

BY-LAWS OF OREGON LAND TITLE ASSOCIATION  
(Revised November 21, 2014)

ARTICLE I  
MEMBERSHIP

Section 1. Classes of Members.

Members of the Association shall be classified as Regular Members, Associated Members, Honorary Members, and Affiliate Members.

Section 2. Regular Members.

(a) Any individual, firm, or company, regularly and generally engaged in the business of abstracting, certifying, or insuring titles to real property in the State of Oregon, is eligible to apply for membership in the Association as a Regular Member, if such individual, firm, or company subscribes to the purposes of the Association, possesses the qualifications of the experience in such business, has financial responsibility, and operates and maintains a title plant meeting the requirements of the Association and the statutes and regulations of the State of Oregon.

(b) Any individual, firm, or company entitled to membership in the Association, and who maintains an operation for more than one county, must qualify the operation for each county under the provisions of this section.

Section 3. Associate Members.

Any individual, firm, or company regularly and generally engaged in the business of abstracting, certifying, guaranteeing or insuring title to real property in any state other than Oregon is eligible to apply for membership in the Association as an associate member, provided that said individual, firm, or company (a) is a member of the state title association in its home state, if there is such an association, and (b) is a member of the American Land Title Association.

Section 4. Honorary Members.

Any person who has rendered long continued and signal service to the title industry in Oregon through participation in Association activities in furtherance of the purposes of this Association shall be eligible to election to Honorary Membership in this Association.

Section 5. Affiliate Members.

(a) Any individual, firm, or company who subscribes to the purposes of the Association is eligible to apply for membership in the Association as an Affiliate Member in accordance with this section, with all the rights and benefits set forth in this section.

(b) Affiliate Members 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 annual meeting. A firm or company holding Affiliate Membership may register more than one representative to attend the annual meeting. Attendance at the annual meeting by Affiliate Members shall be limited to a number of representatives established by the Board of Directors. In the event of excess registrations, the Secretary-Treasurer of the Association shall determine the registrants entitled to attend, based on order in which registrations are received, refunding registration fees to those not entitled to attend.

(c) Affiliate Membership status is designed for the benefit of inter-industry education and communication on matters of common interest. Affiliate Members may not hold office in the Association or Agents' Section, and may not be appointed to standing committees of the Association. The President of the Association and the Chair of the Agents' Section may appoint Affiliate Members as non-voting members of such special committees as they deem advisable.

## Section 6. Election to Membership.

(a) Any individual, firm, or company eligible for membership in this Association as a Regular Member, Associate Member, or an Affiliate Member may file with the Secretary-Treasurer of this Association a written application for membership in the class for which the applicant is eligible. Application for Regular Membership shall be accompanied by such examination fee as the Board of Directors may prescribe.

Thereupon the application shall be referred to the Membership Committee which shall consider the application, when necessary shall inspect the title plant of the applicant to determine whether it meets the requirements prescribed by Article I of these By-Laws, and shall transmit the application and its report and recommendation to the Board of Directors. The Board of Directors shall consider the application and the report and recommendation of the Membership Committee, and shall take such action on the application as it deems proper.

Upon approval by the Board of Directors of the application for regular membership, the new Regular Member shall apply for active membership in the American Land Title Association and upon being accepted, shall thereafter maintain active membership therein while a Regular Member of Oregon Land Title Association.

(b) Nominations for election of any person to Honorary Membership may be made by any Regular Member by submitting same to the Board of Directors.

The Board of Directors may submit the nominations to the membership of the Association for vote at the next Annual Meeting, or take such other action thereon as it deems proper.

## Section 7. Termination of Membership.

(a) Any Regular Member, Associate Member, or Affiliate Member may terminate its membership in the Association by filing written notice of withdrawal from the Association with the Secretary-Treasurer, or by failing to pay delinquent dues after receiving notice from the Secretary-Treasurer as set forth in subsection (d) of this Section 7, but shall not be released by reason of such withdrawal from liability for arrears in dues or other obligations to the Association.

(b) Any member whose business is taken over for receivership or liquidation by a duly constituted authority may be suspended by action of the Board of Directors from membership in the Association for and during the period of such receivership or liquidation, and, upon final liquidation of such member's business, the membership in this Association of such member shall thereupon cease and terminate. If such taking over be adjudged to have been wrongful by a court of competent jurisdiction, and such adjudication shall become final prior to liquidation of the business of such member, the suspension from membership shall cease.

(c) The Board of Directors, upon its own motion or upon the written complaint of any member of the Association, at any duly and regularly called meeting, may revoke the membership of any member of this Association upon any ground or practice the continuance of which the Board of Directors deems to be adverse to the best interests of the public and the purposes of the Association. Failure to maintain active membership in the American Land Title Association shall be deemed adverse to the best interests of this Association. No membership shall be so revoked until the offending member has been provided with reasonable notice and an opportunity to be heard by the Board of Directors.

(d) Dues are delinquent if not paid on or before the last business day of the month of March for the same calendar year. The Secretary-Treasurer shall provide written notice by certified mail to any member whose dues are delinquent. Failure to pay the

delinquent dues within fifteen days after receipt of the certified mail notice by the member firm will be considered a withdrawal by the delinquent member, as set forth in subsection (a) of this Section 7.

## ARTICLE II

### BOARD OF DIRECTORS

#### Section 1. General Powers.

(a) The business and affairs of the Association shall be managed by its Board of Directors. The Directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association, as they may deem proper, not inconsistent with these By-Laws and the laws of this state.

(b) The Board of Directors shall determine annually the amount of money which may be required during its term for the expenses of the Association and shall apportion that amount among, and collect the same from, the members of the Association in such manner and in such proportions and at such time as the Directors deem advisable. The Board of Directors shall have the power to authorize the expenditure of the funds of the Association.

(c) The Board of Directors shall select a site, arrange for and have charge of the program and other details of all meetings of the Association.

#### Section 2. Number, Tenure and Qualification.

(a) The Directors of the Association shall be the President, Vice President, and Immediate Past President of the Association, ex-officio; the Chair and Vice Chair of the Executive Committee of the Agents' Section, ex-officio; one representative from each Regular Member company who either is qualified as a title insurer in the State of Oregon or is owned or controlled directly or indirectly by a title insurer for whom the member company acts as agent or by that insurer's holding company; one representative from each member of the Agents' Section operating in at least five counties pursuant to Article I, Section 2 of the By-Laws (hereinafter "the five county rule"); and two representatives at large from member companies that are unrelated to one another by common ownership and that are members of the Agents' Section and are not affiliated with the agents qualifying for representation pursuant to the five county rule. The number of directors shall be no fewer than eight.

(b) The members at large of the Board of Directors shall be elected at the Annual Meeting to serve until the next Annual Meeting or until their successors have been elected and qualified.

(c) A member of the Board of Directors serving as a representative of a Regular Member company who either is qualified as a title insurer in the State of Oregon or is owned or controlled directly or indirectly by a title insurer for whom the member company acts as agent or by that insurer's holding company shall be designated by the chief executive officer within the State of Oregon of such Regular Member company. The Regular Member shall provide such designation by email or other written notice to the Secretary-Treasurer of the Association.

#### Section 3. Regular Meetings.

The regular meeting of the Board of Directors shall be held annually immediately after the final adjournment of the Annual Meeting of the Association or, in the absence of a quorum, within six weeks thereafter at a time and place set by the President and

noticed by email or phone call from the President or the Secretary-Treasurer to all Directors at least two weeks before the meeting. The Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

#### Section 4. Special and Emergency Meetings.

##### (a) Special Meetings.

Special meetings of the Directors may be called by the President or by any two directors of the Association at any reasonable time. The persons authorized to call special meetings of the Directors may fix the place, date and time for holding any special meeting of the Directors called by them. Those persons shall assist and support the Secretary-Treasurer in noticing all Directors with the particulars of the meeting and a description of its purpose.

##### (b) Emergency Meetings.

The Secretary-Treasurer may call an emergency meeting of the Directors for the purpose of approving actions of the Forms and Practices Committee or the Legislative Committee. Notice to all Directors must be given at least four (4) business days before the meeting date, and the notice shall include a copy of any form or practice proposed. At least one day before the meeting date, the Secretary-Treasurer may poll the Directors by telephone or e-mail for the purpose of approving the action contemplated. If unanimous approval is secured in this manner, the action or form shall be deemed approved by the Association, and no further action by the Directors shall be necessary. If the telephone or e-mail poll does not produce unanimous approval, then the emergency meeting shall be held at the time and place as provided in the notice.

#### Section 5. Notice of Special Meetings.

Notice of any special meeting shall be given at least seven (7) days previous to the date set by written notice signed by those calling the meeting. Notice shall be delivered personally, mailed, faxed, or e-mailed to each Director at the address then on file with the Secretary-Treasurer of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon paid. Notice by fax or e-mail shall be deemed delivered when transmitted by the Secretary-Treasurer. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### Section 6. Quorum.

The Immediate Past President, Secretary-Treasurer, and Assistant Secretary, if such assistant is appointed by the Board of Directors, shall have a voice but no vote in meetings of the Directors. At any meeting of the Board of Directors, a majority of the voting Directors shall constitute a quorum for the transaction of business. A Director eligible to vote who is unable to attend a meeting may designate by proxy a representative from the same or another Regular Member company to attend and vote on behalf of the absent Director, provided such proxy is in writing or e-mail and deposited with the Secretary-Treasurer of the Association. If less than a majority of the voting Directors are present, in person or by proxy, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### Section 7. Vacancies.

Vacancies occurring in the Board for any reason, such as resignation, death or removal, shall be filled in accordance with the requirements of Section 2 of this Article II. A vacancy of an elected position on the Board shall be filled by a vote of a majority of the

Directors then in office. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor.

#### Section 8. Compensation.

No compensation shall be paid to the Directors for their services. Directors are precluded from serving the Association in any capacity for which they would receive compensation from the Association.

### ARTICLE III

#### OFFICERS

##### Section 1. President.

The President shall be elected at the Annual Meeting of the Association and shall hold office for one year or until a successor is elected and qualified. The President shall be the principal executive officer of the Association. The President, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the Association and of the Directors; shall name, except as otherwise provided, the chairs and the members of all committees; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.

##### Section 2. Vice President.

The Vice President shall be elected at the Annual Meeting of the Association and shall hold office for one year or until a successor is elected and qualified. The Vice President shall discharge the duties of the President in the President's absence or during the President's failure to act from any cause, and shall perform such other duties as may be prescribed by the Directors from time to time.

##### Section 3. Secretary-Treasurer.

The Secretary-Treasurer shall be appointed by, and hold office at the pleasure of, the Board of Directors. The Secretary-Treasurer shall do or cause to be done the following:

- (a) Attend all meetings of the Board of Directors and the committees as may be practicable and keep correct minutes thereof.
- (b) Keep charge of the records of the Association; collect dues from members and issue receipts therefor; keep proper and accurate account of the monies of the Association coming into his or her hands; and make disbursements of Association funds authorized by the Board of Directors or the President.
- (c) Make arrangements for the meetings of the Board of Directors and give due and proper notice thereof, consistent with the provisions of these by-laws; compile and cause to be published the official reports of the proceedings of the Board of Directors and give due and proper notice thereof; and compile and cause to be published the official report of the proceedings of the Annual Meeting of the Association and furnish to each member a copy thereof.
- (d) Deliver promptly to his or her successor, to an Auditing Committee or to such other person or persons as the Board of Directors may designate, all books, vouchers, securities, documents and property of every kind for which the Secretary-Treasurer is responsible to the Association.
- (e) Do and perform such further acts as may be prescribed by the Directors from time to time.

### ARTICLE IV

## COMMITTEES

The standing committees of this Association, their membership, duties and powers shall be as follows:

### Section 1. Membership Committee.

The Membership Committee shall consist of the President, the Vice President and at least one other representative of a Regular Member appointed by the President. No two committee members shall be affiliated with the same underwriter. The Membership Committee shall consider all applications for membership, make a recommendation of approval or rejection thereof, and transmit the application together with a report thereon to the Board of Directors.

### Section 2. Nominating Committee.

The Nominating Committee shall be appointed by the President and shall be composed of three (3) representatives of three different regular members of the Association in attendance at the Annual Meeting, no more than two (2) of whom shall be affiliated with the same underwriter, at least one (1) of whom shall be a past president of the Association, and at least one of whom shall be affiliated with a member of the Agents' Section. At the Annual Meeting, the Nominating Committee shall nominate a President, a Vice President, and two (2) members at large of the Board of Directors to be elected at such meeting. Any officer, manager or partner of a Regular Member shall be eligible for election to such offices, except that the retiring President cannot be elected to succeed himself or herself as President.

### Section 3. Legislative Committee.

The Legislative Committee shall be appointed the President and shall be composed of not less than three (3) representatives of different regular members of the Association. 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 Association Membership, to endeavor to secure the enactment, repeal, or defeat of legislation relevant to the common business interests 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 of the Oregon Legislature or the U.S. Congress and on which the Association has not previously passed.

### Section 4. Convention Committee.

The Convention Committee shall be appointed by the President and shall be composed of the Vice President; not less than five representatives of regular members at large of the Association; and the President, ex-officio. The Convention Committee shall, with the assistance of the Secretary-Treasurer, plan the Annual Meeting of the Association, arrange the details of 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 for the following year to the Board of Directors not later than the start of the Annual Meeting each year.

### Section 5. Forms and Practices Committee.

A Forms and Practices Committee shall be composed of at least one but not more than three agent representatives from and appointed by the Agents' Section and one representative from each Association Regular Member company who either is qualified as a title insurer in the State of Oregon or is owned or controlled directly or indirectly by

a title insurer for whom the member company acts as agent or by that insurer's holding company. Each Regular Member who is not an Agents' Section member shall file with the Secretary-Treasurer written designation of its duly accredited principal representative and up to two alternate representatives, either of whom may act at a committee meeting in the absence of the principal representative. Designation of the representative may be changed by the respective member at any time.

By email or other written notice to the Secretary-Treasurer, provided for in Article VIII of these By-Laws, the Agents' Section shall be entitled to designate the agent representative(s) on the Forms and Practices Committee and two alternate agent representatives. The principal duty of the Forms Committee shall be to review, modify and propose forms and to review and recommend practices for possible use by the membership while engaged in the business of title insurance in this state.

#### Section 6. Special Committees.

Special committees consistent with the purposes of the Association may be appointed by the President or the Board of Directors from time to time to have such duties and perform such functions as may be specified.

#### Section 7. Committee Chairs; Meetings.

Unless otherwise specified in these By-Laws, the President shall designate the chair and appoint the members of each committee. Each committee shall meet from time to time at the call of the Chair, or upon one week's notice in writing signed by any two members of the committee and mailed, faxed or e-mailed to each member of the Committee at the address the on file with the Secretary-Treasurer of the Association. At the meeting of any committee, a majority of the members shall constitute a quorum for the transaction of business.

## ARTICLE V

### ANNUAL MEETING

#### Section 1. Time and Place of Annual Meeting.

The Annual Meeting of the Association shall be held in convention yearly, upon the dates and at such place as shall be determined by the Board of Directors.

If, at the time for the selection of the place and date of the Annual Meeting, there shall exist a national or state emergency which, in the opinion of the Board of Directors, makes the holding of the Annual Meeting impractical, the Board of Directors may, by resolution, waive the holding of such Annual Meeting, and cause notice of its action to be given to the membership immediately.

#### Section 2. Notice.

The Secretary-Treasurer of the Association shall cause to be mailed, faxed or e-mailed a notice of the time and place of the Annual Meeting of the Association to each of its members at least thirty (30) days before the opening date of the meeting.

#### Section 3. Elections and Voting.

(a) The President, Vice President, and members at large of the Board of Directors shall be elected at the Annual Meeting of the Association.

(b) The voting power shall be vested in the Regular Members of the Association, each of whom shall be entitled to one vote for each county wherein such member operates an office which has qualified for membership under the provisions of Article I, Section 2 of the By-Laws. The use of proxies shall not be permitted.

ARTICLE VI  
REPRESENTATIVES

Section 1. Suspension or Termination of Membership.

If 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 or her election or appointment and the right to act as such officer or committee member of the Association shall cease and terminate, Section 2. Reappointment.

Upon the termination of the powers and duties of any such officer or committee member as provided in this Article VI, the position in the Association held by him or her shall be vacant, but nothing herein contained shall be construed to prevent the re-appointment of any such officer or committee member who thereafter affiliates himself or herself with another member of the Association.

ARTICLE VII  
DUES

Section 1. Payment of Dues.

(a) Each Regular Member, Associate Member, and Affiliate Member of the Association shall pay to the Association such annual dues as may be fixed by the Board of Directors. Dues are payable on or before the last business day of March for the same calendar year.

(b) Honorary Members shall pay no dues.

Section 2. Notice.

The Secretary-Treasurer shall mail, fax or e-mail a notice of the amount of dues assessed to each member.

Section 3. Limitations on Expenditure.

Dues paid to the Association shall not be expended for any of the following purposes:

(a) Participation or intervention in a political campaign on behalf of any candidate for public office;

(b) Influencing the general public with respect to legislative matters, elections, or referendums; or

(c) Influencing legislation not relevant to the common business interests of the members of the Association.

ARTICLE VIII  
AGENTS' SECTION

Section 1. Section and Membership.

The Agents' Section of the Association shall include every Regular Member that (i) is an agent of a company qualified as a title insurer in the State of Oregon and (ii) is not owned or controlled directly or indirectly by a company for which it acts as agent or by that insurer's holding company.

Section 2. Section Powers and Voting.

This Section may adopt such By-Laws and conduct such activities as will not conflict with the Articles of Incorporation and By-Laws of the Oregon Land Title Association. Voting on Section procedures and actions shall be limited to members of the Section.

Section 3. Section Administration, Section's Annual Meeting; Section Nominating Committee.

Administration of the activities of the Section shall be vested in an Executive Committee composed of the Chair, Vice Chair and Secretary-Treasurer of the Section and two other representatives, each of whom shall be a partner of a firm or officer or manager of a company which is a member of the Section or an employee of the firm or company. Each shall be elected at the Section's Annual Meeting to a term of one year, commencing with the adjournment of the Meeting during which he or she is elected and continuing until his or her successor has been elected and has assumed office.

The Section shall have a Nominating Committee at each Annual Meeting of the Section, composed of the three most recent Past Presidents of the Association who were and remain qualified to be representatives of the Section members and who are active in the business of title evidencing and in attendance at such Annual Meeting. If said most recent Past Presidents are not in attendance at any Annual Meeting, the Section Chair shall fill such vacancy or vacancies by appointment or appointments from those in attendance from the Section membership. The Nominating Committee shall nominate the Section Executive Committee and shall designate, from among the five, a Chair, a Vice Chair and a Secretary/ Treasurer. The Section Chair shall call for a report of the Section Nominating Committee as one of the first orders of business of the Section meeting, following which he or she shall invite any other nominations. Election shall be held as the last order of business prior to adjournment of the Section meeting.

Section 4. Agents' Section Dues.

(a) Each member of the Section shall pay dues of the Agents' Section in accordance with a schedule to be fixed by the Executive Committee of the Section at each Annual Meeting for the year ensuing, payable on or before the last business day of the third month of each ensuing year, unless the Executive Committee sets a different payable date at the Annual Meeting.

(b) Any member in default in payment of dues of the Agents' Section for a period of three months after the same shall have become payable, shall be notified in writing that unless said dues are paid within one month thereafter, such default will be reported to the Executive Committee of the Section. Upon such report being made to the Executive Committee of the Section, it may, without further notice, strike the name of such member from the roll for non-payment of dues, and the membership in the Agents' Section and all rights in respect thereto of such member shall thereupon cease; provided, however, that the Executive Committee of the Section, by the affirmative vote of majority of the whole Committee, may reinstate such member upon payment of all unpaid items.

(c) Dues paid to the Agents' Section shall not be expended for any of the following purposes:

- (1) Participation or intervention in a political campaign on behalf of any candidate for public office;
- (2) Influencing the general public with respect to legislative matters, elections, or referendums; or
- (3) Influencing legislation not relevant to the common business interests of the members of the Association.

ARTICLE IX  
AMENDMENTS

These By-Laws may be amended at the Annual Meeting of the Association by a two-thirds (2/3) vote of the membership represented at the meeting, provided that such amendments shall have been submitted in writing to the members at least thirty (30) days prior to such meeting, or at any other time by filing with the Secretary-Treasurer the written approval of two-thirds (2/3) of the members of the Association in good standing and entitled to vote; provided that any amendment proposed to be adopted first shall have been submitted to the Board of Directors and approved by it.