

**CONSTITUTION  
AND  
BYLAWS  
  
OF  
  
OHIO LAND TITLE ASSOCIATION**

**ARTICLE ONE  
NAME**

**The name of the Association shall be "OHIO LAND TITLE ASSOCIATION".**

**ARTICLE TWO  
OBJECTS AND PURPOSES**

The objects and purposes of the Association are these:

To promote the general welfare of the abstract and title insurance industry.

To promote professional standards and ethics.

To promote the safe and efficient transfer of ownership of and interests in real property within the free enterprise system.

To provide information and education to consumers; to those who regulate, supervise, or enact legislation affecting the land title industry; and to its members.

To maintain liaison with users of the products and services provided by its members, and also with government.

The Association shall promote issues, which best serve, the interests of the consuming public.  
(Amended 5/5/99)

**ARTICLE THREE  
EMBLEM AND USAGE**

Section 1: Emblem: The Association emblem as established on July, 10, 1992, shall be

The Association may adopt a corporate seal at the discretion of the Board of Trustees.

Section 2: Usage: Only members in good standing shall be entitled to use or display the emblem of this Association.

## **ARTICLE FOUR FISCAL PERIOD**

The fiscal year of the Association shall be the period commencing December 1st and ending November 30th.

## **ARTICLE FIVE MEMBERSHIP**

Section 1: Classes of Membership: There shall be three (3) classes of membership, designated as Active, Associate and Honorary Life Members.

(a) Active: Any underwriter/title insurance company, title insurance agency, title insurance agent, abstractor or law firm which subscribes and adheres to the Code of Ethics of the Association as adopted, amended, or interpreted as herein provided, and agrees to be governed by the Bylaws of the Association shall be eligible for Active membership in the Association.

i. Underwriter/Title Insurance Company Member – Any domestic title guaranty company, domestic title guarantee and trust company, domestic title insurance company, and any foreign title insurance company organized and existing under the laws of another state or foreign government which is authorized by the Ohio department of Insurance to engage in the business of title insurance as defined in section 3953.01(B) of the Revised Code and which engages in such business through title insurance agents as defined in Chapter 3905 of the Revised Code and section 3953.01(H) of the Revised Code, through a duly authorized subsidiary title insurance company or through a bona fide branch office located in this state and under the control of such title insurance company, all expenses of which office, including compensation of all employees are paid by such title insurance company.

Such Underwriter/Title Insurance Company Member shall be a member of this association only in the capacity as it is licensed to transact the business of title insurance by the Ohio Department of Insurance.

If an Underwrite/Title Insurance Company shall be a member of this Association then all parent companies, sister companies and subsidiary companies of such member licensed and authorized by the Ohio Department of Insurance to transact the business of title insurance shall be required to be a member.

ii. Title Insurance Agency Member – Any domestic or foreign partnership, corporation, limited liability company, limited partnership, limited liability partnership or other legal business entity organized, existing and in good standing in this state, another state, or foreign country and in good standing and holding a current valid title insurance agency license issued by the Ohio Department of Insurance. A Title Insurance Agency Member does not include any person whose compensation is paid, in whole or in part, by a Title Insurance Agency.

iii. Title Insurance Agent Member – Any resident or non-resident individual in good standing and holding a current valid title insurance agent license issued by the Ohio Department of Insurance. A Title Insurance Agent Member does not include any person whose compensation

is paid by an Underwriter/Title Insurance Company or Title Insurance Agency authorized to transact the business of title insurance in this state

iv. Abstractor Member – Any individual, partnership, corporation, limited liability company, limited partnership, limited liability partnership or other legal business entity engaging in or licensed to engage in the business of land title evidencing as an abstractor, title examiner, or title searcher.

v. Law Firm Member – Any law firm issuing opinions or certifications of title or providing legal services to, for or within the title insurance industry. A Law Firm Member does not include an attorneys whose compensation, in whole or in part, is paid by an Underwriter/Title Insurance Company or Title Insurance Agency authorized to transact the business of title insurance in this state.

(b) Associate: Associate membership shall be limited to those not qualified for Active membership. Associate membership shall be available to any individual, sole proprietorship, partnership, corporation, or other business entity engaged in providing services related to the land title industry as defined by the Board.

(c) Honorary Life Members: Any active or associate member nominated by the Honorary Life Membership Committee may be elected as an Honorary Life Member in recognition of extraordinary service to the Association and to the real property title industry. Honorary Life Members shall enjoy and be entitled to all the rights and privileges of their prior class of membership, but shall not be required to pay annual dues.

(d) Other Categories of Membership: Additional categories, subcategories, or classifications of membership maybe created by an affirmative vote of seven (7) members of the Board of Trustees. The Board of Trustees shall determine such rights and benefits as may be appropriate to the class. Such categories of membership shall be non-voting unless they are a subcategory with in an existing voting class of membership. *amended May 2, 2003*

Section 2: Application: Any corporation, partnership, association or individual desiring to become an active or associate member of the Association shall make application on a form prescribed by the Board of Trustees for such membership. Such applicant shall be required to be sponsored by an active or honorary life member and shall also furnish such additional information as may be requested by the Board of Trustees in order to enable it to determine the eligibility of the applicant. The Board of Trustees shall refrain from approving any applicant for membership until it has made diligent inquiry and found that such applicant for membership is of such character and reputation and possessed of the necessary qualifications to fit the applicant for the appropriate class of membership, and that said applicant has also pledged itself to adhere to the Code of Ethics of the Association, and agrees to be bound by the Constitution and Bylaws of the Association.

Section 3: Admission: An applicant for active or associate membership meeting the requirements for membership in the Association shall, when approved by seven (7) affirmative votes of the Board of Trustees of the Association, be admitted to its appropriate membership herein.

Section 4: Termination: The Board of Trustees, by an Affirmative vote of seven (7) of its members, may terminate the membership of any member in the Association for any reason whatsoever; including, but not limited to:

- (a) Default by said member in payment of assessed dues;
- (b) Placement of Member Company under supervision, conservatorship or receivership by Ohio Department of Insurance;
- (c) Misconduct in the handling of escrow funds;
- (d) Misconduct in relations with the general public, the Association or its members;
- (e) Violation of the Code of Ethics established by the Association for governing the conduct of its members, as established in Article 17 herein.

Section 5: Resignation: Any member may resign by filing a written resignation with the Association, but such resignation shall not relieve the member so resigning of the obligation of paying any dues, assessments or other charges theretofore accrued and not paid.

Section 6: Transfer of Membership: Membership in the Association is not transferable or assignable.

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 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 (1) or more regularly organized charitable, educational, scientific or philanthropic organizations to be selected by the Board of Trustees.

## **ARTICLE SIX RIGHTS INCIDENT TO MEMBERSHIP**

Section 1: Voting: Each member, other than an associate member, shall be entitled to cast one (1) vote at membership meetings. When more than one (1) person representing a corporate or partnership member attends a meeting, one (1) shall be designated as the person to cast any vote, upon the request of the Association.

Section 2: Publications: Each member shall be entitled to a listing in the Membership Directory and a subscription to the Association's publication and such other benefits as may be from time to time conferred by the Board of Trustees.

## **ARTICLE SEVEN DUES**

Section 1: Annual Dues: The Board of Trustees may determine from time to time the amount of an initial fee, annual dues, and special assessments payable to the Association by members of each class.

Section 2: Payment of Association Dues: Dues and assessments shall be payable as determined by the Board of Trustees.

Section 3: Notice of Default: A member's failure to pay dues within sixty (60) days of the due date shall immediately require a Notice of Default to be mailed to said member.

Section 4: Non-payment of Dues After Notice of Default: Membership of any member who has not paid his dues within thirty (30) days after Notice of Default has been mailed will be terminated forthwith without further action.

## **ARTICLE EIGHT MEETINGS**

Section 1: Place and Time: All meetings of the members of this Association shall be held at such time and place as determined by the Board of Trustees.

Section 2: Annual Meeting: An annual meeting of the members of the Association shall be held, in convention, at such time and at such place during each fiscal year as the Board of Trustees shall determine.

Section 3: Special Meeting: Special Meetings of the members of the Association may be called by the President, a majority of the Board of Trustees or by written petition of not less than 1/10 of the active members in good standing of this Association. The person or persons calling the special meeting shall designate in writing a place within the State of Ohio for holding of such special meeting.

Section 4: Notice of Meeting: Written or printed notices stating the place, day and hour of any meeting of members shall be delivered, either personally, electronically, or by mail, to each member of the Association, not less than fifteen (15) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officer or persons calling the meeting. In case of a special meeting the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, or electronically transmitted, the notice of the meeting shall be deemed to be delivered to the member at his address as it appears on the records of the Association, when deposited in the United States mail so addressed with postage thereon prepaid, or transmitted via electronic means to the address or number on the association records. The publication of such notice in the official publication of the Association and the mailing of such publication to each of the members at his last known address shall be the equivalent of depositing of such notice in the United States mail. (Amended 5/7/04)

Section 5: Quorum: At all meetings twenty five (25) members of the Association, in good standing and registered at the meeting shall constitute a quorum and there shall be no proxy voting at any meeting of the Association. (Amended 7/12/96)

## **ARTICLE NINE OFFICERS AND DUTIES**

Section 1: Officers: The officers of this Association shall be a President, a President-elect and a Secretary-Treasurer.

Section 2: Election of and Term of Office: Except for the President the Officers of the Association shall be elected annually by the members from the Active Membership at the regular annual meeting of the members of the Association and shall assume their office upon installation but in no event later than the adjournment of the regular annual meeting. Each officer shall hold office according to the electoral year or until such time as his successor has been elected or appointed and shall have qualified. The Secretary-Treasurer shall be eligible to serve not more than three (3) consecutive elected terms. No person shall hold more than one office at any given time.

Section 3: Duties of the President: The President shall be the Chief Executive Officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and shall act as Chairman of the Board of Trustees. The President with the advice of the Board of Trustees, shall name all members of committees who unless otherwise provided for in these Constitution and Bylaws shall serve until their successors are named and designated. The President shall be an Ex-Officio member of all committees except the Nominating Committee. In addition to the standing committees hereinafter established, the President may designate from time to time such other committees as he may require for the efficient performance of his duties hereunder.

Section 4: Duties of the President-Elect: The President-elect shall act as first assistant to the President of the Association and shall aid the President in the performance of his duties hereunder and furthermore, shall serve as a permanent member of the Dues and Finance Committee. The President-elect shall further devote himself to the task of understanding operations of the Association and the business of the Association to the extent that upon becoming President of the Association he will better understand its functions, purposes and activities. Upon the death, resignation, or removal from office as provided by Article 10 Section 6 (b) of the President, the President-elect shall succeed with full power to the office of President for the remainder of the term. In the absence of the President, or in the event of his inability or refusal to act upon the direction of the Board of Trustees, the President-elect shall perform the duties of the President, and when so acting shall have all power of and be subject to all restrictions upon the President. The President-elect shall succeed to the office of the President of the Association during the electoral year next following the annual meeting at which he was elected to such office; provided, however, in the event the President-elect succeeds to the office of the President during his elected term as President-elect, a President shall be elected at the next annual convention.

Section 5: Duties of the Secretary-Treasurer: The Secretary-Treasurer shall keep the minutes of the meeting of the members, of the Board of Trustees, and of the Executive Committee in one or more books, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Association's records and its Seal and see that said Seal is

affixed to all documents; keep and maintain a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the Office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

The Secretary-Treasurer shall also have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipt for monies due and payable to the Association from all sources and make deposit of all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be determined by the Board of Trustees and in general perform all the duties incident to the Office of Treasurer and such other duties as may from time to time be assigned to him by the President or by the Board of Trustees. The Treasurer will be responsible for the audit of the Association and has the option to call for an audit upon his sole discretion and demand.

The Secretary-Treasurer shall have the ability to appoint the Executive Director to perform in his absence any and all duties to be performed by the Secretary-Treasurer.

Section 6: Duties of the Executive Director: In addition to the above elected and appointed Officers, there is hereby created the Office of the Executive Director. This office shall be filled by appointment by the President of the Association, with the advice of the Board of Trustees. The term of employment\retention of the Executive Director so appointed shall be fixed by an affirmative vote of seven (7) members of the Board of Trustees. The compensation\retainer of the Executive Director so appointed shall be fixed by an affirmative vote of seven (7) members of the Board of Trustees of the Association. The Executive Director of the Association may also be designated as keeper of the archives. The Executive Director shall perform such duties and functions as the President and the majority of the Board of Trustees from time to time delegate to said Executive Director including but not being limited to the management and operation of the principal office of the Association, and the making of all arrangements for annual and special meetings of the members and the Board of Trustees and the regional conventions of the Association held each year in the various regions of the State of Ohio. The President may remove the Executive Director from office at any time with the approval of seven (7) of the members of the Board of Trustees sitting in regular or special meeting called for that purpose. (Amended 9/9/96)

## **ARTICLE TEN BOARD OF TRUSTEES**

Section 1: General Powers: The affairs of the Association shall be managed by its Board of Trustees elected from the active members of the Association during the annual meeting or any special meeting.

Section 2: The Board of Trustees: The Board of Trustees shall be composed of the President, President-elect, Secretary-Treasurer, Immediate Past President of the Association and six (6) at-large Trustees. Any active member shall be eligible to serve as a Trustee; provided, however, not more than one (1) person from a single agency or corporate employee of a member underwriter may serve as an at-large Trustee on the Board of Trustees at any one time. Two (2) at-large

Trustees shall be elected to the Board of Trustees for a term of three (3) years at the regular annual meeting of the Association, to serve for a term of three (3) consecutive years. No Trustee may be elected to consecutive terms. The newly elected Board of Trustees shall assume their office upon adjournment of the regular annual meeting and shall serve during their electoral year.

Section 3: Regular Meetings: The Board of Trustees shall meet within sixty (60) days after their election, and thereafter at the call of the President, or upon written request of six (6) members of the Board of Trustees, but in no circumstances shall the Board of Trustees meet less than quarterly.

Section 4: Notice of meetings: Written notice of each meeting of the Board of Trustees, stating the time and place, shall be given each Member of the Board, by depositing same in the United States mail, addressed to the last known address of each member, or electronically transmitted, at least ten (10) days before any such meeting.

Section 5: Quorum: Six (6) Members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If a quorum is not present, the members present by majority vote, may adjourn the meeting from time to time without further notice. For all meetings and votes, electronic communication or telephonic transmission shall be deemed being present.

Section 6: Powers and Duties: Without limiting the general powers of the Board of Trustees, set forth in Article 10, Section 1, herein, the Board of Trustees shall have the following additional powers:

(a) Power to fill vacancies: Any vacancy occurring in the Board of Trustees (except that of the President-elect) and any vacancy occurring in the Officer Personnel (except that of President-Elect) of this Association may be filled by an affirmative vote of seven (7) members of the Board of Trustees. When a vacancy occurs in the office of the President-elect, the Nominating Committee shall submit nominations to the Board of Trustees to fill such vacancy. A Trustee or Officer elected to fill such a vacancy shall serve only for the unexpired term of his predecessor in office. Such vacancies shall be filled by the Board not more than sixty (60) days after the vacancy occurs.

(b) Removal from Office: A Member of the Board of Trustees with three (3) unexcused absences from Board of Trustees meetings within a twelve (12) month period may be removed from the Board by an affirmative vote of seven (7) of the members of the Board of Trustees. A Member of the Board of Trustees who is no longer engaged in the in the title insurance industry during his or her term for a period of 180 days may be removed from the Board by an affirmative vote of seven (7) of the members of the Board of Trustees. Any elected officer or appointed officer of the Association may be removed by an affirmative vote of seven (7) of the members of the Board of Trustees whenever in its judgement the best interests of the Association would be served; provided, however, the Board of Trustees shall remove any officer who moves out of state or ceases to do business in the state or ceases to represent an Association member.

(c) Compensation: Members of the Board of Trustees shall not be compensated for their service as an Officer or Trustee. Members of the Board of Trustees may be reimbursed for expenses incurred on behalf of the Association. Members of the Board of Trustees shall not be compensated for services performed on behalf of the Association.

(d) Other Powers: The Board of Trustees shall have any and all additional powers deemed necessary by the Board of Trustees for carrying out the management of the Association provided such powers are deemed consistent with the provisions herein.

(e) Manner of Acting: The act of the majority of the Board Members present at a Board of Trustees meeting at which a quorum is present shall constitute the act of the Board of Trustees unless the act of a greater number is required by law or by these Constitution and Bylaws. Action taken by a mail ballot or Facsimile Transmission of the members of the Board of Trustees in which at least six (6) of such Board Members indicate in writing their agreement, shall constitute a valid action of the Board, if so reported at the next regular or special Board meeting.

(f) Long Range Planning: the board of trustees shall develop and maintain a long-range plan for the association. The plan shall be reviewed and updated at least annually. A review will occur not later than 120 days after the association's annual meeting. (Amended 5/7/99)

## **ARTICLE ELEVEN EXECUTIVE COMMITTEE**

Section 1: Executive Committee: There shall hereby be established an Executive Committee consisting of the President, President-Elect, Secretary-Treasurer, Immediate Past President, the Executive Director and one (1) Trustee confirmed by a majority of the Board of Trustees.

Section 2: Powers: The Executive Committee shall be empowered to take any and all emergency action otherwise provided by these Constitution and Bylaws and otherwise vested in the entire Board of Trustees. The Executive Committee, as so constituted, shall be the sole determiner of what constitutes emergency action. Any decision or action by the Executive Committee shall be reported to the entire Board of Trustees at the next meeting, and by such reporting, said decision or action shall automatically be deemed ratified and accepted by the entire Board of Trustees.

Section 3: Quorum: Three (3) Members of the Executive Committee shall constitute a quorum for the transaction of business any meeting of the Executive Committee.

## **ARTICLE TWELVE COMMITTEES**

Section 1: Permanent Committees: The following committees shall constitute permanent committees of the Association.

- Grievance Committee
- Nominating Committee

**Section 2: Creation and composition of Committees and Tenure of Office of Committee Members:** The Board of Trustees shall, by resolution, create those Committees necessary to advance the purpose of the Association, set forth the number serving on committees and such duties of committees. Each Committee shall continue in full force and effect by resolution of the Board of Trustees unless terminated as per Article 12, Section 4.

**Section 3:** The President upon taking office, shall appoint members in good standing to fill vacancies existing on the committees established by the Constitution and Bylaws and by the Board of Trustees and/or the President including all vacancies created by the expiration of tenure of office of committee-members. Any member in good standing shall be eligible to serve on a committee; provided, however not more than one person from a single agency or corporate employee of a member underwriter or its subsidiaries may serve on any one standing committee at any one time, except with the approval of the Board of Trustees. Not more than one-third (1/3) of any committee shall consist of associate members, nor may an associate member serve as chairman of a committee, unless approved by the Board of Trustees. The President shall have the authority to remove any member from membership on any committee. The President shall remove any committee member who ceases to do business in the state or ceases to represent an Association member. Vacancies in membership of any committee occurring prior to the expiration of the committee members' tenure of office shall be filled for the unexpired term in the same manner as provided in the case of original appointments.

**Section 4: Termination of Committees:** In the event any committee shall become unnecessary or ineffective in carrying out the objectives and purposes of the Association, The Board of Trustees may, by an affirmative majority vote, terminate the existence of such committee.

**Section 5: Additional Committees:** The Board of Trustees and/or the President may create such other committees as the Board of Trustees and/or the President deem necessary to effectively carry out the objectives and purposes of the Association. The Board of Trustees shall likewise set out the composition and the duties of such additional committees.

**Section 6: Chairman:** One member of each committee shall be designated Chairman by the President of the Association appointing the members thereof and the member so designated shall preside as Chairman at all meetings of said committee.

**Section 7: Quorum:** Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 8: Rules:** Each committee may adopt rules for its own government not inconsistent with these Constitution and Bylaws or with the guidelines adopted by the Board of Trustees for such committee.

**Section 9: Meetings:** Each committee shall meet a minimum of twice a year or as otherwise established by the Board of Trustees at such time and place determined by the Chairman. A meeting may be held by telephone conference, provided that each member is given notice of the

time when such telephone conference shall be held.

## **ARTICLE THIRTEEN PURPOSE AND SCOPE OF PERMANENT COMMITTEES**

### Section 1: Grievance Committee:

(a) Considers and investigates complaints involving alleged misconduct by members in their relations with the general public, the Association, or its members, including but not limited to violations of the Code of Ethics. The committee shall proceed in the manner provided by Article 14 herein.

(b) The committee shall report its findings and recommendations in writing to the Board of Trustees in a timely fashion. Strict confidentiality shall be maintained by all members involved at all times.

(c) At least one (1) member of the Board of Trustees shall be a member of the Grievance Committee at all times.

(d) The purpose and scope of this committee may not be enlarged except by affirmative vote of seven (7) members of the Board of Trustees.

### Section 2. Nominating Committee:

(a) The Nominating Committee solicits, investigates and recommends candidates at least thirty (30) days prior to the annual convention to fill expiring terms of President-elect, Secretary-Treasurer, two (2) at large Trustees and President if necessary as provided in Article 9 Section 4. Notice of candidates to membership shall be prescribed by Article 8, Section 4.

(b) The Nominating Committee shall consist of not less than three (3) members, only one (1) of whom may be a member of the Board of Trustees. That member is the Immediate Past President, if available, who shall be Chairman of the Nominating Committee. If the Immediate Past President is not available any Past President may serve as chairman of the Nominating Committee.

## **ARTICLE FOURTEEN PROCEDURES INVOLVING GRIEVANCES**

Section 1: Complaints against members of the Association alleging misconduct in their relations with the general public, the Association, or its members, including violations of the Code of Ethics of the Association, shall be in writing and signed by the complaining party and shall state plainly the complaint. They shall be filed at the principal office of the Association and referred to the Grievance Committee. The complained-of member shall be given a copy of the complaint and have thirty (30) days to answer it in writing. The member shall cooperate with the Grievance Committee and, on request, shall disclose pertinent, but not privileged, facts and records germane

to the investigation.

Section 2: At a time and place designated by it, the Grievance Committee shall hold a hearing on the complaint. At the hearing, the complainant and the complained-of member may appear personally and with or by counsel. Nevertheless, if, after preliminary investigation, the Committee deems the complaint groundless, it may dismiss it.

Section 3: The Grievance Committee shall have the right to refer a complaint to the complained-of member's affiliated association and request an investigation and report or to work concurrently with a similar committee of the affiliated association, provided, however, that any referral to an affiliated association may be withdrawn if its investigation and report are not completed within three (3) months.

Section 4: After an investigation and hearing on a complaint, the Grievance Committee's findings, based on the preponderance of the evidence, and recommendations shall be submitted in writing promptly to the Board. A copy shall be given to the complained-of member. Upon receiving a written request, the Board shall, before making a final decision, give the member an opportunity to appear in person and with or by counsel and be heard in support of the member's defense.

Section 5: The Board, after reviewing the Grievance Committee's findings and recommendations, may find that the complained-of member engaged in misconduct or violated the Code of Ethics and, on the basis of such a finding, may adjudge that the member be censured, suspended, or expelled from the Association. No censure, suspension, or expulsion shall occur, however, except by an affirmative vote of seven (7) members of the Board of Trustees. The decision of the Board shall be put in writing, and a copy shall be given to the complainant and the complained-of member.

Section 6: Any decision of the Board 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 in the principal office of the Association a written appeal to the membership of the Association, in which event the decision of the Board shall be held in abeyance pending determination of the appeal at the next Convention. Upon appeal, the decision of the Board shall be affirmed or reversed by a majority vote of the Active members present and voting at the Convention.

Section 7: All communications, notices, or pleadings by or from a party to a grievance proceeding shall be sent by certified or registered mail to the Association at its principal place of business. All notices or communications by or from the Association to a party to the proceeding shall be sent by certified or registered mail to the principal office of the party as last entered upon the records of the Association.

## **ARTICLE FIFTEEN ORDER OF BUSINESS**

General parliamentary procedure shall be recognized as the process for governing all meetings of the Members of the Association, as well as the Board of Trustees, the Articles of Incorporation and these Constitution and Bylaws.

## **ARTICLE SIXTEEN INDEMNITY**

Section 1: Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed cause of action suit, or proceeding, whether civil, criminal, administrative, or investigative (other than a suit by or in the right of the Association) by reason of the fact that he is or was a director, officer, trustee, employee, or agent of the Association, shall be indemnified by the Association for expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such cause of action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2: Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed cause of action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Association shall be indemnified by the Association against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonable believed to be in or not opposed to the best interests of the Association. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

Section 3: Any indemnification under sections 1 and 2 (unless otherwise ordered by a court of competent jurisdiction) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, trustee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in sections (a) and (b). Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion. Notwithstanding the provisions of

sections (a) and (b) of this Article, to the extent that a trustee, officer, employee, or agent of the Association has been successful on the merits, or otherwise, in defense of any action, suit or proceeding referred to in such sections, or in the defense of any claim, issue, or matter therein, he shall, in any event, be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4: Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association before the final disposition of such action, suit, or proceeding. Such expenses may be authorized by the Board of Trustees in a specific case only upon receipt by the Association of an undertaking by or on behalf of the trustee, officer, employee, or agent to repay any such amount unless it shall ultimately be determined that he is entitled to be indemnified in such amount by the Association.

Section 5: The indemnification provided by this Article 16 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by any law of the State of Ohio, by law, agreement, vote of stockholders or disinterested trustees, or otherwise, both as to action taken in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a trustee, officer, employee, or agent and such rights shall inure to the benefit of such person's heirs, executors and administrators.

## **ARTICLE SEVENTEEN CODE OF ETHICS**

There is hereby established a Code of Ethics, which shall be attached to and become a part of all applications for membership. Any member who signs the application for membership or pays membership dues agrees to be bound by the Code of Ethics, and any sanctions for violations thereof as provided by these Constitution and Bylaws or as otherwise established by the Board of Trustees or by the Association.

## **ARTICLE EIGHTEEN AMENDMENT AND REPEAL**

Section 1: Except as otherwise provided, these Constitution and Bylaws may be amended or repealed by affirmative vote of two thirds (2/3) vote of the Members present and entitled to vote at any annual meeting of the Membership or at a special meeting called for that purpose.

Any proposed amendment by the membership shall be submitted in writing to the President at least forty-five (45) days before the date of said meeting, and shall be a part of the notice prescribed by Article 8, Section 4 hereof.

Section 2: Articles 1, 2, 5, 6, 9, 10, 16, and 18 may only be amended or repealed as provided in Section 1 above.

Section 3: Articles 3, 4, 7, 8, 11, 12, 13, 14, 15, and 17 may be amended or repealed by affirmative vote of seven (7) of the members of the Board of Trustees.

Any proposed amendment by the Board of Trustees shall be submitted in writing to the president at least thirty (30) days before any regularly scheduled Board of Trustees meeting, and shall be a part of the notice prescribed by Article 10, Section 4 hereof.

## **ARTICLE NINETEEN GENDER AND USAGE**

Whenever any words are used in these Constitution and 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.

## **CODE OF ETHICS**

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, there are imposed on each member of the Ohio Land Title 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 marketplace, to the fulfillment of which the Title Profession is dedicated. Each member of the Ohio Land Title Association shall be ever zealous to maintain and improve the quality of service in his chosen calling, 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 titles or policies of title insurance only after a complete and thorough 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, always standing sponsor for his work intellectually and financially.

### **THIRD**

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

#### **FOURTH**

Members shall support legislation throughout the country which is in the public interest and will unburden real estate from unnecessary restrictions and restraints on alienation.

#### **FIFTH**

Members shall not engage in any unfair or deceptive acts or practices and shall conduct their business so as to promote the public interests and the continuing integrity and stability of the Title Profession.

#### **SIXTH**

Members shall support the organization and development of affiliated title associations founded and maintained upon the Principles set forth in this Code of Ethics.

#### **SEVENTH**

Any matter of an alleged violation of the principles set forth in this Code of Ethics may be submitted to the Grievance Committee of the Ohio Land Title Association.