

Arkansas Land Title Association

Bylaws

As Amended June 20, 2009

Article I

NAME

The name of this Association shall mean and refer to Arkansas Land Title Association (hereinafter, the "Association"), a non-profit corporation, organized and existing under the laws of the State of Arkansas. The principal place of business of the Association shall be designated from time to time by the Board of Directors.

Article II

OBJECTS AND PURPOSES

The objects and purposes of this Association shall be to:

- Maintain professional ethics and uniform standards.
- Promote the education, professional, economic and political interests of the Arkansas land title industry and its public.
- Provide information and education on the vital importance of the profession to consumers; to those who regulate, supervise, or enact legislation affecting the land title industry; to its members; and to affiliated state associations.
- Promote the safe and efficient transfer of ownership of, and interest in, real property.

Article III

MEMBERSHIPS

Section 1. CLASSES OF MEMBERS. Members of the Association shall be all persons who are either:

- (a) presently Active Members of the Association and who shall hereafter pay the annual dues, or

(b) those duly elected to membership by the Board of Directors in accordance with Article III, Section 2, and who shall pay the annual dues.

Members of the Association shall be divided into five (5) classes:

- (a) Active Members
- (b) Associate Members
- (c) Underwriter Members
- (d) Individual Members and
- (e) Honorary Members

(a) **ACTIVE MEMBERS.** Any individual, sole proprietorship, partnership, corporation, or other business entity that primarily engages in the business of title insurance, the business of abstracting, or evidencing land titles in the State of Arkansas shall be eligible for Active Membership in the Association, subject to Section 2 of this Article, and if such individual, corporation or business entity:

1. is licensed under the laws of the State of Arkansas to make abstracts of title, or is licensed by the Arkansas Insurance Department to issue title insurance policies, and
2. has been actively engaged in the operation of an Abstract or Title Company in the State of Arkansas for a continuous period of five (5) years prior to application for membership, and
3. possesses the qualifications of experience in such business;
4. has a satisfactory record of efficient operations;
5. has a management comprised of skilled and experienced personnel of sound character;
6. has financial responsibility
7. subscribes and adheres to the Code of Ethics of this Association as adopted, amended, or interpreted as herein provided, and
8. agrees to be governed by the Bylaws of this Association.

(b) **ASSOCIATE MEMBERS.** All persons, firms or corporations, or their representatives, not otherwise qualified to be accepted for active membership, or other membership classes defined in this section are eligible to become Associate Members, subject to Section 2 of this Article. The individual, or in the case of a corporation, its officers and representatives, must have a good moral character, a reputation for fair dealing, a financial responsibility consistent with the extent of their business. An Associate Member shall have no vote and shall neither serve on the Board of Directors nor as an officer of the Association.

(1) **Abstract and Title Associate Members.** An Associate Member who has been licensed under the laws of the State of Arkansas to make abstracts of title or issue title insurance policies for a period of five (5) continuous years may be converted to an Active Member by a majority vote of the Board of Directors, provided the requirements of Article III, Section 1(a) are met.

(c) **UNDERWRITER MEMBERS.** Corporations authorized by the Arkansas Department of Insurance to conduct business as Title Insurers shall be eligible for Underwriter Membership in the Association, subject to Section 2 of this Article. An Underwriter Member shall have no vote

and shall not serve as an officer of the Association. In accordance with Article VI of these Bylaws, one Underwriter Member shall serve as a non-voting member of the Board of Directors.

(d) **INDIVIDUAL MEMBERSHIP.** Any individual who is employed by an Active Member, or an Abstract or Title Associate Member, or any individual who is not actively employed in the title insurance or abstract business but holds a Title Agent license from the Arkansas Department of Insurance shall be eligible for Individual Membership in the Association, subject to Section 2 of this Article. An Individual Member, other than those persons designated as representing the vote of an active member, shall have no vote. Any individual who is not employed by an Active Member, or an Abstract or Title Associate Member shall neither serve on the Board of Directors nor as an officer of the Association.

(e) **HONORARY MEMBERS.** Any individual may be elected to this class of membership by the Board of Directors upon the Board's own motion. This class of membership shall be for the purpose of utilizing the knowledge, ability and wisdom of the individual acquired by years of experience in the title business; and to recognize former members of the Association who are no longer active in the Association by reason of retirement and/or sale of their title business. Such members shall be entitled to all the rights and privileges of Active members of the Association, except they shall have no vote and shall neither serve on the Board of Directors nor as an officer of the Association. Honorary Members shall not be assessed membership dues.

Section 2. QUALIFICATIONS FOR AND ELECTION TO MEMBERSHIP. Membership of any class of this Association shall require the affirmative vote of a majority of the total number of the Board of Directors at a meeting when a quorum is present. All applicants shall subscribe to the Code of Ethics, and agree to be governed by the Bylaws of this Association.

(a) All applicants for membership, in addition to the requirements of Section 1 of this Article, shall file with the Executive Director of this Association a written application for membership in the class for which such applicant is eligible on a form established by the Board of Directors.

- (1) Such application shall be accompanied by an application fee, if any, as may be established by the Board of Directors, and shall also be accompanied by evidence satisfactory to the Board of Directors of the applicant's qualifications for membership as defined in Section 1 of this Article.
- (2) Applicants for Active Membership or Abstract or Title Associate Membership shall provide a reference from an Active Member, a reference from and Underwriter, and a reference from a financial institution that has held the applicant's trust accounts.
- (3) The Executive Director shall forward applications to the Membership Committee for review in Accordance with Article VII, Section 7 of these Bylaws.

- (4) The Board of Directors shall consider such application and all information pertaining thereto and take such action thereon as it deems proper. The action taken by the Board shall be final.
- (5) The Board of Directors may waive the time requirement in Section 1(a)(2) of this article at its discretion.

Section 3. REPRESENTATION AND VOTING. Only Active Members in good standing shall be entitled to vote. No other class of membership shall be entitled to vote. Each Active Member shall be entitled to only one (1) vote.

- (a) All Active Members shall notify the Executive Director of the individual representative authorized to cast votes.
- (b) An Active Member may give his written proxy authorizing another Active Member to cast his vote at any meeting. Said written proxy shall be considered valid if filed with the Executive Director of the Association prior to the commencement of the meeting, and provided that it is dated, signed by the Active Member giving the proxy, and designates the name of the Active Member present at the meeting authorized to exercise the proxy.
- (c) Active Members shall be entitled to vote, to hold positions on the Board of Directors, and to be elected as an officer of the Association. Active Members and Abstract and Title Associate Members shall be entitled to use the Association's logo in connection with their business.
- (d) In the event two (2) or more companies are owned, controlled or operated by the same individual, corporation or partnership, each entity shall be entitled to one vote (1), provided that each entity is an Active Member of the Association.

Section 4. AFFILIATION WITH AMERICAN LAND TITLE ASSOCIATION. This Association shall be an affiliate of the American Land Title Association. Though not required as a condition of membership in this Association, members shall be encouraged to become members of the American Land Title Association,

Section 5. TERMINATION AND SUSPENSION OF MEMBERSHIP. The membership of any member may be terminated by resignation, suspension or expulsion.

- (a) **RESIGNATION.** A member not in default in payment of dues and against whom or which no grievance is pending, may file a resignation in writing with the Executive Director of the Association and it shall become effective immediately upon receipt by the President or Executive Director. All paid dues and fees shall be forfeited to the Association immediately upon receipt of the resignation.

(b) CENSURE, SUSPENSION AND EXPULSION OF MEMBERS(s). Any member may be censured, suspended or expelled for misconduct in his relations with the general public, the Association, or a member thereof in accordance with Article IX of these Bylaws.

Section 6. REINSTATEMENT. The Board of Directors may in its discretion, by the affirmative vote of a majority of the Board, reinstate any member who has resigned, been suspended or expelled if written application for reinstatement is filed within one year of the effective date of resignation, suspension or expulsion, subject to Section 1 and Section 2 of this Article.

Section 7. DIVESTMENT OF PROPERTY INTEREST. No member shall have or acquire any right, title or interest, either legal or equitable, in or to the assets or property of the Association. In the event of dissolution any assets of the Association remaining after payment of its obligations shall be distributed to one or more regularly organized charitable, educational, scientific, philanthropic or governmental organizations to be selected by the Board of Directors.

Section 8. CODE OF ETHICS. The Board of Directors shall adopt and publish the Code of Ethics for the Association.

Section 9: TRANSFER OF MEMBERSHIP. Membership in the Association is not transferable or assignable.

ARTICLE IV

MEMBERSHIP FEES AND DUES

Section 1. RESPONSIBILITY FOR PAYMENT. All members shall pay such membership or admittance fees, if any, and such annual dues as may be established by resolution of the Board of Directors. Such dues shall be payable on or before January 31 of each year. The Executive Director shall furnish a written list of members in default of payment of dues to the Board of Directors.

Section 2. DEFAULT IN PAYMENT OF DUES. No later than five (5) business days following January 31 of each year, any member in default in the payment of dues shall be notified in writing by the Executive Director of the Association that unless such dues are paid in full by March 1 membership and all rights in respect thereto of such member shall be terminated. Copies of said notice shall be sent to all members of the Board of Directors. The Executive Director shall provide written notification to members who are still in default as of March 1, that

their membership in the Association has been terminated for nonpayment of dues. Copies of termination notices shall be sent to all members of the Board of Directors.

- (1) The Board of Directors, at the written request of said terminated member, and at the Board's discretion, may reinstate such member upon payment of all unpaid items during the calendar year within which such delinquency occurs. Reinstatement is subject to the requirements of Article III, Section 2, and must be affirmed by a majority vote of the Board of Directors at a meeting where a quorum is present.
- (2) If not so reinstated, any such former member desiring to become a member of the Association shall be required to make application for membership in accordance with Article III of these bylaws.

Section 3. **MULTIPLE COMPANIES.** In the event two (2) or more companies are owned or controlled by the same individual, corporation or partnership, and each desires to be a Member of the Association, each company so owned or controlled, shall apply for membership and pay dues as designated in Article IV, Section I.

ARTICLE V

MEETINGS

Section 1. **ANNUAL MEETING.** The Association shall hold its Annual Meeting at such time and at such place, within or without the State of Arkansas, as may be fixed by the incoming President at the preceding annual meeting or, if not so fixed, then as may be determined by the Board of Directors.

Section 2. **SPECIAL MEETINGS.** Special meetings of the Association may be called at any time by the President, Vice President, or by a majority of the Board of Directors, or by twenty-five per cent (25%) of the Active Members. The business transacted at such special meetings shall be limited to the matters stated in the Notice as prescribed in Section 3 of this Article.

Section 3. **NOTICE.** Written notice of each Annual or Special Meeting of the Association shall be provided to the membership no later than ten (10) days prior to the meeting date. Said notice shall state the location, date and time of the meeting, who is calling the meeting, and in the case of a Special Meeting, the purpose or purposes for which the meeting is called.

Section 4. **QUORUM.** At any Annual or Special Meeting, a number equivalent to ten percent (10%) of those Active members in good standing at the time of such meeting shall constitute a quorum.

Section 5. ORDER OF BUSINESS. The order of business at the annual meeting of the Association, subject to change on motion and majority vote of the Board of Directors, shall be as follows:

- (a) Call to order by the presiding officer.
- (b) Report of President.
- (c) Report of Secretary/Treasurer.
- (d) Reports of Committees.
- (e) Unfinished business.
- (f) New Business.
- (g) Election of Officers and Directors shall be held as the last order of business at the last business session of the annual meeting.
- (h) Adjournment.

Article VI

OFFICERS AND BOARD OF DIRECTORS

Section 1. OFFICERS. The elected officers of the Association shall consist of a President, Vice President, and Secretary/Treasurer. Only an owner, officer, partner, or an employee of an Active Member in good standing, who has served at least one full term on the Board of Directors, is eligible to serve as an elected officer. Each officer shall be elected at the annual meeting to serve until the election of officers at the next Annual Meeting or thereafter until their successors have been elected or appointed and have assumed office.

(a) PRESIDENT. The President shall be the executive head of the Association, a voting member of the Board of Directors, an ex-officio member of all committees and, except as otherwise herein provided, shall appoint the chairpersons of all committees of the Association, and preside over all meetings of the Association. ‘

(b) VICE PRESIDENT. The Vice President shall be a voting member of the Board of Directors, and shall perform the duties of the President in case of the President’s absence or inability to act.

(c) SECRETARY/TREASURER. The Secretary/Treasurer shall be a voting member of the Board of Directors, and shall duly account for all monies of the Association received under the official capacity delegated to the Treasurer by the Board of Directors. The Treasurer, under the direction and control of the Board of Directors, may also perform such other financial duties as may be necessary for the proper conduct of the business of the Association. The Secretary/Treasurer shall have the responsibility, when deemed necessary by the Board of Directors, for obtaining an independent audit of the Association's financial records by a professionally acceptable Certified Public Accountant using professionally acceptable auditing standards. The report of any such

audit shall be submitted to the Audit Committee of the Association, and to the Board of Directors. The audit report shall be presented as an official written report at the Annual Meeting.

Section 2. EXECUTIVE DIRECTOR. The Association may employ an Executive Director. The terms and compensation, if any, shall be set by the Board of Directors. Subject to the supervision of the Board of Directors and consistent with the duties herein prescribed for various officers, the Executive Director shall be the principal administrator of the Association and shall be responsible for handling all incoming and outgoing communications and shall maintain the permanent records and files of the Association. Under the supervision of the Secretary/Treasurer, the Executive Director shall receipt, deposit and disburse all monies of the Association and periodically account for those funds. Additionally, the Executive Director will provide general assistance to the Officers, Board Members, and committees of the Association in the performance of their duties, as shall be assigned from time to time the Board of Directors. The Executive Director shall ensure that annual tax returns and any other governmental agency required reports/forms are filed in a timely manner. The Executive Director shall maintain the corporation seal.

Section 3. BOARD OF DIRECTORS. The Board of Directors shall consist of the President, Vice President, Secretary/Treasurer, the Immediate Past President, five (5) Board Members from the Active Membership, and one (1) Board Member from the Underwriter Membership. The Underwriter Board Member shall serve in an advisory capacity and shall not have a vote on board matters.

- (a) Each Board Member shall be elected at the Annual Meeting to serve until the end of the next Annual Meeting and thereafter until their successors have been elected or appointed and have assumed office
- (b) The Board of Directors shall be the governing body of the Association. The Board shall have the responsibility and authority to perform all acts or duties necessary for the benefit of the Association. Such authority shall include the power to remove from office any officer or member of the Board of Directors, when such removal is deemed by the Board to be in the best interests of the Association. Such action for removal requires compliance with Article VIII of these bylaws.
- (c) The Board of Directors shall transact such business as shall arise between Annual Meetings, shall keep the membership informed of all decisions which, in the judgment of the Board of Directors, affect the membership and industry, and perform such other duties as sanctioned by a majority vote of Active Members present at any Annual Meeting or Special Meeting. The Board of Directors shall have power to fill vacancies for the unexpired term of any officer (other than the President) or any member of the Board of Directors. Such appointees shall hold office until the election of Board Members at the next Annual Meeting or thereafter until their successors have been elected or appointed and have assumed office.

- (d) A majority of the Board of Directors shall constitute a quorum. The Board of Directors may, if necessary, meet by telephone conference call or other electronic means, including but not limited to email communications and video conferencing. Any decision reached by such telephone conference or electronic means requires a quorum.

Section 4. ELIGIBILITY. No individual shall be elected as an officer or member of the Board of Directors unless prior to such election they have been active in the Association for a period of at least five (5) years.

Any officer, board member or committee member, except the Past President's Committee, shall have their right to act as such officer, board member or committee member terminated if:

- (1) the Active Member with whom they are associated ceases to be a member of the Association, or
- (2) they cease to be an officer or employee of an Active Member for a period of more than 60 days.

Nothing herein contained shall be construed to prevent the reappointment by the Board of Directors, of any such officer, board member or committee member who thereafter affiliates himself with another member of this Association.

ARTICLE VII

STANDING COMMITTEES

The President, within thirty (30) days after election, shall appoint the Chairpersons of all standing committees except the Nominating Committee, which shall be chaired by the immediate past president, unless the immediate past president is unwilling or unable to serve on the committee. Unless removed from chairmanship by the President, Committee Chairmen shall serve until the election of officers at the next Annual Meeting or thereafter until their successors have been appointed and have assumed office.

Within 30 days of their appointment, all Chairpersons appoint all committee members, and shall prepare and submit to the Vice President a program of action and submit to the Secretary/Treasurer and Executive Director a tentative budget

Section 1. ADVERTISING AND PUBLICITY COMMITTEE. The Advertising and Publicity Committee shall vigorously promote the proper concept of the Association and increase, through all reasonable means, public good-will toward the Association. It will especially publicize the public service concept of the members' facilities and the skill and professional ability of the members, constantly seeking a better public understanding and knowledge of the functions and

purposes of the abstract and title insurance industry. This Committee shall be limited to five (5) members.

Section 2. LIAISON COMMITTEE. The Liaison Committee shall, at the direction of the Board of Directors, work with other professional or trade association of a state, area or local character, or with branches of the Federal, State, County or local governments, or with committees or authorized representatives thereof, or of similar bodies, to promote goodwill toward the Association and the furtherance of mutual interests between such bodies and the Association.

Section 3. PAST PRESIDENTS COUNCIL. The Past Presidents Council shall be composed of all Past Presidents. When requested by the Board of Directors, it shall, or on its own motion, may advise and give counsel to the Board of Directors or any officer or committee on any measure deemed to advance the good of the Association.

Section 4. EDUCATION COMMITTEE. The Education Committee shall plan, organize, promote and be responsible for the execution of a constantly-improving program of instruction for the general benefit of Association members and the employees of Association members. Subject to the approval of the Board of Directors, it shall conduct schools of education on behalf of the Association, or in conjunction with other professional and trade associations. This committee shall be limited to five (5) members.

Section 5. FINANCE AND AUDIT COMMITTEE. The Finance Committee shall be composed of the Vice President, who shall chair the committee, the President, the Secretary/Treasurer, and one member of the Board of Directors. It shall have general supervision of the finances of the Association. It shall present to the Board of Directors for approval a budget of estimated income and proposed expenditures for the next succeeding fiscal year, and shall audit the accounts of the association, or have the accounts audited by a Certified Public Accountant. Results of such audits shall be reported to the Board of Directors.

Section 6. JUDICIARY AND LEGISLATIVE COMMITTEE The Judiciary and Legislative Committee shall investigate and report important decisions tendered in federal and state courts relating to the duties, liabilities and responsibilities of abstracters, insurers of title to real property or liens and obligations thereon and other decisions relative to the land title industry. The Committee shall also keep the Association informed of pending and enacted legislation affecting the title industry and, subject to the approval of the Board of Directors, shall have power to act with regard to legislation affecting or relating to the interests of members of the Association and the land title industry generally. The Judiciary and Legislative Committee shall report its activities at each Annual Meeting. Upon request and under the direction of the Board of Directors, the Judiciary and Legislative Committee shall draft or cause to be drafted proposed legislation affecting or relating to the interests of members of the Association and the land title industry generally.

The Committee shall consider all proposals to amend and may, on its own motion, propose amendments to the Articles of Incorporation, Bylaws and the Code of Ethics of this Association. Subject to the approval of the Board of Directors, the committee shall specify for distribution among the members those practices which shall thereafter be deemed in violation of the principles of said Code of Ethics.

The Judiciary and Legislative Committee shall be limited to seven (7) members.

The chairperson of the Judiciary and Legislative Committee may establish a working subcommittee or committees but may appoint no more than three (3) members to such subcommittee(s).

Section 7. MEMBERSHIP COMMITTEE. The Membership Committee shall endeavor to obtain applications for membership in the Association and shall make recommendations as to any matter that will affect the quality or quantity of membership. It shall study ways and means for improving the operations and methods of the Association and the furtherance of a closer relationship between it and the membership.

The Membership Committee shall review all qualifications and verify references, if applicable, of all Association membership applications. The Membership Committee shall submit applications accompanied by their recommendation for the applicant's membership to the Board of Directors.

The chairperson of the Membership Committee shall establish the following working subcommittees and any other sub committees deemed necessary and appoint any number of members to such sub committees.

(a.) YOUNG TITLE PEOPLE SUBCOMMITTEE. The Young Title People Committee shall be composed of all Active Members or officers, employees, or managers of an Active Member in good standing who are not more than the age of 35 years. The purpose and scope of work of this committee are:

- (1) to establish, execute and administer an award program for young title people, with such award to be given during the Annual Meeting of the Association and with the stipulation that all budgetary considerations in connection with the award be submitted to the Board of Directors for approval;
- (2) to establish programs wherein young people can become more familiar with and involved with the Association and its functions;
- (3) to aid in recruitment of young people to make a career in the title industry, and to aid in education of the general public as to the title industry; and

- (4) to carry out such other duties which may be assigned from time to time by the President and/or the Board of Directors.

(b.)SPECIAL SERVICE AWARDS SUBCOMMITTEE. The Special Service Awards Committee shall be composed of three (3) Active Members of the Association. It shall be the responsibility of this Committee to request, search for, and monitor information relative to prospective candidates for special service awards. Nomination for the selection of persons to receive a Special Service Award may be made by this Committee or by any Active Member in good standing. The Committee shall take such action as it deems proper and report such action to the Board of Directors for approval. The Committee shall consider nominations for four (4) classes of special awards:

- i. Honorary Members
- ii. Twenty-five (25) Year Service Award
- iii. Fifty Year Service Award
- iv. Distinguished Service Award - The Distinguished Service Award shall be the highest award given and should be considered accordingly. It shall be the responsibility of the Committee to furnish the names of recipients to the Executive Director of the Association who in turn will arrange for the designated awards as follows:
 1. An appropriate plaque designed for each of Classes 1, 3, and 4 recipients.
 2. An appropriate certificate shall be awarded for Class 2 recipients. Classes 1, 3, and 4 recipients shall be entitled to attend all Association functions as a guest, without payment of the individual registration fee. All such awards shall be presented at the Annual Meeting of the Association.

The chairperson of the Membership Committee may establish other working subcommittees deemed necessary but may appoint no more than three (3) members to such subcommittees.

Section 8. NOMINATING COMMITTEE. The Nominating Committee shall be automatically formed after the election of officers at the Annual Meeting. It shall be composed of the three (3) previous Past Presidents who are willing to serve on the committee, and who are Active Members in good standing of the Association, or who are officers, partners, managers or employees of an Active Member in good standing of the Association. Prior to submitting the proposed nominations to the membership at the Annual Meeting, the Nominating Committee shall counsel with the proposed nominees concerning their availability and willingness to serve.

Such counseling is not to be construed as a commitment by the Nominating Committee and such notice and understanding is to be conveyed to each candidate for office pending the final decisions of the Nominating Committee. The final report of the Nominating Committee shall be made on the floor at the Annual Meeting and such additional nominations if any, as shall be received from the floor shall be placed in nomination. The election to fill all elective offices shall be held in accordance with Article V, Section 5 of these bylaws. The Nominating Committee will meet not less than sixty (60) days prior to the regular Annual Meeting and select nominees for President, Vice President, Secretary/Treasurer and members of the Board of Directors to fill expiring terms or vacancies. The Nominating Committee shall then submit the list of nominees to the Executive Director of the Association who shall send a notice to all Active Members of the Association informing them of the nominees selected by the committee. The notice shall be submitted to the membership not less than ten (10) days before the regular Annual Meeting.

Section 9. STRATEGIC PLANNING COMMITTEE. The Strategic Planning Committee shall study ways and means for improving the operations and methods of the Association and the furtherance of a closer relationship between it and the membership. The Strategic Planning Committee's recommendations shall be submitted by the Chairperson to the Board of Directors.

Section 10. OTHER COMMITTEES. The Board of Directors may establish other committees and sub committees deemed necessary and may appoint any number of members to such committees or sub committees. Such committees or sub committees shall exist for a time as specified by the Board of Directors, but in no case shall extend past the election of new officers at the Annual Meeting.

ARTICLE VIII

REMOVAL FROM OFFICE

In order to remove an officer or a member of the Board of Directors from their official position in the Association, a complaint by an Active Member must first be submitted in writing and filed with the Executive Director of the Association, who shall forthwith refer it to the Board of Directors. If after preliminary investigation the Board deems the complaint to be without merit, it may dismiss the complaint.

If the Board deems the complaint to have merit, member against whom a complaint has been filed must be notified within ten (10) days of the receipt of the complaint, giving said member ten (10) days to notify the Association of their intent to appear before the Board of Directors for a hearing. The member shall be furnished a copy of the complaint and notified of the date, time and place of such hearing at least thirty (30) days in advance of the hearing.

If the complained-of-member serves on the Board of Directors, they shall be recused from all Board actions regarding the complaint.

After such hearing, the Board of Directors may find the member to be guilty or not guilty of the charges against him, and if found guilty, may adjudge that he/she be removed from office. No removal shall be adjudged except by a majority vote of the entire Board of Directors.

Within ten (10) days of such hearing, the Board of Directors shall notify said complained of member of its decision, and that decision shall be final.

All notices and correspondence between the parties shall be sent by certified or registered mail, requiring a receipt of delivery signed by the recipient.

ARTICLE IX

PROCEDURE RESPECTING GRIEVANCES, COMPLAINTS AND INVESTIGATIONS

Section 1. Complaints against a member of the Association alleging misconduct in his relations with the general public, the Association, or a member thereof, shall be in writing, signed by the complaining party and filed with the Executive Director of the Association who shall forthwith refer it to the Board of Directors. The member against whom a complaint has been filed shall be furnished a copy of the complaint and shall be permitted thirty (30) days to answer the same in writing, such answer to be filed with the President and a copy to the Executive Director.

Section 2. At a time and place designated by the President, the Board of Directors shall hold a hearing on the complaint, at which hearing the complainant and the complained-of-member may appear personally and by counsel in his defense; provided, however, that if after preliminary investigation the Board shall deem the complaint to be without merit, it may dismiss the complaint.

Section 3. The Board of Directors may find the member to be guilty or not guilty of the charges against him, and if found guilty, may adjudge that he/she 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 entire Board of Directors. Such decision of the Board of Directors shall be reduced to writing and a copy thereof furnished to the complainant and the member.

Section 4. Any decision of the Board of Directors suspending or expelling a member shall be final and shall become effective according to its terms unless, within thirty (30) days thereafter, the member shall file with the Executive Director of the Association a written appeal to the membership of the Association, in which event the decision of the Board of Directors shall be held in abeyance pending determination of the appeal at the next Annual Meeting or Special

Meeting. Upon such appeal the decision of the Board of Directors shall be affirmed or reversed by a majority vote of the Active Members in good standing present and voting at the meeting, or voting by proxy as set forth in Article III, Section 3 of these Bylaws.

Section 5. All communications, notices or pleadings by or from any party to a grievance proceeding shall be sent by certified or registered mail addressed to the Association at the principal place of business of its Executive Director. All notices or communications by or from the Association to any party 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.

ARTICLE X

GENERAL PROVISIONS

Section 1. **FISCAL YEAR.** The Fiscal year for the Association shall be the calendar year, unless otherwise prescribed by the Board of Directors.

Section 2. **RULES OF ORDER.** Should any dispute arise as to the conduct of any meeting of the Association, its Board of Directors or its Committees, Roberts Rules of Order shall govern the conduct of any such meeting.

Section 3. **GENDER AND USAGE.** Whenever any words are used in these Bylaws in the masculine gender, they shall be construed as though they were also used in the feminine gender in all cases and where any words are used in the singular form they shall also be construed as though they were also used in the plural form in all cases where they would so apply.

ARTICLE XI**AMENDMENTS**

The Articles of Incorporation and/or Bylaws of the Association may be amended at any Annual Meeting or Special Meeting of the Association where the quorum requirements of Article V, Section 4 are met. All Active Members in good standing shall be given written notice of the proposed amendment or amendments in accordance with Article V, Section 3 of these bylaws. Amendments to these Bylaws require a two thirds majority vote of the Active Members in good standing and in attendance at such meeting or voting by proxy as set forth in Article III, Section 3 of these Bylaws.

ARTICLE XII**EFFECTIVE DATE**

These bylaws and any amendments hereto shall, except as specifically provided to the contrary, be in full force and effect immediately upon adoption.