailed, the notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with all postage thereon prepaid. If sent by telephone facsimile or email, the notice shall be deemed to be delivered on transmission to the facsimile number or email address on file with the Association. All notice shall be given at a reasonable time in advance of a meeting unless circumstances for the meeting require otherwise. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice of the meeting unless

specifically required by statute or by these Bylaws. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors shall be specified in the notice of the meeting.

**Section 6. Quorum and Voting:**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Except as otherwise provided in these Bylaws, a majority vote of a quorum of Directors shall be sufficient to bind the Board of Directors, and the Association, and shall be necessary for the adoption of any matter upon which the Board of Directors may vote. The President of the Association shall preside at all meetings of the Board of Directors.

**Section 7. Removal:**

Any member of the Board of Directors may be removed from the Board of Directors by a two-thirds vote of the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby. The failure of any member of the Board of Directors to attend - any two of three (2 of 3) consecutive regular Board of Directors meetings, without due cause shown, shall be grounds for removal by the Board of Directors.

**Section 8. Resignation:**

Any member of the Board of Directors may resign from the Board of Directors by filing a written resignation with the Secretary of the Association. However, any member of the Board of

Directors who is also a Principal Officer of the Association may not resign from the Board of Directors without also resigning from his office.

**Section 9. Vacancies:**

Any vacancy occurring on the Board of Directors may be filled by the Board of Directors until the next meeting of the Association, at which meeting the Director's successor shall be elected to fill the unexpired term of the vacant directorship.

**Section 10. Compensation:**

Directors, as such, shall not receive any stated salary for their services but shall be reimbursed by the Association for their expenses of attendance at any meeting of the Board of Directors other than the regular meeting held in conjunction with the annual meeting of the Association. The amount of reimbursement allowable under this Section 10 shall be set and determined by resolution of the Board of Directors.

**Section 11. Right to Attend:**

Active Members of the Association, or their representatives, may attend all meetings of the Board of Directors except, at the discretion of the Board of Directors, during the period of time the Board of Directors is considering a new application for Active Membership or is considering a grievance or complaint against any member of the Association. However, the right to attend meetings does not include the right to participate in the discussions or deliberations of the Board of Directors unless such privilege is expressly granted by the President or by the member of the Board of Directors acting in the capacity of the President. No notice of any meeting of the Board

of Directors shall be required to be sent to any member of the Association who is not otherwise entitled to such notice.

## **ARTICLE VIII**

### **Officers**

#### **Section 1. Classes of Officers:**

There shall be two (2) classes of officers, designated as Principal Officers and the Assistant Officers.

#### **Section 2. Principal Officers:**

The Principal Officers of the Association shall be a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. Each Principal Officer must be an Active Member or a representative of an Active Member of the Association.

#### **Section 3. Election and Term of Principal Officers:**

The Principal Officers of the Association shall be elected annually by the Active Members at the annual meeting of the Association. If the election of officers shall not be held at the annual meeting, the election shall be held as soon thereafter as convenient. The term of each Principal Officer shall commence on installation into office and shall continue until election and installation of a successor.

**Section 4. President:**

The President shall be the Chief Executive Officer of the Association, shall supervise all the business and affairs of the Association and shall preside at all meetings of the Association and of the Board of Directors. The President may sign with the Secretary or other proper officers of the Association all instruments executed on behalf of the Association. The President shall be a member ex-officio of all committees, and, except as otherwise herein provided, shall appoint all committees of the Association. The President shall perform other duties as may from time to time be assigned by the Board of Directors.

**Section 5. First Vice President:**

In the absence of the President or in the event of the President's inability or refusal to act, the First Vice President shall perform the duties of the President and, when acting, shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall serve as liaison between the Board of Directors and the Finance Committee of the Association and shall perform other duties as may from time to time be assigned by the President or the Board of Directors.

**Section 6. Second Vice President:**

In the absence of the First Vice President, or in the event of the First Vice President's inability or refusal to act, the Second Vice President shall perform the duties of the First Vice President and, when acting, shall have all the powers of and be subject to all the restrictions upon the First Vice

President. The Second Vice President shall serve as liaison between the Board of Directors and the Education Committee of the Association and shall perform other duties as may from time to time be assigned by the President or the Board of Directors.

**Section 7. Treasurer:**

Except as otherwise provided in these Bylaws, the Treasurer shall have the charge and custody of and be responsible for all funds and securities the Association shall receive and give receipt for any funds due and payable to the Association, and shall deposit all monies of the Association, in the name of the Association, in such banks, trust companies or other depositories as may be approved by the Board of Directors. The Treasurer shall perform all duties ordinarily incident to the Office of Treasurer and other duties as may from time to time be assigned by the President, the Board of Directors or the Finance Committee. The Treasurer shall be paid such compensation for services as may be determined from time to time by resolution of the Board of Directors.

**Section 8. Secretary:**

The Secretary shall keep the minutes of the meetings of members and of the Board of Directors in one or more books provided for that purpose and shall see that all notices are given in accordance with the provisions of these Bylaws or of law. The Secretary shall be the custodian of the corporate records and of the seal of the Association -. The Secretary shall keep a register of the post office address of each member of the Association, as furnished by the member and shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the President or the Board of Directors. -

**Section 9. Assistant Officers:**

The Board of Directors may appoint one (1) or more Assistant Treasurers and one (1) or more Assistant Secretaries, as it shall deem necessary for the best interests of the Association. Each assistant officer must be an Active Member or a representative of an Active Member of the Association. The assistant officer shall have the authority to perform such duties as may from time to time be assigned by the Board of Directors, and shall hold office for whatever period of time may be determined by the Board of Directors, provided, however, that the term of the appointed assistant officer shall not exceed one year from date of appointment. Upon the expiration of the appointment, the Board of Directors, in its discretion, may re-appoint the same person to another term as an assistant officer.

**Section 10. Professional Management:**

The Board of Directors may retain a professional manager or management association to administer the business affairs of the Association and to perform such management duties as authorized by the Board of Directors. The Board of Directors may assign the manager or association (or the association's representatives) such title as appropriate to represent the management functions performed.

**Section 11. Removal:**

Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby. Any officers elected by the Active Members of the Association may be removed by two-thirds (2/3)

vote of the Board of Directors present and voting whenever, in its judgment, the best interests of the Association would be served thereby.

**Section 12. Resignation:**

Any officer of the Association may resign from office by filing a written resignation with the Secretary. If the Secretary shall resign, the resignation shall be filed with the President. However, any Principal Officer who is also a member of the Board of Directors may not resign from the principal office without also resigning from the Board of Directors.

**Section 13. Vacancies:**

Any vacancy in any Principal Office may be filled by the Board of Directors until the next meeting of the Association, at which meeting the successor of the Principal Officer shall be elected to fill the unexpired term of the vacant Principal Office.

**Section 14. Bonds:**

The President, each member of the Finance Committee, the Secretary, the Treasurer, the Assistant Secretary and the Assistant Treasurer (if such assistant officers shall have been appointed) shall be covered by a Corporate Surety Bond in the amount and form as shall be approved by the Board of Directors.

**ARTICLE IX**

**Indemnification by Association**

**Section 1. Indemnification of Directors and Officers:**

The Association shall to the fullest extent to which it is empowered to do so and in accordance with the procedures required by the General Not for Profit Corporation Act of 1986 or any other applicable law as may from time to time be in effect, indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the Association, or is or was serving at the request of the Association as director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against all expenses, including attorneys' fees, judgments, fines, and amounts incurred by the director or officer in connection with the action, suit, or proceeding.

**Section 2. Contract with the Association:**

The provisions of Section 1 of this Article shall be deemed to be a contract between the Association and each director or officer who serves in the capacity of director or officer at any time while Section 1 of this Article and the relevant provisions of the General Not for Profit Corporation Act of 1986 or other applicable laws, if any, are in effect, and any repeal or modification of any such law or of Section 1 of this Article shall not affect any state of facts then or theretofore existing or any action, suit, or proceeding theretofore existing or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event a person entitled to indemnification under Section 1 of this Article claims indemnification, the Association shall take all required action to bring about a prompt and good faith determination of the person's right to indemnification hereunder.

**Section 3. Indemnification of Employees and Agents:**

Persons who are not covered by the foregoing provisions of this Article and who are or were employees or agents of the Association, or are or were serving at the request of the Association as employees or agents of another corporation, joint venture, partnership, trust, or other enterprise, may be indemnified to the extent the Association is empowered to do so by the General Not for Profit Corporation Act of 1986 or any other applicable laws, when and as authorized at any time from time to time by the Board of Directors in its sole discretion.

**Section 4. Advance of Expenses:**

Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of the action, suit, or proceeding upon receipt of a written undertaking by or on behalf of a director or officer to undertake to repay the expenses, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article. The provisions of this Section shall apply to employees or agents when the Board of directors has authorized indemnification under the provisions of Section 3 of this Article.

**Section 5. Other Rights of Indemnification:**

The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, or otherwise, and shall continue as to a person who ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 6. Liability Insurance:**

The Association shall have the power to purchase and maintain on behalf of any person who is or was a director, officer, employee, or agent of the Association or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, insurance against any liability asserted against the person and incurred by the person in any such capacity, or arising out of such person's status as such whether or not the Association would have the power to indemnify the person against liability under the provisions of this Article.

**Section 7. Report to Members:**

If the Association has paid indemnity or has advanced expenses to a director, officer, employee, or agent, the Association shall report the indemnification or advance in writing to the members with or before the notice of the next members' meeting.

**ARTICLE X**

**Finance Committee**

**Section 1. Election, Qualifications and Duties:**

There shall be a Finance Committee, consisting of three (3) members, who shall be elected by the members of the Association at the annual meeting of the Association. Each member of the Finance Committee must be an Active Member or a representative of an Active Member. The duties of the Finance Committee shall be the supervision of a quarterly audit of the books and accounts of the Association, the preparation of a budget of the Association's expenses for

submission to and adoption by the Board of Directors, and, in general, the supervision of all matters relating to the finances of the Association. It shall be responsible to and shall report its actions to the Board of Directors.

**Section 2. Terms of Members of Finance Committee:**

Each member of the Finance Committee shall be elected either for a full term of three (3) years or, pursuant to nomination and election under Section 8 of this Article, to complete the term of any member whose seat has been vacated for any reason.

**Section 3. Chair of Finance Committee:**

Immediately after the annual meeting of the Association, the members of the Finance Committee shall select one of the members of the Committee to serve as chair of the Committee until the next annual meeting of the Association.

**Section 4. Meetings of Finance Committee:**

Meetings of the Finance Committee shall be held at such times and places as shall be determined by the chair of the Committee or the President of the Association.

**Section 5. President May Attend Meetings:**

The President of the Association shall be entitled to notice of and to attend all meetings of the Finance Committee.

**Section 6. Removal:**

Any member of the Finance Committee may be removed by a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby.

**Section 7. Resignation:**

Any member of the Finance Committee may resign from said Committee by filing a written resignation with the Secretary of the Association.

**Section 8. Vacancies:**

Any vacancy in the Finance Committee shall be filled by a nomination by the President and approved by the Board of Directors until the next meeting of the Association, at which meeting the Active Members shall elect a person to fill the unexpired term of the position on the Committee.

**ARTICLE XI**

**Education Committee**

**Section 1. Appointment, Qualifications and Duties:**

There shall be an Education Committee that shall be nominated by the President of the Association and approved by the Board of Directors. Each member of the Education Committee must be an Active Member or - or a representative of an Active Member -. The duties of the Education Committee shall be the planning, organization and supervision of educational seminars and meetings, the publication of educational materials and the dissemination of

information intended for the professional benefit of all members. It shall be responsible to and shall report its actions to the Board of Directors.

**Section 2. Chair of Education Committee:**

Immediately after the annual meeting of the Association, the members of the Education Committee shall select one of the members of the Committee to serve as chair of the Committee until the next annual meeting of the Association.

**Section 3. Meetings of Education Committee:**

Meetings of the Education Committee shall be held at such times and places as shall be determined by the chair of the Committee or the President of the Association.

**Section 4. President May Attend Meetings:**

The President of the Association shall be entitled to notice of and to attend all meetings of the Education Committee.

**Section 5. Removal:**

Any member of the Education Committee may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby.

**Section 6. Resignation:**

Any member of the Education Committee may resign from the Committee by filing a written resignation with the Secretary of the Association.

**Section 7. Vacancies:**

Any vacancy in the Education Committee may be filled by a nomination by the President and approval by the Board of Directors.

## **ARTICLE XII**

### **Legislative Committee**

#### **Section 1. Appointment, Qualification and Duties:**

There shall be a Legislative Committee that shall be nominated by the President of the Association and approved by the Board of Directors. Each member of the Legislative Committee must be an Active Member - or a representative of an Active Member -. The duties of the Legislative Committee shall be to enhance the Association's effectiveness in legislative matters affecting the title industry and to maintain and strengthen contact with state legislators. Its activities shall include the review of any pending or existing legislation affecting the title industry and reporting of any recommendations to the Board of Directors, together with the researching and drafting of proposed amendments to existing or pending legislation. It shall draft position papers where appropriate and be responsible to and report its actions to the Board of Directors.

#### **Section 2. Chair of Legislative Committee:**

Immediately after the annual meeting of the Association, the members of the Legislative Committee shall select one or two of the members of the Committee to serve as chair or co-chairs of the Committee until the next annual meeting of the Association.

#### **Section 3. Meeting of Legislative Committee:**

Meetings of the Legislative Committee shall be held at such times and places as shall be determined by the chair of the Committee or the President of the Association.

**Section 4. President May Attend Meetings:**

The President of the Association shall be entitled to notice of and to attend all meetings of the Legislative Committee.

**Section 5. Removal:**

Any member of the Legislative Committee may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby.

**Section 6. Resignation:**

Any member of the Legislative Committee may resign from the Committee by filing a written resignation with the Secretary of the Association.

**Section 7. Vacancies:**

Any vacancy in the Legislative Committee may be filled by a nomination by the President and approved by the Board of Directors.

**ARTICLE XIII**

**Membership Committee**

**Section 1. Appointment, Qualifications and Duties:**

There shall be a Membership Committee that shall be nominated by the President of the Association and approved by the Board of Directors. Each member of the Membership Committee must be an Active Member - or a representative of an Active Member -. The duties of the Membership Committee shall be the stabilization and expansion of membership, the

recruiting of qualified potential members, the review of all membership applications and reporting to the Board of Directors with recommendations as to acceptability of each applicant.

**Section 2. Chair of Membership Committee:**

Immediately after the annual meeting of the Association, the members of the Membership Committee shall select one of the members of the Committee to serve as chair of the Committee until the next annual meeting of the Association.

**Section 3. Meetings of Membership Committee:**

Meetings of the Membership Committee shall be held at such times and places as shall be determined by the chair of the Committee or the President of the Association.

**Section 4. President May Attend Meetings:**

The President of the Association shall be entitled to notice of and to attend all meetings of the Membership Committee.

**Section 5. Removal:**

Any member of the Membership committee may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby.

**Section 6. Resignation:**

Any member of the Membership Committee may resign from the Committee by filing a written resignation with the Secretary of the Association.

**Section 7. Vacancies:**

Any vacancy in the Membership Committee may be filled by a nomination by the President and approval by the Board of Directors.

**ARTICLE XIV**

**Nominations**

At least thirty (30) days prior to the annual meeting of members, the President of the Association shall appoint a Nominations Committee for the purpose of slating candidates for election to such directorships, offices and committees as shall be voted upon by the members of the Association at the annual meeting of members. The Nominations Committee shall consist of as many Active Members as shall be selected by the President, but the immediate past President of the Association shall be a member of and shall be the chair of the Committee. In the absence, inability or refusal of the immediate past President to serve, the President of the Association shall select a chair from the roster of past Presidents of the Association. Each member of the Nominations Committee shall be an Active Member or a representative of an Active Member. The names of the candidates selected by the Committee shall be placed in nomination at the annual meeting of members and may be approved by the Active Members. However, further nominations may be made and approved at the annual meeting of the Association by any Active Member or by any representative of any Active Member.

## **ARTICLE XV**

### **Other Committees**

There may be other committees with powers and duties as may from time to time be proposed by the President of the Association and approved by the Board of Directors.

## **ARTICLE XVI**

### **Assets, Funds and Obligations**

#### **Section 1. Deposit of Funds:**

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as shall be approved from time to time by resolution of the Board of Directors.

#### **Section 2. Gifts:**

The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

#### **Section 3. Contracts:**

All contracts executed on behalf of the Association shall be signed by a Principal Officer of the Association and approved by the Board of Directors without the necessity of attestation by the Secretary. A copy of the executed contract shall be forwarded to the Secretary.

#### **Section 4. Payment of Obligations:**

All bills for payment by the Association and all claims for reimbursement of expenses shall be forwarded to the Treasurer of the Association. All checks, drafts or other orders issued for the payment of the bills or claims for reimbursement of expenses shall be issued in the manner and shall be signed by the Principal Officer as shall be determined from time to time by resolution of the Board of Directors. In the absence of a resolution, all checks, drafts or other orders issued for the payment of the bills or claims for reimbursement of expenses shall be signed by the Treasurer, provided, however, that the bills or claims shall have been previously approved for payment on the basis of warrants bearing the written signature of the President and the Chair of the Finance Committee. Each warrant submitted for approval shall be accompanied by a detailed statement of the items covered by the warrant. Warrants shall be in the form as has been determined by the Board of Directors.

## **ARTICLE XVII**

### **Dues**

#### **Section 1. Payment of Dues by Active Members:**

Each Active Member shall pay dues in accordance with a schedule to be fixed from time to time by the Board of Directors. An Active Member whose application for membership is approved effective after January 1 of the year shall, for the first partial year, pay a pro-rata portion of the annual dues that would have been payable by that Active Member for a full year of membership in the Association. An Active Member and its affiliate companies doing business in Illinois shall have dues assessed on a consolidated basis regardless of whether those affiliate companies are Active Members. The assessment of dues on this consolidated basis shall not affect the voting rights of Active Members under Article V, Section 6 hereof. In no event shall any Active

Member and its affiliate companies doing business in Illinois, pay more than 18% of the total dues assessed against the Active Members of the Association.

**Section 2. Payment of Dues by - Associate Members:**

Each - Associate Member shall pay dues in accordance with a schedule to be fixed from time to time by the Board of Directors. An -Associate Member whose application for membership is approved effective after January 1 of the year shall, for the first partial year, pay a pro-rata share of the annual dues that would have been payable by that - Associate Member for a full year of membership in the Association.

**Section 3. Members Exempt from Dues:**

Lifetime Honorary Members shall pay no dues.

**Section 4. Default in Payment of Dues:**

A member failing to pay dues within sixty (60) days after such dues become payable shall be considered delinquent. Failure to pay any indebtedness, including dues, after the sixty (60) days shall be sufficient cause for the Board of Directors to thereupon suspend the membership in arrears. Such suspension shall not in any way relieve said member from responsibility to the Association for its indebtedness. No member who is delinquent in the payment of dues shall be entitled to vote, be listed in the membership directory, or any other benefits of the Association. Failure to pay dues by December 31<sup>st</sup> of the delinquent year shall result in forfeiture of membership.

## **ARTICLE XVIII**

### **Fiscal Year**

The fiscal year of the Association shall coincide with the calendar year.

## **ARTICLE XIX**

### **Code of Ethics**

The Code of Ethics of the Association shall be as follows:

The foundation of the American heritage of personal freedom is the widely allocated ownership and use of the land. Upon the furtherance of that heritage depends the survival and growth of free institutions and of our civilization. The Land Title Profession is the instrumentality through which titles to land reach their highest accuracy and attain the widest distribution.

The title profession, having become such a vital and integral part of our country's economy, has imposed on each member of the Association, obligations above and beyond those customarily required of participants in ordinary commercial pursuits, and a code of ethics higher and purer than ordinarily considered acceptable in the market place, to the fulfillment of which the title profession is dedicated. Each member of the Association shall be ever zealous to maintain and improve the quality of service and shall assume personal responsibility for maintaining the highest possible standards of business practices, and to those purposes shall pledge observance and furtherance of the letter and spirit of the following Code of Ethics.

**FIRST:** Governed by the laws, customs and usages of the respective Communities they serve, and with the realization that ready transferability results from accuracy and perfection of titles, members shall issue abstracts of title or policies of title insurance only after an appropriate investigation,

founded on adequate records and learned examination thereof, and shall otherwise so conduct their business that the needs of their customers shall be of paramount importance.

**SECOND:** Every member shall obtain and justifiably hold a reputation for honesty and integrity.

**THIRD:** Ever striving to serve the owners of interests in real estate, members shall endeavor to facilitate transfers of title by eliminating delays and unnecessary exceptions and to make their services available in a manner that will encourage transferability of title, provide adequately for obligations they assume in connection therewith; and afford a fair return on the value of services rendered and capital employed.

**FOURTH:** Members shall support state legislation that is in the public interest and will unburden real estate from unnecessary restrictions and restraints on alienation.

**FIFTH:** Members shall not engage in any practices detrimental to the public interest or to the continuing stability of the title profession.

## **ARTICLE XX**

### **Amendments to Bylaws**

These Bylaws may be altered, amended or revised by vote of a majority of the Directors present at any regular or special meeting of the Board of Directors, provided, however, that a written copy of such alteration, amendment or revision shall have been sent to each member of the Board of Directors at least ten (10) days prior to a regular meeting and at least five (5) days prior

to a special meeting. Any alteration, amendment or revision of these Bylaws, if approved by the Board of Directors, shall become effective immediately after the next annual meeting of the Association, but only upon the following conditions:

- a) That a written copy of such alteration, amendment or revision shall have been included in the notice of the next annual meeting of the Association sent to Active Members; and,
- b) That any alteration, amendment or revision shall not have been disapproved by a vote of a majority of the Active Members present at the next annual meeting of the Association.

These Bylaws may also be altered, amended or revised by vote of a majority of the Active Members present at any annual meeting of the Association.