

# American Escrow Association Bylaws



---

As approved May 19, 2016

# Table of Contents

<b>ARTICLE I - NAME, PURPOSE, AND LOCATION .....</b>	<b>4</b>
Section 1: NAME .....	4
Section 2: PURPOSES .....	4
Section 3: LOCATION .....	4
Section 4: DEFINITIONS.....	4
<b>ARTICLE II - CHARTERS .....</b>	<b>5</b>
Section 1: CHARTERS .....	5
Section 2: QUALIFICATIONS FOR CHARTERING.....	5
Section 3: CANCELLATION OF MEMBERSHIP.....	5
<b>ARTICLE III - MEMBERSHIP .....</b>	<b>6</b>
Section 1: REGULAR MEMBERSHIP.....	6
Section 2: ASSOCIATE MEMBERSHIP .....	6
Section 3: AFFILIATE MEMBERSHIP .....	6
Section 4: HONORARY AND/OR LIFE MEMBERSHIP .....	6
<b>ARTICLE IV - FINANCE .....</b>	<b>7</b>
Section 1: REVENUE .....	7
Section 2: ANNUAL DUES .....	7
Section 3: COLLECTION .....	7
Section 4: BUDGET .....	7
Section 5: ACCOUNTS.....	7
Section 6: BONDS.....	8
<b>ARTICLE V - OFFICERS AND DIRECTORS.....</b>	<b>8</b>
Section 1: OFFICERS.....	8
Section 2: EX-OFFICIO OFFICERS .....	8
Section 3: PRESIDENT .....	8
Section 4: PRESIDENT ELECT .....	8
Section 5: VICE PRESIDENTS .....	8
Section 6: IMMEDIATE PAST PRESIDENT .....	9
Section 7: SECRETARY .....	9
Section 8: TREASURER .....	9
Section 9: DIRECTORS.....	9
Section 10: COMPENSATION .....	9
Section 11: TENURE .....	9
Section 12: VACANCIES.....	Error! Bookmark not defined.
<b>ARTICLE VI - BOARD OF DIRECTORS.....</b>	<b>10</b>
Section 1: HOW CONSTITUTED .....	10
Section 2: POWERS .....	10
Section 3: MEETINGS .....	10
Section 4: DUTIES.....	11

<b>ARTICLE VII - COMMITTEES</b> .....	<b>12</b>
Section 1: APPOINTMENT OF COMMITTEES.....	12
Section 2: STANDING COMMITTEES AND FUNCTIONS .....	13
<b>ARTICLE VIII - ELECTIONS</b> .....	<b>16</b>
Section 1: TIME .....	16
Section 2: QUALIFICATIONS OF CANDIDATES .....	16
Section 3: NOMINATIONS .....	16
Section 4: BALLOTING .....	17
<b>ARTICLE IX - ANNUAL BUSINESS MEETING AND CONFERENCE</b> .....	<b>17</b>
Section 1: ANNUAL BUSINESS MEETING AND CONFERENCE .....	17
Section 2: DELEGATES AND ALTERNATE DELEGATES .....	17
Section 3: CREDENTIALS.....	18
Section 4: DELEGATES-AT-LARGE .....	18
Section 5: VOTING.....	18
Section 6: QUORUM.....	19
Section 7: RULES AND ORDER OF BUSINESS .....	19
<b>ARTICLE X - AMENDMENTS TO BYLAWS</b> .....	<b>19</b>
Section 1: NOTICE.....	19
Section 2: EFFECTIVE DATE.....	19
<b>ARTICLE XI - MISCELLANEOUS</b> .....	<b>20</b>
Section 1: EMBLEM .....	20
Section 2: SEAL.....	20
Section 3: RULES OF ORDER .....	20
Section 4: PROPRIETARY ASSETS .....	20

# ARTICLE I NAME, PURPOSE, AND LOCATION

## Section 1: NAME

The name of this Association shall be AMERICAN ESCROW ASSOCIATION, a non-profit corporation, hereinafter referred to as THE ASSOCIATION.

## Section 2: PURPOSES

The specific and primary purposes are to:

- A. Enhance the education of the escrow settlement professional;
- B. Improve escrow settlement and closing services;
- C. Disseminate information as to the differences in such services between states;
- D. Promote more uniformity in such services;
- E. Increase public knowledge and understanding of such services; and
- F. Coordinate legislative, regulatory, and court efforts throughout the United States and its territories.

## Section 3: LOCATION

The principal place of business of THE ASSOCIATION shall be established by the Board of Directors.

## Section 4: DEFINITIONS

- A. The Board of Directors shall consist of the Officers and the State Directors, hereinafter referred to as, THE BOARD.
- B. Any Association within the United States, the District of Columbia, its possessions and territories shall be hereinafter referred to as STATE;
- C. State Association is defined as: settlement agent associations, escrow associations, or closing associations hereinafter referred to as STATE ASSOCIATION;
- D. Chartered regionals, chapters, divisions, or sub-organizations of any STATE ASSOCIATION hereinafter referred to as REGIONALS.

## ARTICLE II CHARTERS

### Section 1: CHARTERS

A duly organized STATE ASSOCIATION operating within a STATE is eligible to be chartered by THE ASSOCIATION in accordance with the provisions of these Bylaws.

THE ASSOCIATION shall recognize only one (1) chartered STATE ASSOCIATION within each STATE.

### Section 2: QUALIFICATIONS FOR CHARTERING

Any existing STATE ASSOCIATION of a non-chartered STATE, upon written application to THE ASSOCIATION, may be approved for membership and granted a charter by THE BOARD, provided it:

- A. Is determined by the Membership Committee that the STATE ASSOCIATION does, in fact, represent individuals who are actively engaged in the practice or management of escrow, closings or settlement in connection with real or personal property transactions;
- B. Agrees to abide by these Bylaws;
- C. Agrees to abide by the Policies and Procedures of THE ASSOCIATION;
- D. Agrees to abide by the Creed of THE ASSOCIATION;
- E. Agrees to pay the non-refundable chartering fee and any other fees, as established by THE BOARD.

### Section 3: CANCELLATION OF MEMBERSHIP

- A. A STATE ASSOCIATION may voluntarily cancel membership at any time; said cancellation shall be acknowledged by THE ASSOCIATION upon surrender of that STATE ASSOCIATION's charter to THE BOARD.
- B. Any STATE ASSOCIATION failing to meet the obligations imposed upon it by the chartering requirements as set forth in these Bylaws, or ceasing to function for six (6) months as a STATE ASSOCIATION shall, upon order of THE BOARD, surrender its charter for cancellation, suspension, or revocation. At the discretion of THE BOARD, further action may be taken against the STATE ASSOCIATION for failure to surrender its charter.
- C. Nothing herein shall be construed as requiring THE ASSOCIATION to refund any monies paid by such STATE ASSOCIATION nor to forgive any indebtedness to THE ASSOCIATION. Further, nothing herein shall be construed as requiring THE ASSOCIATION to take over or assume any financial or other liability and/or responsibility of said STATE ASSOCIATION.

## **ARTICLE III MEMBERSHIP**

### **Section 1: REGULAR MEMBERSHIP**

Membership in a chartered STATE ASSOCIATION shall be a requirement for regular membership in THE ASSOCIATION.

### **Section 2: ASSOCIATE MEMBERSHIP**

- A. Any professional in the industry, or related industries, whose place of business is located within a STATE without a chartered STATE ASSOCIATION, may be entitled to benefits of membership in THE ASSOCIATION upon approval by the Membership Committee. Such membership shall not hold office, but may serve on standing or special committees. Said membership shall be designated as ASSOCIATE MEMBERSHIP.
- B. Upon approval by the Membership Committee, ASSOCIATE MEMBERSHIP may also be provided to any professional in the industry, or related industries, who had been a member in good standing of a STATE ASSOCIATION whose charter has been revoked, cancelled, or suspended.

### **Section 3: AFFILIATE MEMBERSHIP**

Any business entity in the industry, or related industries, whose place of business is located in a STATE without a chartered STATE ASSOCIATION, or any national or state trade association representing any related industry may be entitled to benefits of membership in THE ASSOCIATION, upon approval by the Membership Committee. Such membership shall not be entitled to vote. Said membership shall be designated AFFILIATE MEMBERSHIP.

### **Section 4: HONORARY AND/OR LIFE MEMBERSHIP**

THE BOARD may, by majority vote, bestow Honorary Membership on any person, business entity, or trade association who, by their actions and contributions, has shown exceptional support for THE ASSOCIATION.

THE BOARD may, by majority vote, bestow Life Membership on any person who, by their actions and contributions, has shown exceptional support for THE ASSOCIATION. In the event a Life Membership is granted, the grantee shall be exempt from further payment of dues to THE ASSOCIATION.

## **ARTICLE IV FINANCE**

### **Section 1: REVENUE**

The revenue of THE ASSOCIATION shall be derived from:

- A. Charter and membership application fees;
- B. Dues, which shall include any regular or special assessments for education and legislative programs;
- C. The sale of merchandise;
- D. Investment of funds;
- E. Seminars and conferences; and
- F. Other sources as may be determined by THE BOARD.

### **Section 2: ANNUAL DUES**

- A. Annual dues for regular members shall be determined at each Annual Business Meeting. The effective date of any dues adjustment shall be on the first day of the fiscal year following said meeting. If no action is taken thereon at said meeting, the dues shall remain unchanged.
- B. Annual dues for Associate Membership and Affiliate Membership shall be determined by THE BOARD at the first Board Meeting of the fiscal year. If no action is taken thereon at said meeting, the dues shall remain unchanged.

### **Section 3: COLLECTION**

- A. STATE and REGIONAL ASSOCIATIONS are designated agents for THE ASSOCIATION for the collection of revenue and upon receipt thereof shall remit said revenue promptly as provided for in the Policies and Procedures.
- B. THE BOARD may require a special audit of the membership roll of any STATE ASSOCIATION.

### **Section 4: BUDGET**

A budget outlining the anticipated income and expenditures shall be adopted by THE BOARD at the last board meeting of the fiscal year. Said budget shall become the financial policy of THE ASSOCIATION for the ensuing fiscal year.

### **Section 5: ACCOUNTS**

Pursuant to the directives of THE BOARD, the Treasurer shall establish and maintain accounts for the funds of THE ASSOCIATION as may be deemed appropriate or necessary by THE BOARD to carry out the business of THE ASSOCIATION.

## **Section 6: BONDS**

Should THE BOARD determine a fidelity bond is necessary, any person having access to or control over any funds or assets belonging to THE ASSOCIATION shall be bonded with a fidelity bond in such sum and with such surety as approved by THE BOARD.

# **ARTICLE V OFFICERS AND DIRECTORS**

## **Section 1: OFFICERS**

The Officers of THE ASSOCIATION shall be the President, the President Elect, the First Vice President, the Second Vice President, the Third Vice President, the Immediate Past President, the Secretary, and the Treasurer.

## **Section 2: EX-OFFICIO OFFICERS**

Each Past President of THE ASSOCIATION shall be an Ex-Officio Officer.

## **Section 3: PRESIDENT**

The President shall serve as the Chief Executive Officer of THE ASSOCIATION, as the Chair of THE BOARD and the Executive Committee, and as an Ex-Officio member of all other committees except the Nominating Committee. The President shall preside at the Annual Business Meeting of THE ASSOCIATION.

## **Section 4: PRESIDENT ELECT**

The President Elect shall perform such duties as usually pertain to the office of the President Elect, or as may be assigned by the President or THE BOARD. The President Elect shall automatically succeed to the office of the President of THE ASSOCIATION for the ensuing year.

## **Section 5: VICE PRESIDENTS**

### **A. First Vice President**

The First Vice President shall perform such duties as usually pertain to the office of the First Vice President, or as may be assigned by the President or THE BOARD.

### **B. Second Vice President**

The Second Vice President shall perform such duties as usually pertain to the office of the Second Vice President, or as may be assigned by the President or THE BOARD.



### C. Third Vice President

The Third Vice President shall perform such duties as usually pertain to the office of the Third Vice President, or as may be assigned by the President or THE BOARD.

## Section 6: IMMEDIATE PAST PRESIDENT

The Immediate Past President shall act as Chair of the Advisory Committee of Past Presidents.

## Section 7: SECRETARY

The Secretary shall keep the minutes and seal, and perform such other duties as are customary to the office, including acting as Secretary for THE BOARD and Executive Committee, or other duties as may be assigned by the President or THE BOARD.

## Section 8: TREASURER

The Treasurer shall supervise the funds and securities of THE ASSOCIATION. The Treasurer shall act as Chair of the Finance Committee and perform any other duties as may be assigned by the President or THE BOARD.

## Section 9: DIRECTORS

Each STATE ASSOCIATION shall elect or appoint one (1) person to be Director for that STATE ASSOCIATION. Directors shall serve on THE BOARD of THE ASSOCIATION to act as liaison between their STATE ASSOCIATION and THE ASSOCIATION and shall perform such duties as may be assigned by the President or THE BOARD.

## Section 10: COMPENSATION

All Officers and Directors shall serve without compensation.

## Section 11: TENURE

The term of office for Officers elected at the Annual Business Meeting shall commence on the first day of the next fiscal year. Each Officer shall serve for one (1) fiscal year, unless removed for cause at any meeting of THE BOARD by the affirmative vote of three-fourths (3/4) of the voting membership of THE BOARD. No Officer may serve more than two (2) consecutive terms in the same elected position. Should the slate of Officers be presented with a vacant office, nominations may be made from the floor or by the Nominating Committee Chair. An Officer whose tenure is due to expire may be eligible for nomination from the floor.

The term of office for Directors shall commence on the first day of the fiscal year of THE ASSOCIATION.

## **Section 12: PROVISIONS FOR REMOVAL OF AN OFFICER**

An officer shall be removed from office, in the event of any of the following:

- A. Officer fails to perform their duties as described in the AEA governing documents;
- B. Has two (2) unexcused absences, during their term of office;
- C. It is determined by a majority vote of THE BOARD that an Officer should be replaced for the welfare of THE ASSOCIATION because of acts detrimental to THE ASSOCIATION.

The President or the next acting officer will send a notification of said action by electronic means and mailed to the officer's last known address.

## **Section 13: VACANCIES**

- A. In the event any office becomes vacant, THE BOARD shall appoint one of its members to the vacant office for the remainder of the Officer's term.
- B. In the event any Director position becomes vacant, the STATE ASSOCIATION for which that Director served shall elect or appoint a replacement.
- C. In the event multiple vacancies occur as a result of a catastrophic disaster, the replacements for the vacancies that occur shall be elected or appointed as stated in the Policies and Procedures' Disaster Action Plan.

# **ARTICLE VI BOARD OF DIRECTORS**

## **Section 1: HOW CONSTITUTED**

THE BOARD shall consist of the Officers of THE ASSOCIATION and the State Director from each STATE ASSOCIATION.

## **Section 2: POWERS**

THE BOARD shall have general charge of the affairs of THE ASSOCIATION and may delegate such powers and adopt such rules and regulations not inconsistent with these Bylaws and the Articles of Incorporation. THE BOARD shall have charge of all assets of THE ASSOCIATION and shall have sole authority for the expenditures of said assets.

## **Section 3: MEETINGS**

- A. The first regular meeting of THE BOARD shall be held within the first thirty (30) days after the new fiscal year of THE ASSOCIATION. Other regular meetings of THE BOARD shall be held at such times and places as may be determined by resolution of THE

BOARD. A call to the meeting shall be sent to each Officer and Director, by print or electronic notice, at least thirty (30) days prior to the meeting. The call shall include a statement of the purpose, the date, the time, and the location of the meeting. The business transacted at such meeting shall not be limited by such statement.

- B. Special meetings of THE BOARD shall be held at such times and places upon request of the Executive Committee, or upon request of not less than twenty-five percent (25%) of the Directors. Upon receipt of such call or written request, the Secretary shall cause a call to be sent to each Officer and Director, by print or electronic notice, at least two (2) weeks prior to the meeting. The call shall include a statement of the purpose, the date, the time, and the location of the meeting. The business transacted at such meeting shall not be limited by such statement.

#### Section 4: DUTIES

THE BOARD shall:

- A. Establish major administrative policies governing the affairs of THE ASSOCIATION;
- B. Devise and implement measures for the growth and development of THE ASSOCIATION consistent with its purposes;
- C. Decide upon the date and place for the Annual Business Meeting and Conference;
- D. Employ any needed personnel or contract needed services;
- E. Determine the method of auditing the records of THE ASSOCIATION; and
- F. Establish committees not otherwise provided, as necessary.

G.

## ARTICLE VII COMMITTEES

### Section 1: APPOINTMENT OF COMMITTEES

A. Appointments by the incoming President:

The Chairs shall be appointed by the incoming President subject to ratification by THE BOARD, with the exception of the Advisory Committee of Past President, Bylaws/Policies and Procedures Committee, Conference Committee, Executive Committee, Finance Committee, Government Affairs Committee, Membership Committee, and Nominating Committee. With the exception of the Audit Committee, the appointments shall be made at the first board meeting of the fiscal year.

1. The incoming President, subject to ratification by THE BOARD shall appoint the committee members of the following committees: Bylaws/Policies and Procedures Committee, Conference Committee, Contract Review Committee, Education Committee, Future Sites Committee, Government Affairs Committee, Long Range Planning Committee, Membership Committee, Minutes Review Committee, National Certification Committee, and Technology Committee.
2. A Contractor of THE ASSOCIATION shall not be appointed as a Chair of any committee.

Special and/or Ad Hoc Committees may be created as the need arises during the fiscal year by the President, subject to ratification by THE BOARD.

## Section 2: STANDING COMMITTEES AND FUNCTIONS

The Standing Committees of THE ASSOCIATION shall be as follows:

### A. Advisory Committee of Past Presidents

#### 1. Composition

The Advisory Committee of Past Presidents shall be composed of all Past Presidents of THE ASSOCIATION, with the Immediate Past President as Chair.

#### 2. Function

This committee shall study the actions of THE BOARD and the Executive Committee, and may submit comments and recommendations.

### B. Audit Committee

#### 1. Composition

An Audit Committee of three (3) members shall be appointed by the outgoing President prior to the end of the fiscal year of THE ASSOCIATION, one (1) of whom shall serve as Chair.

#### 2. Function

a. Prior to the end of the fiscal year, this Committee shall audit the accounts, assets, and liabilities of THE ASSOCIATION, and submit a written report of its findings and recommendations at the first regular meeting of the incoming THE BOARD.

b. THE BOARD or the Executive Committee may, at any time, without notice, instruct the Audit Committee to conduct additional audits or partial audits as may be deemed necessary or proper.

c. Any audit shall be conducted in accordance with accepted auditing standards.

Nothing in this section shall preclude the Audit being conducted by a Certified Public Accountant, who shall be retained by the committee, upon prior approval of the Executive Committee or THE BOARD.

### C. Bylaws/Policies and Procedures Committee

The Bylaws/Policies and Procedures Committee shall study, consider, and recommend any additions, amendments and/or deletions to the Bylaws/Policies and Procedures of THE ASSOCIATION.

### D. Conference Committee

The Conference Committee shall coordinate all activities necessary for the presentation of the Annual Business Meeting and Conference.

E. Contract Review Committee

1. Composition

The committee shall be appointed by THE BOARD and consist of not less than three (3) and no more than five (5) members.

2. Function

The committee shall on an annual basis:

- a. Review all existing contracts for specific performance and present a written report to the Executive Committee no later than the first board meeting of the new calendar year.
- b. Solicit new contracts from potential Contractors. Such new contracts shall be presented for review and action by THE BOARD at the first regularly scheduled board meeting following the Annual Business Meeting.

Nothing in this section shall preclude THE BOARD from terminating an existing contract or selecting a new Contractor as deemed necessary by THE BOARD.

F. Education Committee

The Education Committee shall study and make recommendations to implement the purposes of THE ASSOCIATION, as set forth in Article I, Section 2, of these Bylaws.

G. Executive Committee

1. Composition

There shall be an Executive Committee composed of the Officers of THE BOARD.

2. Function

- a. The Executive Committee shall review and submit to THE BOARD, for approval, the recommended budget showing the amount of anticipated income and expenditures for the ensuing fiscal year;
- b. This committee shall have the power of THE BOARD to transact business of an emergency nature requiring immediate action. All actions of the Executive Committee shall require a minimum of five (5) affirmative votes;
- c. This committee may hold meetings at such times and places and in such manner as it may determine;
- d. This committee shall have such additional powers as THE BOARD may delegate; and
- e. All actions of this committee shall be reported in full at the next meeting of THE BOARD

## H. Finance Committee

### 1. Composition

The Finance Committee shall consist of the Treasurer, as Chair, the Conference Committee Chair and no less than three (3) additional members appointed by the President.

### 2. Function

Prior to the fourth board meeting of THE ASSOCIATION, this committee shall submit to the Executive Committee a proposed budget for the ensuing fiscal year.

## I. Future Site Committee

The Future Sites Committee shall research and make recommendations for the annual conference locations and/or solicit bids from Charter States to host the annual conference.

## J. Government Affairs Committee

The Government Affairs Committee shall monitor and coordinate legislative, regulatory, and court efforts pursuant to the purposes of THE ASSOCIATION as set forth in Article I, Section 2, of these Bylaws.

## K. Long Range Planning Committee

The Long Range Planning Committee shall update, audit, revise, and extend recommendations for long range plans to THE BOARD.

## L. Membership Committee

The Membership Committee shall promote and solicit new members for THE ASSOCIATION, review all applications for membership, and submit a recommendation to THE BOARD at its next convened meeting.

## M. Minutes Review Committee

The Minutes Review Committee shall review the minutes of the board meetings and the Annual Business Meeting of THE ASSOCIATION and forward all recommendations/corrections to the Secretary.

## N. National Certification Committee

The National Certification Committee shall coordinate the National Certification program as directed by THE BOARD.

## O. Nominating Committee

### 1. Composition

- a. The Nominating Committee shall include three (3) members appointed by THE BOARD, one (1) of whom shall serve as Chair.
- b. Appointments shall be made at the first board meeting of the fiscal year.

c. Additionally, within thirty (30) days thereafter, each STATE ASSOCIATION may file with the Chair of the Nominating Committee the name of one (1) of its members to act as a member of said committee.

2. Function

The Nominating Committee Chair shall submit the recommendations of the Nominating Committee, together with a certification from each nominee indicating their consent to serve, to THE BOARD at least ninety (90) days prior to the Annual Meeting.

P. Technology Committee

The Technology Committee shall coordinate technology programs as directed by THE BOARD

Q. Technology Committee

The Technology Committee shall coordinate technology programs as directed by THE BOARD.

## ARTICLE VIII ELECTIONS

### Section 1: TIME

The President, if necessary, the President Elect, the three (3) Vice Presidents, the Secretary, and the Treasurer shall be elected during the Annual Business Meeting of THE ASSOCIATION.

### Section 2: QUALIFICATIONS OF CANDIDATES

Each person nominated shall be a Regular Member of THE ASSOCIATION, as set forth in Article III, Section 1, of these Bylaws, and an active member in good standing of their STATE ASSOCIATION. No person shall be nominated as President, President Elect, or First Vice President unless, at the time of nomination, said person shall have served on the Executive Board of THE ASSOCIATION for one (1) full term during the immediate preceding thirty-six (36) months.

### Section 3: NOMINATIONS

The Nominating Committee Chair shall submit the recommendations of the Nominating Committee. Additional nominations of qualified candidates may also be made from the floor at the Annual Business Meeting with the written consent of the persons so nominated.



## **Section 4: BALLOTING**

The ballots used at the annual election shall contain the names of candidates, submitted by the Nominating Committee, listed in alphabetical order by office, with an equal number of blank spaces for use in the event of nominations from the floor. Elections shall be carried out by vote in person as provided for in Article IX. A majority of all votes cast shall be required for the election of all Officers. In the event any ballot does not show a majority for any candidate for any of those offices, there shall be further balloting for that office. Prior to the second ballot, the candidate having the lowest vote on the first ballot shall be dropped, and on each succeeding ballot the same procedure shall be followed until a candidate shall have received a majority of all votes cast.

# **ARTICLE IX ANNUAL BUSINESS MEETING AND CONFERENCE**

## **Section 1: ANNUAL BUSINESS MEETING AND CONFERENCE**

- A. THE ASSOCIATION shall hold an Annual Business Meeting and Conference. The time and place may be fixed at a preceding Annual Business Meeting and Conference or by THE BOARD. In any event, the time and place shall be announced at least six (6) months before the date fixed. Any member of THE ASSOCIATION may attend the Annual Business Meeting.
- B. At least sixty (60) days prior to the Annual Business Meeting and Conference, THE BOARD will direct the Secretary to send a “Call to the Annual Business Meeting” to the State Directors, for distribution to their membership, and to each Officer, Associate Member, Past President, and STATE ASSOCIATION President. The “Call to the Annual Business Meeting” will include business to be presented to the Delegates, including but not limited to the Nominating Committee slate and proposed Bylaw amendments.

## **Section 2: DELEGATES AND ALTERNATE DELEGATES**

- A. Delegate representation shall be calculated on the basis of the number of members for the STATE ASSOCIATION paid to THE ASSOCIATION as of their immediately preceding fiscal year end or for which THE ASSOCIATION received dues ninety (90) days prior to the Annual Business Meeting, whichever is greater.
- B. Each chartered STATE ASSOCIATION, at the time of the Annual Business Meeting, shall be entitled to five (5) Delegates and five (5) Alternate Delegates. In the event a STATE ASSOCIATION has no regional association(s), said STATE ASSOCIATION shall be additionally entitled to one (1) Delegate and one (1) Alternate Delegate for its first fifty (50) members or fraction thereof and one (1) additional Delegate and one (1) additional Alternate Delegate for each additional fifty (50) members or major fraction thereof.

- C. All REGIONALS in good standing of a STATE ASSOCIATION shall be entitled to one (1) Delegate and one (1) Alternate Delegate for its first fifty (50) members or fraction thereof, and one (1) additional Delegate and one (1) additional Alternate Delegate for each additional fifty (50) members or major fraction thereof.
- D. The body of Associate Members present at the Annual Business Meeting shall be entitled to five (5) Delegates and five (5) Alternate Delegates.
- E. Each Alternate Delegate is entitled to vote only in the case of the absence of the Delegate for whom chosen as Alternate.
- F. All Delegates and Alternate Delegates must be active members in good standing of THE ASSOCIATION.

### Section 3: CREDENTIALS

The authority of each Delegate and Alternate Delegate shall be evidenced by a certificate signed by the President or Secretary of their STATE ASSOCIATION and/or REGIONALS. Each Associate Member must be certified by the Treasurer as a paid member to the Credentials Committee Chair. If said Associate membership exceeds five (5) members, said members will be instructed by the Credentials Committee Chair to caucus. All certificates must be presented to the Credential Committee by the specified time indicated on the “Annual Business Delegate Credential Form” to participate in the business of the Annual Business Meeting. All certificates shall be on forms furnished by THE ASSOCIATION under the authority and supervision of THE BOARD.

### Section 4: DELEGATES-AT-LARGE

In addition to Delegates referred to in Section 2 of this Article, elected Officers, Directors, and Past Presidents of THE ASSOCIATION, shall be Delegates-at-Large, and shall each be entitled to one (1) vote at any Annual Business Meeting at which they are present. The authority of each Delegate-at-Large shall be evidenced by a credential certificate on a form approved by THE BOARD.

### Section 5: VOTING

Voting at the Annual Business Meeting shall be limited to Delegates and Delegates-at-Large. Voting may be by ballot or via voice, as called for by the Presiding Officer, except the election of Officers shall be by secret ballot unless a secret ballot is dispensed with by unanimous vote. Immediately following each Annual Business Meeting the Chair of the Nominating Committee shall destroy all ballots.

## **Section 6: QUORUM**

A majority of the Delegates and Delegates-at-Large shall constitute a quorum for the convening of the Annual Business Meeting.

## **Section 7: RULES AND ORDER OF BUSINESS**

Each Annual Business Meeting shall adopt such rules and order of business, not to conflict with these Bylaws, as it may deem necessary and proper.

# **ARTICLE X AMENDMENTS TO BYLAWS**

## **Section 1: NOTICE**

- A. These Bylaws may be amended at any Annual Business Meeting by a two-thirds (2/3) vote of Delegates and Delegates-at-Large in attendance.
- B. All proposed amendments shall be delivered at least sixty (60) days prior to the opening of the Annual Business Meeting, to the Conference Committee Chair, each Officer, each Associate Member, each Past President, and each Director for dissemination to the members of THE ASSOCIATION within their respective STATE ASSOCIATION.

## **Section 2: EFFECTIVE DATE**

An amendment will take effect immediately upon its adoption, unless the motion to adopt specifies another effective date.

## **ARTICLE XI MISCELLANEOUS**

### **Section 1: EMBLEM**

The Emblem of THE ASSOCIATION is the sole property of THE ASSOCIATION and the use thereof will be only upon the written approval of THE BOARD.

### **Section 2: SEAL**

The seal, if any, of THE ASSOCIATION shall bear an insignia stating the name of THE ASSOCIATION and shall further conform to the requirements of the state of incorporation.

### **Section 3: RULES OF ORDER**

- A. The general procedure of THE ASSOCIATION shall be in harmony with the principles set forth in “Robert’s Rules of Order, Newly Revised” which shall be the final authority as to parliamentary procedure insofar as it does not conflict with any provisions of these Bylaws.
- B. A parliamentarian(s) may be appointed by the Presiding Officer at each meeting.

### **Section 4: PROPRIETARY ASSETS**

The National Certification Program including designations of American Settlement Industry Professional (ASIP) and Senior American Settlement Industry Professional (SASIP) shall be the sole property of THE ASSOCIATION and the use thereof will be only upon the written approval of THE BOARD.