38th Annual Business Meeting
May 16, 2018

InterContinental Kansas City at the Plaza Hotel
Kansas City, Missouri

American Escrow Association
Dedicated to Moving the Escrow/Settlement Industry Forward

1000 Q Street, Suite 205 - Sacramento, CA 95811
www.A-E-A.org - hq@a-e-a.org - (916) 446-5165 ph
Education Partner Program

Thank you for your commitment and support of our efforts to provide high-level educational opportunities for settlement professionals.

★ Silver Partners ★

Choosing to participate in the American Escrow Association’s Education Partners program not only shows your generosity, it also acknowledges your dedication to enhanced professionalism in the settlement industry.

When you become a Platinum, Gold, or Silver AEA Education Partner you show your employees how much you support them as well as provide excellent exposure and recognition for your company. By allocating a portion of your partnership dollars to our Annual Education Conference and the remainder to education events throughout the partnership year we are able to maximize your exposure and recognition.

Become a Platinum, Gold or Silver AEA Education Partner today by contacting Danielle McKee at hq@a-e-a.org, or 916-446-5165.
38th Annual Business Meeting

Table of Contents

Education Partner Program.....................................................................................................2
Annual Business Meeting Agenda...................................................................................4
Business Meeting Standing Rules....................................................................................5
Credentialed Delegates.............................................................................................................7
Duties of the Delegate................................................................................................................8
Caucuses.................................................................................................................................................9
Minutes of the Annual Business Meeting...........................................................................10
Treasurer’s Report.........................................................................................................................23
Candidates............................................................................................................................................24
Election Report.................................................................................................................................32
Bylaws - As Proposed March 19, 2016..................................................................................B1
Policies and Procedures Manual...............................................................................................PP1
Annual Business Meeting Agenda

Call to Order - Sheryl Oldham

Invocation - Ann Dunham

Pledge of Allegiance - Susan Reiman

Introduction of Officers and Directors - Sheryl Oldham
  Parliamentarian - Sue Fulfs
  Sergeant At Arms - Steve Cattolica

Report of Credentials Committee - Sue Fulfs

Adoption of Business Meeting Standing Rules - Milre Henry

Report of Minutes (May 2017) - Tiffannie Hobgood

Report of Treasurer (April 2018) - Karen Christiansen

Report of Board of Directors - Sheryl Oldham

Report of Committee Chairs
  Advisory of Past Presidents - Phil Dryden
  Bylaws/Policies & Procedures - Heather Wyant
  Quality Review Subcommittee - Linda Ruma
  Conference - Carlye Buxton
  Contract Review - Ann Dunham
  Education - Karen Christiansen
  Finance - Karen Christiansen
  Future Sites - Tiffannie Hobgood
  Government Affairs - Rosanna Medeiros
  Long Range Planning - Milre Henry
  Membership - Donna Inman
  Minutes Review - Sue Fulfs
  National Certification - Kathy Sullivan
  Technology/Website - Tiffannie Hobgood
    eNews/eBlast Subcommittee - Karen Greenhow
    Social Media Subcommittee - Tiffannie Hobgood
  Report of the Nominating Committee - Phil Dryden

Election of Officers 2018-2019

Other Business - Sheryl Oldham

Adjournment - Sheryl Oldham
PRESENTATION: For adoption by the Delegates immediately after the adoption of the Credentials Committee report. Rules must be read and presented in a professional manner, in their entirety, regardless of their previous distribution.

ADOPTION: A single voice vote by all Delegates to approve the proposed rules should be adequate, however, in the event some portion requires amendment, deletion or correction, each rule should be voted on separately. A two-thirds vote is required for adoption.

RESCINDING: A standing rule may be rescinded by the same required vote necessary for adoption.

SUSPENSION: A standing rule, for a specific purpose, may be suspended by a majority vote.

RULE 1: CREDENTIALS
A. Each chartered STATE ASSOCIATION, at the time of the Annual Business Meeting, shall be entitled to five (5) Delegates and five (5) Alternate Delegates. Each STATE ASSOCIATION will be entitled to said initial five (5) votes regardless of the number of Delegates attending the Annual Business Meeting provided at least one (1) Delegate is in attendance.

B. Each Region/Chapter 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 a fraction thereof, and one (1) additional Delegate and one (1) additional Alternate Delegate for each additional fifty (50) members or major fraction thereof. In the event a STATE ASSOCIATION has no Regions/Chapters, said STATE ASSOCIATION shall be additionally entitled to one (1) Delegate and one (1) Alternate Delegate for its first fifty (50) members and one (1) additional Delegate and one (1) additional Alternate Delegate for each additional fifty (50) members or major fraction thereof.

C. The body of ASSOCIATE members present at the time of the Annual Business Meeting shall be entitled to five (5) Delegates and five (5) Alternate Delegates regardless of the number of Delegates attending the Annual Business Meeting provided at least one (1) Delegate is in attendance.

D. The Credentials Committee shall provide an identification badge, which shall be worn during the meeting, to the properly credentialed Delegate or Alternate Delegate. Should a Delegate or Alternate Delegate leave the meeting, they must surrender their badge to the Sergeant at Arms.

E. An Identification badge is NOT transferable, except as authorized by the Credentials Committee.

F. If a credentialed Delegate is absent or unable to serve, an Alternate Delegate shall assume the duties of the Delegate AFTER qualifying at the Credentials desk.

G. In the event of a transfer of voting privileges from a Delegate to an Alternate Delegate, a badge transfer is required. The transfer shall be completed only by the Credentials Committee.

H. Each Delegate is responsible for being seated in their designated section and displaying their credential badge prior to the commencement of any voting process. Should a Delegate be absent from their designated section once a specific vote commences they have forfeited their right to that vote.

RULE 2: ADMISSION
Admission to the Delegate or Alternate Delegate seating sections of the meeting shall be made by the designated status shown on the badge.
RULE 3: TO BE RECOGNIZED
To obtain the floor, a member shall rise; address the Chair and state name and the affiliation they represent.

RULE 4: MOTIONS
Main motions and amendments should be written, signed, and delivered to the Recording Secretary immediately upon being proposed. Only those Officers, Directors, Past Presidents, and Delegates certified by the Credentials Committee as voting members of the meeting may make motions or vote. To exercise these privileges, a voter must wear their credential badge at all times during the business meeting and shall occupy the seats reserved for Delegates and/or Officers.

RULE 5: DEBATE
Debate will be limited to two (2) minutes for each speaker, for a total of twelve (12) minutes for each question. A timekeeper will signal the expiration of allotted time. No member will speak more than once on the same question on the same day without consent of two-thirds (2/3) of the voting body.

RULE 6: NOMINATIONS
A. In the event more than one (1) person has been nominated for the same position, each nominee shall be allowed two (2) minutes for a nominating speech.
B. If there is a nomination from the floor for a position, the person(s) nominated by the Nominating Committee shall be allowed two (2) minutes for a nominating speech.

RULE 7: NOMINATIONS FROM THE FLOOR
A. Nominating speeches shall be limited to two (2) minutes each.
B. There shall be no second speeches.
C. Nominees must present a signed consent to serve and may furnish a written biographical sketch.

RULE 8: CAUCUSES
The President will, prior to the commencement of the Annual Business Meeting, announce the time to be allotted for the caucuses which shall not exceed ten (10) minutes per request.

RULE 9: VOTING
The voting members of the general business meeting shall be the Officers of the American Escrow Association, the Directors thereof, the Past Presidents thereof, and the delegates who have been credentialed by the Credentials Committee.

RULE 10: NON-MEMBER ADMISSION
The President, or designated representative, shall be in charge of granting admission to non-members.

RULE 11: UNFINISHED BUSINESS
Any scheduled business not finished at the time that a recess is taken shall be resumed at the next business meeting at the point where it was interrupted.

RULE 12: DECORUM
A. Meeting will be called to order at the appointed hour. Delegates in attendance shall be seated quietly in their places before each meeting convenes.
B. When addressing the Chair, members must go to a convenient microphone (if available), and state name and the affiliation they represent.
C. Announcements of concern to the meeting will be made only from the platform.

RULE 13: PARLIAMENTARY RULES OF PROCEDURE
Roberts Rules of Order, Newly Revised shall govern the meeting in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the Association.
## Credentialed Delegates

### First Report

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<td>Associates</td>
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<td>Delegates at Large</td>
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### Second Report

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<td>Arizona</td>
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<td>California</td>
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<td>Associates</td>
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<td>Delegates at Large</td>
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<td>Total</td>
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Duties of the Delegate

In order to assist the AEA members who may be serving as a Delegate or Alternate Delegate for the first time, we have compiled a list of recommendations that outline your responsibilities:

• Register at the Credentials desk to receive the proper badge. You are required to wear the Credentials badge while in attendance at the meeting. The conference registration flyer usually details the times that the Credentials desk is open.

• If you leave the meeting for any reason, you must surrender your Credentials badge to the Sergeant-At-Arms. When you leave, your vote leaves with you and the assembly and your state will be short that vote until you return. If you are a Delegate and will not be returning to the meeting, you must go to the Credential desk to have an Alternate named as a Delegate to replace you.

• Review the Annual Business Meeting Book prior to the meeting. An email will be sent prior to the meeting with a link for the Annual Business Meeting Book.

• Arrive at the meeting location in plenty of time to find your assigned seating section.

• We encourage you to participate fully in the meeting, which includes observing the Business Meeting Standing Rules. If you wish to address the assembly, from the microphone, wait to be recognized by the President, state your name and the delegation you represent, then state your questions or comment. Remember you represent your state association in the voting decisions you will make.

• The Annual Business Meeting Book includes credential and election reports that can be completed as the information becomes available. Any proposed Bylaws amendments will be printed in the book as well. You may want to record your own notes regarding actions taken at the meeting for future reference or for reporting back to your association.

For more information Article IX of the AEA Bylaws provides complete information on the annual business meeting and the selection, qualification, and credentialing of Delegates, or ask a member of the AEA Board of Directors.
Caucuses

“...A Meeting of leaders of a group to decide on policies or candidates.”

ROBERT’S RULES OF ORDER (Newly Revised):

“Prior to or during a convention, members of a delegation may need or wish to meet as a group to decide how they will act with reference to certain matters to come before the convention: a meeting of this kind is usually called a "caucus". Unless such a caucus is so large that it must necessarily proceed in the manner of an assembly, it is governed by the rules of procedure applicable to committees, since the delegation is in effect a committee to represent and act at the convention for the constituent society or unity that chose it. If the president of a constituent society is automatically a delegate to the annual business meeting, he usually acts as a chairman of his delegation. Otherwise the delegation chairman is selected as the chairman would be for any other committee.

Caucuses may be held by different groupings of delegates, for example the delegates from one regional association may caucus together; or the caucus may be of all of the delegates from the entire state of even a combination of states. After a caucus of the delegation from a regional association, the delegates may join in a caucus of all regionals in a given area and then go into a caucus composed of all delegates from the entire state.

If a delegation is instructed by their regional association as to how to vote on a given issue or for a particular candidate, this instruction is binding on the delegation. Otherwise the delegates are free to vote as they see fit. The delegation may be instructed by their regional association as to how to vote as a unit and to cast all their votes in accordance with the majority of the delegation from that association.

The usual purpose of a caucus is for the discussion of a particular measure that is going to be brought before the entire assembly or to discuss the election of candidates. Often the candidates will be invited to speak before the caucus so that the delegate might have an opportunity to question those various candidates not known by that particular delegation. The author of a particular piece of legislation may ask a delegation to hold a caucus so that he might present his reasons for his proposal before it is taken to the large assembly, thereby keeping many negative questions in a smaller body.

A caucus may be called by the chairman. As in other meetings if the chairman does not call for a caucus, any two members of the committee may call for a caucus. (A caucus should be held after all scheduled events have been completed, unless scheduled events are being held day and night, on that day). The Delegates to the AEA Annual Business Meeting represent their regional association, except for the delegation elected by the state associations. They vote as instructed by their regional or as they see fit. They are not instructed by their state association; therefore, a caucus held at an AEA Annual Business Meeting in which all Delegates from a state association are invited to attend is a caucus composed of many delegations, none of whom are bound to vote in the general assembly according to the vote held by the state caucus. This caucus is only to convey ideas and to get the general feeling of the other delegations. However, a vote may be taken at the caucus to ascertain the views of the majority.

The discipline of the attendees should be the same as the members for any other special committee meeting.
President Phil Dryden called the meeting to order at 12:03 p.m.

**Welcome:**

President Phil Dryden (hereinafter, President Phil) called the 37th Annual Business Meeting to order at 12:03 p.m. Pacific Time and welcomed everyone.

**President’s Remarks:**

President Phil went over housekeeping items and points of order for the Annual Business Meeting. He requested everyone put all electronic devices into “silent” mode or be subject to a fine. Anyone needing to leave, once the meeting is started, should do so through the doors at the back of the room and leave their credentials with the Sergeant-At-Arms until their return. President Phil stated all Delegates should be seated at the front of the room and any Alternate Delegates and other guests should be seated in the back of the room.

**Invocation:**

Jan Grant, AEA Past President from the state of Washington, gave the invocation.

**Pledge of Allegiance:**

The Pledge of Allegiance was led by Jan Grant, AEA Past President, from the state of Washington.

**Introduction of Officers and Directors:**

President Phil next introduced the Executive Committee, as follows: President, himself, state of Washington; Immediate Past President, AnDee Harris, state of Nebraska; Secretary, Karen Christiansen, state of Oregon; Treasurer, Carlye Buxton, state of Arizona; Third Vice-President, Heather Wyant, state of Arizona; Second Vice-President, Rosanna Medeiros, state of California; First Vice-President, Leslie Banes, state of Arizona; President Elect, Sheryl Oldham, state of Nebraska; and Donna Inman, Parliamentarian, state of California.

He then asked the State Directors to stand as they were introduced, as follows: Director, Sue Fulfs, state of Washington; Director, Linda Ruma, state of Nebraska; Director, Kathy Alexander, state of Nevada; Director, Tiffanie Hobgood, state of Arizona; Director, George Weeks, state of Hawaii; Acting Director, George Bosch, state of Oregon; and Director, Donna Inman, state of California. He thanked them all.

President Phil then introduced Steve Cattolica from AdvoCal, AEA’s management company, as the Sergeant-At-Arms for the meeting. He also reminded Delegates, if they leave the meeting room, they must surrender their credentials to the Sergeant-At-Arms and retrieve them when reentering.

He then asked for reports, beginning with the Credentials Committee.
Credentials:
Sue Fulfs, Credentials Chair, provided the Delegate count for the Annual Business Meeting as follows:

<table>
<thead>
<tr>
<th>State</th>
<th>Delegates</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arizona</td>
<td>9</td>
</tr>
<tr>
<td>California</td>
<td>29</td>
</tr>
<tr>
<td>Colorado</td>
<td>6</td>
</tr>
<tr>
<td>Hawaii</td>
<td>6</td>
</tr>
<tr>
<td>Nevada</td>
<td>7</td>
</tr>
<tr>
<td>Oregon</td>
<td>6</td>
</tr>
<tr>
<td>Washington</td>
<td>11</td>
</tr>
<tr>
<td>Associates</td>
<td>0</td>
</tr>
<tr>
<td>Delegates-At-Large</td>
<td>24</td>
</tr>
<tr>
<td>Total</td>
<td>104</td>
</tr>
</tbody>
</table>

Sue Fulfs, Credentials Chair, state of Washington made the following motion:

Motion: "I move the credential report be accepted as presented."
Second: Rosanna Medeiros, Second Vice-President, state of California
Action: Motion carried.

Business Meeting Standing Rules:
The Bylaws/Policies and Procedures Committee presented to the Board of Directors the Business Meeting Standing Rules as adopted May 19, 2016. The Business Meeting Standing Rules were included with the Call to the Annual Business Meeting. President Phil requested AEA Past President Dee McComb, state of Washington, read the Business Meeting Standing Rules as provided.

Dee McComb, AEA Past President, state of Washington, made the following motion:

Motion: "I move the Business Meeting Standing Rules be adopted as presented."
Second: Rosanna Medeiros, Second Vice-President, state of California
Action: Motion carried.

Approval of Minutes:
President Phil, asked Secretary, Karen Christiansen to present the minutes for the May 19, 2016 Annual Business Meeting.

Karen Christiansen, Secretary, made the following motion:

Motion: "I move the minutes from the Annual Business Meeting held May 19, 2016, be approved as presented."
Second: Rosanna Medeiros, Second Vice President, state of California
Action: Motion carried.

Treasurer’s Report:
Treasurer, Carlye Buxton, reported the assets of the Association. Account balances as of March 31, 2017, are as follows:

<table>
<thead>
<tr>
<th>Account</th>
<th>Balance</th>
</tr>
</thead>
<tbody>
<tr>
<td>General Operating Account</td>
<td>$158,896.12</td>
</tr>
<tr>
<td>Savings Account</td>
<td>199,907.28</td>
</tr>
<tr>
<td>Earl G. Barrett Savings Account</td>
<td>5,332.40</td>
</tr>
<tr>
<td>Past Presidents Savings Account</td>
<td>1,930.92</td>
</tr>
</tbody>
</table>
President Phil asked for the report to be filed for audit.

**President’s Annual Recap:**

President Phil stated the year was exciting and went very quickly. He traveled to member states beginning in his home state of Washington and then attended California Escrow Association (CEA) in October. It was a nice change of weather for him. He explained the Board has been working to hold the mid-winter Board of Directors meeting in person and hosted in a member state, to help foster local representation. This year he reported the meeting was held in Sacramento, California. The Board co-sponsored and attended a CEA Cocktails and Content meeting attended by CEA members. In February, the Executive Committee made its annual trip to Washington, D.C. which was empowering, exciting, and very tiring with 8 to 10 meetings scheduled over a period of five days. We met with allied industries such as the Mortgage Bankers Association (MBA), Independent Community Bankers Association (ICBA), and had an hour long meeting with the Consumer Finance Protection Bureau (CFPB). There, the Executive Committee discussed the Small Industry Compliance Guide and the effects on settlement agents and gave them an “on the street” report on some of the pain points settlement professionals have experienced with TRID. There were also Congressional visits. Many of the legislators were interested in how our business is dealing with the CFPB.

Phil reported he then attended the Nevada Escrow Association Conference in Reno, Nevada. In April, he went to Nebraska for their Conference. He stated he would be traveling to Arizona representing AEA at their Annual Conference in July.

Other accomplishments Phil covered were a continuing implementation of the contract with AdvoCal, which included the transition to a new AEA website, as well as an improved membership platform at no additional cost. Both of these are more user-friendly and are expected to be more easily updated.

Phil informed the Delegates AEA had submitted written comments to the Federal Trade Commission (FTC) on the Safeguard Rule changes and to the CFPB on the TRID rule changes. In addition, comments
are being prepared and will be submitted this coming week to the IRS on the proposed FIRPTA rule. He also stated AEA participated in an Amicus Brief in the PHH case, supporting the settlement industry. Another project was working with the MBA and ALTA on the Uniform Closing Instructions. Those efforts were put on hold several years ago, as the financial and settlement industries were dealing with the impact of regulations from the CFPB. Efforts have been reignited and are now moving forward.

**Committee Reports:**

**Advisory of Past Presidents**

AnDee Harris, Chair

Immediate Past President, AnDee Harris, reported the Committee met several times during the year to work on the goals set at retreat. The Earl G. Barrett award criteria were given to the State Directors and the submissions voted on. The recipient was Laurie LeMay from the state of Washington.

Members of the committee are all Past Presidents of AEA. The committee goals were to provide advice on current issues; provide past history reference to AdvoCal and the Board of Directors; to work with AdvoCal to create a questionnaire to send to the Past Presidents to get input on future engagement. Also, the Committee was charged with creating a special project or fundraiser and hosting a hospitality area at Conference. The Committee's meetings were on a quarterly basis or as needed via Go-To-Meeting.

AnDee reported the Committee achieved its goals. The Committee will host a hospitality table during Conference. The special project is a fund raiser for the American Cancer Society. For every donation there will be a tag to put on a special board in honor or memory of a special person of the donor's choosing. A questionnaire has been created and will be sent to the Past Presidents after Conference.

AnDee thanked everyone for their participation throughout the year. She also asked all past Earl G. Barrett award winners attending get together after the Annual Business meeting for a photo.

**Bylaws and Policies and Procedures:**

Leslie Banes, Chair

Leslie reported the Policies and Procedures were amended to include Committee Best Practices, a Document Retention and Destruction Policy, and a Whistleblower Policy in addition to changes to accommodate the new management company. These changes were approved by the Board, posted on the website, and are in the conference materials. There were no changes made to the Bylaws.

She thanked her committee members Bobbie Artus, Sue Fulfs, Rosanna Medeiros, Lena Signor and Sammy Simpson. She gave a special acknowledgment to Steve Cattolica for his assistance. The committee's goals were to incorporate committee best practices, document retention and destruction policy, and a whistleblower policy into AEA's Policy and Procedures document.

All of the goals were met.

President Phil informed the Delegates the forms the Committee added to the Policies and Procedures are required of all non-profits. A fact brought to light by Art Davis, AEA's Washington, D.C. Representative.

**Quality Control Review Subcommittee:**

Heather Wyant, Chair

Heather stated it was a busy year for the Committee. She thanked the Committee members, Sue Fulfs and Karen Christiansen for showing her the way during her first year as committee chair. It was much appreciated!
She reported during the year they revised reports and forms so all templates are in a more uniform format. Each committee report now contains a list of members, committee goals and the progress of those goals.

Heather described documents reviewed which were as follows: the Advertising Policies and Agreement to Advertise, with corrections submitted to AdvoCal, and a Resolution Form, the Committee created and approved.

**Conference Committee:**

Rosanna Medeiros, Chair

Rosanna reminded everyone of the Conference theme, “One person can make a difference and everyone should try”.

She stated Conference can help us make a difference as we learn, educate, mentor, and support our current and future leaders of the Association. She then thanked everyone for their support and participation. The Committee began planning last August to make a difference and bring to our members and colleagues the education and information about the challenges and changes that face our industry.

She informed Delegates the Education Committee found speakers and topics currently affecting the settlement industry. With change, fast growing technology and a new administration team in D.C., it was important for attendees to have updated information provided by those in the forefront of our industry. She announced there would be something new this year, by adding a live webinar led by staff from Fannie Mae and Freddie Mac, so all members can be a part of this education session.

Rosanna reported there were 127 full conference registrations, 18 Exhibitors, 11 speakers and most of all 8 conference sponsors. The addition of AdvoCal created big changes in the duties of the Committee. She thanked AdvoCal for their support and all the duties they handled for a successful conference.

She thanked all the hardworking committees and individual members for their time and dedication. Long Range Planning is gearing up to continue the orientation for first time attendees. She had a thank you for President Phil, Leslie Banes, Heather Wyant, Jan Grant, Lena Signor, Danielle McKee, and Kacy Wallis for going above and beyond.

**Contract Review Committee:**

AnDee Harris, Chair

AnDee reported the Committee members were Heather Wyant, Kathy Alexander, Karen Greenhow, Sammy Simpson, Linda Ruma, and Rebecce Lewis. The goals of the Committee were to review current and proposed contracts; monitor the time frame and deadlines on current contracts to ensure they are met; review the current appraisal review forms; and develop a specific Request for Proposal form specific to the needs of AEA.

She stated the Committee reviewed and recommended contracts for Sheryl Oldham’s retreat in August, 2017 at the Elms Hotel & Spa in Excelsior Springs, Missouri; the Executive Committee’s stay in Washington D.C. at the Embassy Row Hotel in February, 2017. The appraisal reviews from the Board of Directors were given to President Phil with comments for his review with the current contractors.

AnDee said the Committee was able to meet the goals set at retreat, with the exception of the development of the Request for Proposal form. This project will be continued after Conference. The Committee will continue to review any contracts received after Conference and submit recommendations to the Board.
**Education Committee:**

Donna Inman, Chair

Donna stated it had been an honor to serve as Education Committee Chair and work with the exemplary members of the Committee.

She reported eight webinars had been presented as of the Annual Business Meeting. There were additional webinars scheduled for June and July.

Committee members were Robin Alvarez, Karen Christiansen, Karen Greenhow, Milre J. Henry, Tiffanie Hobgood, David A. Shean, and Mickey Vandenberg.

She was pleased to report the Committee goal of ensuring that quality education is available to AEA members had been met.

Donna announced there were sheets available for anyone needing to show verification of continuing education credits for employers, state associations, and/or for National Certification. Those sheets will be stamped before and after each session at the education table in the back of the room during Conference.

**Finance Committee:**

Carlye Buxton, Chair

Carlye reported the Committee continues to work with AdvoCal on reviewing tasks and duties of the management company and the treasurer in order to update the Treasurer's Manual. The monthly reports on income and expenses of the Association were reviewed, with feedback provided on adjustments, as needed, to AdvoCal through March 31, 2017. The updating of the manual is almost completed and will be done prior to the end of this fiscal year.

**Future Sites Committee:**

George Bosch, Chair

George indicated the Committee is in the process of negotiating the site for the 2018 Annual Business Meeting and Education Conference. Tentatively, it is to be held in Kansas City, Missouri at the Intercontinental Hotel.

Committee members were Kathy Alexander, Sheryl Oldham, Donna Inman, and Jodie King

**Government Affairs Committee:**

Sheryl Oldham, Chair

Sheryl reported the Government Affairs Committee represented AEA with various members of the Committee attending allied industry events. In addition, the Executive Committee traveled to Washington, D.C. to meet with many of said allied industry groups as well as national legislative representatives.

She stated, in September, 2016, David Shean and Leslie Banes participated in joint meetings with other industry participants at the Mortgage Brokers Association (MBA) sponsored by Mortgage Industry’s Standards Maintenance Organization (MISMO) event in Arlington, Virginia regarding Uniform Closing Instructions (UCI) and eNotarization. Discussion there was about moving forward with the UCI and the challenges of moving towards electronic and remote notaries.

Then, in October, 2016, Karen Greenhow, from Arizona, attended the ALTA Convention held in Scottsdale, Arizona. She reported a recurring theme, in the sessions she attended, of compliance with the ALTA Best Practices, with an emphasis on the protection of non-public, private information (NPI). Other sessions were on Cyber Fraud, the CFPB, and Closing Insight. One of the sessions gave some good advice - slow down!
In January, 2017, Leslie Banes and David Shean, along with Art Davis via telephone, represented AEA at a forum, in conjunction with MISMO meetings which continued the discussion on Uniform Closing Instructions. Those in attendance were the ALTA, MISMO, MBA and software providers.

Sheryl reported February 26 through March 3, 2017 the Executive Committee was in Washington, D.C. to meet with industry trade groups and various state legislators. AEA was represented by the full Executive Committee and Art Davis, AEA Washington D.C. Representative. During the week, the Executive Committee met with MBA, CFPB, Real Estate Services Providers Council (RESPRO), Jay Varon and Jennifer Keas, attorneys with Foley and Lardner, ALTA, ICBA, JP Morgan Chase & Co., National Association of Realtors (NAR), the Federal Trade Commission (FTC), and Wells Fargo Mortgage. Other meetings were held during the week with many legislative representatives for several states.

The week was very successful. Fannie Mae asked to reschedule a meeting with them so Freddie Mac could be included. The result was the webinar held just prior to the Annual Business Meeting. AEA’s position paper discussed CFPB reform and tax reform. AEA furthered and strengthened relationships with industry trade groups which will be helpful to deal with the many changes in the future.

She informed the Delegates, in June, 2017, David Shean and Art Davis would represent AEA as presenters at the October Research Conference. They will speak about escrow - legislation, liability issues, etc.

She stated the Committee was involved in other activities including a submission to the CFPB on TRID clarifications; communication with Chase on their concerns about escrow practices and compliance issues which represented a continuing dialog between escrow and the lending community. Also, the Committee submitted comments, on AEA’s behalf, to the FTC about re-consideration of their current Safeguards Rule. AEA joined an Amicus Brief filed March, 2017 in the DC Circuit Court supporting the PHH position on interpretation of Section 8 of the Real Estate Settlement Procedures Act (RESPA), administrative law, fair notice and other issues. Another letter is being prepared to address the recent changes the IRS made to the foreign person box on the 1099-S.

Sheryl thanked Art Davis for his involvement and his time spent on behalf of the Committee and the members Kathy Alexander, Leslie Banes, Karen Christiansen, Phil Dryden, Genia Engelstad, David Shean, Lena Signor, Nancy Silberberg, Sammy Simpson, Kathy Sullivan, Mickey Vandenberg, and Jeanette Williams for their participation.

Long Range Planning Committee: Milre Henry, Chair

Milre Henry reported the Committee had the following goals:

1. Produce a 2017 calendar to be sold at Annual Conference
2. Orientation for New Attendees at Conference
3. Work in conjunction with the Membership Committee to reach out for new members
   a. Focus on national presence in the next five years towards at least one member in each and every state
   b. Reach out to non-members attending webinars, conferences and previous members
   c. Look at expectations of state associations
4. Continue to improve Mentor Program
   a. Repeat “First Time Attendee Orientation” at 2017 Annual Conference and beyond
   b. Continue to connect with first time attendees of the 2016 Annual Conference
   c. Start guidelines for the Mentor Program
5. Look for ways to enhance AEA’s income stream with specific purposes
Annual Business Meeting
Bellevue, Washington May 18, 2017

a. Funding travel expenses to present programs for potential membership and/or state association formation, and to existing member states to enhance their membership efforts
b. Work in conjunction with the Past Presidents to find funding for the continuation of the Earl G. Barrett award

6. Create the following statements
   a. Value Proposition for being an education directed organization, specifically for settlement professionals
   b. Five year vision statement
   c. Define AEA’s value and purpose

Milre informed the Delegates, due to circumstances beyond their control, the Committee did not get the names of those 26 first-time attendees so was unable to reach out to them throughout the past year. She asked that first timers from the previous Conference take time to talk to her during this conference so she could meet them and welcome them back to Conference.

Milre requested first timer attendees to the Conference, this year, reach out so she could meet them as well and asked them to give her a business card. Also, they should not hesitate to talk to any of the Officers, Directors, or Past Presidents when they see them during the conference.

She stated the first two goals and a portion of the fourth were completed. The remaining goals are being worked on. Milre indicated she has thought about the guidelines for the Mentor Program; but, has not had the opportunity to start writing them. She asked if any of the attendees had suggestions on what the program should include, to let her know.

She stated the 2017-2018 AEA calendars are ready to be sold for $15 with the proceeds going toward the Earl G. Barrett Fund. This provides funding for the winner of the Past Presidents’ raffle with the registration fee to attend next year’s conference and travel expenses up to $700. The calendar contains pictures from each state association as well as AEA activities. A total of 50 calendars are available for sale at the Past Presidents table.

Milre then shared her appreciation for George Bosch, Linda Ruma, Leslie Banes, Heather Wyant, and Eric Dooley, this year’s committee members.

**Membership Committee:**

Heather Wyant, Chair

Heather stated the Committee dove into the new age of technology. They released live videos on Facebook covering membership and being part of something bigger. At the California Escrow Association meeting, in January, the new Membership brochures were distributed and the Committee gave a presentation on what it means to be a member of AEA.

She reported the Committee received several Affiliate and Associate Membership Applications which were approved. She asked Delegates to welcome new Associate Members: Daniel Mancini, Atlantic Contract Management, DJ Webb, Fidelity Title Agency of Alaska and new Affiliate Members: ePN (eRecording Partners Network) and ValuAmerica.

The Committee goals for the year were to increase the membership count by 10 percent and to increase the number of Associate/Affiliate members by 20 percent. With two months remaining, the general membership count is short of the goal but did increase by 167 members between March and May. The Associate and Affiliate membership has exceeded the goal as of May with totals of 12 and 19 members respectively.
Heather thanked the Committee members for their efficiency, care, time and efforts. Committee members were George Weeks, Jennifer Smith, Kathy Sullivan, Bobbie Artus, Marilyn Wimer, Sue Fulfs, Sharon Strahlendorf, Tiffanie Hobgood, and Jeanette Williams.

**Minutes Review Committee:** Sue Fulfs, Chair

Sue indicated throughout the year, the Committee reviewed the minutes from each board meeting and made suggestions and/or comments to Secretary Karen Christiansen. Adjustments were made and the final versions were posted to the AEA website for Board approval at the next scheduled board meeting.

She reported the Committee also reviewed the minutes from the May 19, 2016 Annual Business Meeting. Comments and/or suggestions were provided. Changes were made and the final version was provided for inclusion in the 2017 Annual Business Meeting book.

Sue thanked Secretary, Karen Christiansen, for all her hard work and the great job she did with the minutes throughout the year and Milre Henry for all her help and assistance on the Committee.

**National Certification Committee:** Kathy Sullivan, Chair

Read for the record by Secretary, Karen Christiansen.

Kathy’s report stated the National Certification program signifies a member’s efforts to make a difference in our industry. We are the professionals that provide the venue for all parties involved in a transaction to reach their goals. It behooves us to be the best part of every deal and be proud of the career we have chosen.

The report requested members take time for themselves to show the clients they work with they are knowledgeable and experienced in their field.

In the report, Kathy informed the Delegates the National Certification program was up and running and the Committee was looking forward to working through the process with each applicant.

**State Liaison Committee** Heather Wyant, Chair

Heather reported it was another busy year coordinating the Executive Committee and Board of Directors meetings from Union, Washington to Sacramento, California to Washington, D.C. to here in Bellevue, Washington. She thanked the Board members for their prompt responses to her email inquiries. It helped tremendously to coordinate flights, arrange hotel accommodations, book transportation, and make the necessary off-site reservations.

She also thanked AdvoCal for all of their time and hard work in organizing, planning and scheduling the venues, hotels, meals, etc. at all of the destinations this past year.

**Technology/Website Committee:** Tiffanie Hobgood, Chair

Tiffanie informed the Delegates the integration of AdvoCal was instrumental in assisting the Committee with many tasks throughout the year. The launch of the new AEA website was seamless and enhanced the member experience. The Member Profile allows for more interaction with AEA and its membership. The site provides a centralized place to obtain industry information.

Members of the Committee were Tiffanie Hobgood and Karen Greenhow
She reported the Committee goals were to:

1. Work with AdvoCal to transition to a new website platform, hosted by YourManagement.com (YM) and maintained by AdvoCal. The new platform will be at no additional cost to AEA, being included in the management fee currently being paid to AdvoCal. In addition, the launch date for new platform will be January 31, 2017.
2. Research the ability to transition the National Certification site to the new website platform instead of the current stand-alone site. If this is not feasible, then a page and link will be added to the new website to access the certification site.
3. To work, in conjunction with AdvoCal, to transfer all data, images, and historical documents to a Cloud storage.
4. Assist the eNews and Social Media Subcommittee chairs with meeting their goals and tasks.

Tiffanie stated, while the Committee is still working with AdvoCal on the transfer of information from the previous website to the new one; the goals of the Committee have been met.

**Social Media Subcommittee:**    **Tiffanie Hobgood, Chair**

Tiffanie itemized the Committee goals: to drive traffic to AEA Facebook and LinkedIn pages; increase the “Likes” on the AEA’s Facebook page; and to widen AEA’s audience with LinkedIn.

She reported Facebook followers have increased by 7 percent (40). The organic reach has increased by 30 percent. During the first year utilizing video on Facebook, there were over 887 views consisting of 261 minutes viewed. Photos and videos receive the highest engagement, equally with an average reach of 550. On LinkedIn the organic reach is about the same year over year.

Tiffanie designed and submitted a Snap-Chat filter for Conference to Snap-Chat and will advise attendees when it is live.

**eNews Subcommittee:**      **Tiffanie Hobgood, Chair**

Tiffanie reported the Committee successfully distributed the eNews to the membership each month since September, 2017. Additional eBlasts were distributed when breaking news from Washington D.C. or industry partners became available.

She requested any of the AEA membership with any helpful industry news send it to hq@a-e-a.org or media@a-e-a.org.

President Phil noted if any member was not receiving the eNews to please notify hq@a-e-a.org as it may be a spam opt-out members may not be aware of.

**Nominating Committee:**     **Ann Dunham, Chair**

Ann Dunham presented the Slate of Officers and indicated she had received the proper acceptance forms from all candidates which have been provided to the Secretary and AdvoCal. The Slate is as follows:

<table>
<thead>
<tr>
<th>Position</th>
<th>Name</th>
<th>State</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>Sheryl Oldham</td>
<td>state of Nebraska</td>
</tr>
<tr>
<td>President Elect</td>
<td>Rosanna Medeiros</td>
<td>state of California</td>
</tr>
<tr>
<td>First Vice President</td>
<td>Heather Wyant</td>
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<td>state of California</td>
</tr>
<tr>
<td>Secretary</td>
<td>Jeanette Williams</td>
<td>state of Nevada</td>
</tr>
</tbody>
</table>
Treasurer: Sammy Simpson state of California

President Phil then reminded Delegates the caucus time was set for five minutes; if there were nominations from the floor, each of those candidates would be allowed up to two minutes to speak, with no second speeches; if there was a nomination from the floor, Delegates would need to write in the names of all candidates nominated for the position on the ballot, not just the person they were voting for.

President Phil made the following announcement:

“For the office of President, Sheryl Oldham, from the state of Nebraska, having served as President Elect for the 2016-2017 fiscal year is automatically advanced to the position of President for 2017-2018 fiscal year.” He then introduced and congratulated her.

President Phil announced Rosanna Medeiros was a candidate for the position of President-Elect and called for nominations from the floor.

Sharon Strahlendorf, state of California, made the following motion:

Motion: "I move the nominations for the Office of President-Elect be closed and the Secretary be instructed to cast a unanimous ballot for Rosanna Medeiros as the President Elect."
Second: Milre Henry, state of Colorado
Action: Motion carried

President Phil announced Heather Wyant was a candidate for the position of First Vice President and called for nominations from the floor.

Susan Filer, state of Arizona, made the following motion:

Motion: "I move the nominations for the Office of First Vice President be closed and the Secretary be instructed to cast a unanimous ballot for Heather Wyant as First Vice President."
Second: Milre Henry, state of Colorado
Action: Motion carried

President Phil stated Carlye Buxton was a candidate for the position of Second Vice President and called for nominations from the floor.

Leisa Small, from the state of Arizona, made the following motion:

Motion: "I move the nominations for the Office of Second Vice President be closed and the Secretary be instructed to cast a unanimous vote for Carlye Buxton as Second Vice President."
Second: Milre Henry, state of Colorado
Action: Motion carried

President Phil stated Donna Inman was a candidate for the position of Third Vice President and called for nominations from the floor.

David Shean, from the state of California, made the following motion:
Motion: "I move 'the nominations for the Office of Third Vice President be closed and the Secretary be instructed to cast a unanimous ballot for Donna Inman as Third Vice President.'"
Second: Milre Henry, state of Colorado
Action: Motion Carried

President Phil stated Jeanette Williams was a candidate for the position of Secretary and called for nominations from the floor. Tiffanie Hobgood was nominated from the floor. David Shean, from the state of California, made the following motion:

Motion: "I move the nominations for the Office of Secretary be closed."
Second: Milre Henry, state of Colorado
Action: Motion Carried

Candidates made their presentations. Kathy Alexander, state of Nevada, requested a caucus. Ballots were distributed, collected, counted, and President Phil announced Tiffanie Hobgood, state of Arizona, was elected as Secretary.

President Phil stated Sammy Simpson was a candidate for the position of Treasurer.

Colleen Graves, from the state of California, made the following motion:

Motion: "I move that nominations for the Office of Treasurer be closed and the Secretary be instructed to cast a unanimous ballot for Sammy Simpson as Treasurer."
Second: Melissa Richards, state of Washington
Action: Motion defeated

President Phil re-announced Sammy Simpson as the slated candidate for the position of Treasurer and called for nominations from the floor. Karen Christiansen, state of Oregon and Jeanette Williams, state of Nevada were nominated from the floor.

David Shean, from the state of California, made the following motion:

Motion: "I move that the nominations for the Office of Treasurer be closed."
Second: Sue Fulfs, state of Washington
Action: Motion Carried

Candidates made their presentations. State of Oregon requested a five minute caucus. State of California requested an additional five minute caucus. Ballots were distributed, collected, counted, and President Phil announced Karen Christiansen, state of Oregon, was elected as Treasurer.

President Phil instructed the Sergeant at Arms to destroy the ballots.

Conference Chair, Rosanna Medeiros, announced the location of food, education, and exhibitors. She announced after the last session there would be a President’s Reception and Exhibitors Social, hosted by Escrow Association of Washington. Also, she reminded attendees to be sure to get the Exhibitors’ cards stamped during Conference and enter them into a drawing. Rosanna announced there would be a few Early Bird raffle drawings. In addition, there would be state drawings from California, Nebraska, and Nevada once Conference began. In addition, she informed the audience there were goodie bags from the state of Washington for each attendee and a prize for the gnome scavenger hunt. Evenings would be open for shopping, exploring, and other fun activities. Opening ceremonies are from 8 a.m. to 8:30 a.m., 8:30 a.m. to 9 a.m. is the President’s welcome, and the educational sessions will begin at 9 a.m.
Other Business:

President Phil turned the podium over to Steve Cattolica from AdvoCal. Steve introduced his staff, Kacy Wallis, Alex Kerstner, and Danielle McKee.

Meeting was adjourned at 2:34 p.m.

Respectfully submitted,

Karen Christiansen
Secretary
## Treasurer’s Report

**BALANCE SHEET THROUGH APRIL 30, 2018**

### ASSETS

**Current Assets**
- **Checking/Savings**
  - 1001 · Bank of the West-General Acct: 78,160.45
  - 1002 · Bank of the West-Savings: 237,812.95
  - 1003 · Bank of the West-EGBarrett: 4,314.53
  - 1004 · Bank of the West-Past President: 1,931.17
  - 1005 · BOW-Restricted Reserves: 10,150.00
- **Total Checking/Savings:** 332,369.10

- **Accounts Receivable**
  - 1200 · Accounts Receivable: 2,653.75
- **Total Accounts Receivable:** 2,653.75

- **Other Current Assets**
  - 1212 · Prepaid Expenses: 10,300.00
  - 1215 · Misc Receivables: 39.01
- **Total Other Current Assets:** 10,339.01

- **Total Current Assets:** 345,361.86

### LIABILITIES & EQUITY

**Liabilities**
- **Current Liabilities**
  - 2000 · Accounts Payable: 8,341.14
- **Total Accounts Payable:** 8,341.14

- **Total Current Liabilities:** 8,341.14

**Equity**
- 3000 · Opening Bal Equity: 328,746.09
- 3900 · Retained Earnings: -51,163.25
- 3905 · Endowment Expense: 10,225.00
- **Net Income:** 49,212.88

- **Total Equity:** 337,020.72

**TOTAL LIABILITIES & EQUITY:** 345,361.86
Candidates

Each candidate running for office at our Annual Business Meeting was asked to answer specific questions. Read below to discover a little about each candidate and the responses they provided.

Candidate for the office of President

**Rosanna Medeiros (California)**

**If you could bring one fictional character to life, who would it be and why?** Hermione Granger from Harry Potter. She is brilliant (as Harry would say) and great with charms and spells. Hermione also has that awesome Time Turner that allows her to be in several places at the same time and if we were friends, I would ask if I could borrow it occasionally.

**If you could live in any TV Home, which would it be?** The Cunningham’s from Happy Days. I enjoyed the show while growing up and their family dynamics was a lot like that of mine.

**Why did you choose your profession?** Actually, my profession chose me. I have been in the title/escrow industry since my last year of college and I have worked in both the title and escrow sides and I find the escrow profession so rewarding. Working with people and helping buyers achieve their dream of homeownership is a wonderful feeling and provides a sense of accomplishment. Helping borrower’s refinance and making the sale side of the transaction as painless for sellers is also rewarding.

**What is your favorite breakfast food and why?** Bacon and eggs. On weekends when my daughters are home we make and enjoy a good leisurely breakfast which consists of bacon and eggs (not to mention some good home-style potatoes and fresh fruit). In addition to tasting good, it has become a Comfort Food.
Candidates (CONTINUED)

Candidate for the office of President-Elect

Heather Wyant (Arizona)

If you could bring one fictional character to life, who would it be and why?
Mary Poppins! Practically perfect in every way! She can sing, she can dance, and she is simply SUPERCALIFRAGILISTICEXPIALIDOCIOUS! Mary Poppins is always happy and smiling – a brilliant lady!

If you could live in any TV Home, which would it be?
The amazing old house from "Charmed." That house was so beautifully gorgeous! I love the architecture, all the hard wood floors and exposed beams. I would love to have a house built with those same lines.

Why did you choose your profession?
I think it is safe to say that this profession chose me! I wanted to try something new in clerical work even though I adored teaching and went to work as a receptionist of an escrow branch. 17 years later, here I am and loving every moment!

What is your favorite breakfast food and why?
I would have to say, Lucky Charms! With all the colors of the rainbow – it's such a "happy" cereal. What a way to start the day – sugar, sugar, sugar and lots of color!
Candidate for First Vice President

Carlye Buxton (Arizona)

If you could bring one fictional character to life, who would it be and why?
Sherlock Holmes - I would so enjoy learning from him on deductive reasoning, the art of observation, and having a fierce conviction to solve the puzzle at hand.

If you could live in any TV Home, which would it be?
I would love to live in the Kennish house from Switched at Birth - fantastic kitchen, lots of natural light and open spaces - and the backyard is amazing!

Why did you choose your profession?
I am not sure that I chose this - I happened upon it and fell in love with being part of the homeownership dream.

What is your favorite breakfast food and why?
My favorite breakfast is "Sunrise Eggs Benedict" - my husband makes the day after Thanksgiving - smoked turkey, avocado, tomato, English muffin, poached egg, and hollandaise sauce. A-Mazing!
Candidate for Second Vice President

Donna Inman (California)

If I could bring one fictional character to life, who would it be and why?
Richard Jury – a New Scotland Yard Superintendent, created by Martha Grimes. He is handsome, kind, unlucky in love, intelligent, has a sense of humor and an amusing circle of friends.

If I could live in any TV home, which would it be?
Downton Abbey (upstairs, of course)

Why did you choose your profession?
I took a summer job with Graham Mortgage Corporation, a long time ago, in a galaxy far, far away – it paid almost twice what I was making as an English teacher. Even I could do that math. I enjoy working with the buyers and the sellers; especially the first time buyers. There is something new to learn every day.

What is your favorite breakfast food and why?
Brioche Pain Perdu (stuffed French toast, filled with orange marmalade and cream cheese.) And why? Because it is so yummy! No syrup required.
Candidate for Third Vice President

Tiffannie Hobgood (Arizona)

If you could bring one fictional character to life, who would it be and why?
Wonder Woman, she is a pillar of strength. She is caring, understanding but a very strong powerful woman who exudes the confidence to make anyone feel safe and assured.

If you could live in any TV Home, which would it be?
Martha Stewart’s New Hampshire home, this would be my ultimate dream. I’m a crafter at heart and to have any possible crafting tool at my disposal and the limitless supplies... OH MY!

Why did you choose your profession?
I didn’t actually choose this profession; the profession chose me. I was working as a file clerk for a law firm when one of the ladies I carpooled with was talking about what her sister did. Her sister was a Manager and Escrow Officer she was looking for a receptionist. I had no idea what a Title Company was or even what the word “escrow” means but I was looking for a career. As soon as I started I was immediately hooked. I really liked the fast pace and the complexity and loved the thought that I was a real part of making the dream of homeownership come true for so many people and it felt AMAZING! Now 25 years later, there is no looking back and I wouldn’t change a thing.

What is your favorite breakfast food and why?
GRITS! It was my dad’s favorite breakfast item and he would always make them for us when he was in town from work. Every time I have a hot bowl of buttery grits that wonderful childhood memory comes back and I think of my dad.
Candidates (continued)

Candidate for Secretary
Lena Signor (California)

If you could bring one fictional character to life, who would it be and why?
Miss Piggy. She is the best example of beauty, charm, humor, and snootiness (with charm). She never lets anyone bring her down. She oozes femininity and style.

If you could live in any TV Home, which would it be?
Leave it to Beaver. It reminds me of a simpler time where families stayed together, money was not in abundance, but they lived well. The humor was clean and they tackled family issues prevalent for the time, no swearing or “shoot-em” up.

Why did you choose your profession?
It actually chose me. At a Title Company, I was in Customer Service and got the chance to work at an Escrow Company as a new secretary. I enjoy helping people achieve their dreams, whether it be owning a home or selling a home and retiring. Great feeling.

What is your favorite breakfast food and why?
Crisp, hot waffles. Just smell of the cooking sends me into heaven.
So, what’s your story? Share with us how and why you got involved with the American Escrow Association and what made you decide to run for office.

Education and Comradery! We are in a fast-paced changing business environment and if we do not keep current with laws, guidelines, current events and business practices it could be to our detriment, not to mention our companies and clients as well. I find the information invaluable I have received from this organization and our regional platform. And there are the people! It takes a special kind of person to do what we do each and every day. We have shared experiences, thus when we come together we understand our challenges and greatest victories! Serendipitous for me that I am part of this great organization, BCE, “Best Career Ever”.

Candidate for Secretary

Jeannette Williams (NEVADA)
Candidate for Treasurer
Karen Christiansen (Oregon)

If you could bring one fictional character to life, who would it be and why?
Huckleberry Finn - I would like to discuss his take on 21st-century society

If you could live in any TV Home, which would it be?
Beverly Hillbillies

Why did you choose your profession?
It is challenging, interesting and always changing.

What is your favorite breakfast food and why?
Ebelskivers – Fun to make and they were one of the clues my husband and I knew we were meant to be together.
## Election Report

<table>
<thead>
<tr>
<th>Role</th>
<th>Name</th>
<th>Location</th>
<th>State</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td><strong>Rosanna Medeiros</strong></td>
<td></td>
<td>California</td>
</tr>
<tr>
<td>President Elect</td>
<td><strong>Heather Wyant</strong></td>
<td></td>
<td>Arizona</td>
</tr>
<tr>
<td>First Vice President</td>
<td><strong>Carlye Buxton</strong></td>
<td></td>
<td>Arizona</td>
</tr>
<tr>
<td>Second Vice President</td>
<td><strong>Donna Inman</strong></td>
<td></td>
<td>California</td>
</tr>
<tr>
<td>Third Vice President</td>
<td><strong>Tiffannie Hobgood</strong></td>
<td></td>
<td>Arizona</td>
</tr>
<tr>
<td>Secretary</td>
<td><strong>Lena Signor</strong></td>
<td></td>
<td>California</td>
</tr>
<tr>
<td>Secretary</td>
<td><strong>Jeanette Williams</strong></td>
<td></td>
<td>Nevada</td>
</tr>
<tr>
<td>Treasurer</td>
<td><strong>Karen Christiansen</strong></td>
<td></td>
<td>Oregon</td>
</tr>
</tbody>
</table>
Proposed bylaw amendments are noted in yellow highlight.
ARTICLE VII - COMMITTEES .......................................................... 12
Section 1: APPOINTMENT OF COMMITTEES .......................................................... 12
Section 2: STANDING COMMITTEES AND FUNCTIONS ........................................ 13

ARTICLE VIII - ELECTIONS ............................................................... 16
Section 1: TIME .................................................................................................. 16
Section 2: QUALIFICATIONS OF CANDIDATES ........................................... 16
Section 3: NOMINATIONS .................................................................................. 16
Section 4: BALLOTING ...................................................................................... 17

ARTICLE IX - ANNUAL BUSINESS MEETING AND CONFERENCE ..................... 17
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

ARTICLE X - AMENDMENTS TO BYLAWS ............................................... 19
Section 1: NOTICE ............................................................................................ 19
Section 2: EFFECTIVE DATE ........................................................................... 19

ARTICLE XI - MISCELLANEOUS ............................................................... 20
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, with all the rights and responsibilities afforded that position.

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.
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, Contract Review Committee, Education Committee, Future Sites Committee, Long Range Planning Committee, National Certification Committee, State Liaison Committee, and Technology Committee, 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: Advisory Committee of the Past Presidents, Bylaws/Policies and Procedures Committee, Conference Committee, Contract Review Committee, Education Committee, Finance Committee, Future Sites Committee, Government Affairs Committee, Long Range Planning Committee, Membership Committee, Minutes Review Committee, National Certification Committee, Nominating Committee, State Liaison 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 ensuring 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 Site 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 to THE BOARD the recommendations of the Nominating Committee, together with an acceptance of Nomination & Consent to Serve in Office from each nominee indicating their
P. State Liaison Committee
   The State Liaison Committee shall be the coordinator between the Executive Committee, THE BOARD, and Charter states.

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 shall include business to be presented to the Delegates, including but not limited to the Nominating Committee slate with biographies and pictures, Annual Business Meeting Agenda, 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, which is no less than thirty (30) days prior to the Annual Business Meeting, 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.
This working guide shall be the official reference on the history, organizational structure, programs, standing rules, and operating procedures of the American Escrow Association, hereinafter referred to as THE ASSOCIATION. The Policies and Procedures, along with the American Escrow Association Bylaws, will assist the members to understand more fully their place in THE ASSOCIATION and how the goals and purposes of THE ASSOCIATION can best be achieved.
# Table of Contents

I. Procedure for Maintaining the Policies and Procedures Manual ............................................. 4  
   A. Policy Changes .................................................................................................................. 4  
   B. Administrative Changes ................................................................................................. 4  

II. Chartering .......................................................................................................................... 4  
   A. Consideration and Process of Application ........................................................................ 4  
   B. Presentation of Charter .................................................................................................... 5  
   C. Reinstatement of Charter ............................................................................................... 6  

III. Membership ....................................................................................................................... 6  
   A. Qualifications for Regular Membership .......................................................................... 6  
   B. Qualifications for Associate and Affiliate Membership .................................................. 6  
   C. Qualifications for Honorary and/or Life Membership ..................................................... 7  
   D. Cancellation of Membership .......................................................................................... 7  

IV. Finance ............................................................................................................................... 7  
   A. Fiscal Year ....................................................................................................................... 7  
   B. Dues ............................................................................................................................... 8  
   C. Bank Accounts .............................................................................................................. 8  
   D. Bonding ......................................................................................................................... 8  
   E. Disposition of Revenue ................................................................................................. 9  
   F. Officer Reimbursements ............................................................................................... 9  
   G. Credit Card and/or Debit Card Policies and Procedures .................................................. 10  
   H. Registration Cancellation and Refund of Registration Fees Paid .................................... 11  

V. Nominations and Elections .................................................................................................... 13  
   A. Nominations .................................................................................................................... 13  
   B. Election Procedures ....................................................................................................... 13  

VI. Meetings ................................................................................................................................ 14  
   A. Board Meetings ............................................................................................................. 14  
   B. Purpose ........................................................................................................................ 15  
   C. Calls ............................................................................................................................. 15  
   D. Recommendation for Conducting Electronic Motion .................................................... 16  

VII. Job Descriptions Officers .................................................................................................. 16  
   A. President ....................................................................................................................... 17  
   B. President Elect ............................................................................................................ 18  
   C. First Vice President ...................................................................................................... 19  
   D. Second Vice President .............................................................................................. 19  
   E. Third Vice President ................................................................................................... 20  
   F. Secretary .................................................................................................................... 20  
   G. Treasurer .................................................................................................................... 21  
   H. Immediate Past President .......................................................................................... 22  

VIII. Committee Best Practices ................................................................................................ 23  

IX. Job Descriptions Standing Committees ............................................................................. 24  
   A. Advisory Committee of Past Presidents ........................................................................ 25  
   B. Audit Committee ......................................................................................................... 25
C. Bylaws/Policies and Procedures Committee ................................................................. 26
   Quality Control Review Subcommittee ............................................................................ 27
D. Contract Review Committee .......................................................................................... 27
E. Conference Committee/Subcommittees ........................................................................ 28
F. Education Committee ..................................................................................................... 29
G. Executive Committee .................................................................................................... 30
H. Finance Committee ....................................................................................................... 30
I. Future Sites Committee .................................................................................................. 31
J. Government Affairs ........................................................................................................ 31
K. Long Range Planning Committee .................................................................................. 32
L. Membership Committee .................................................................................................. 32
M. Minutes Review Committee ......................................................................................... 33
N. National Certification Committee .................................................................................. 34
O. Nominating Committee .................................................................................................. 34
P. State Liaison .................................................................................................................... 35
Q. Technology Committee .................................................................................................. 35
   eBlast/eNews Subcommittee ......................................................................................... 35
   Social Media Subcommittee ............................................................................................ 36
X. Job Descriptions Special Committees ............................................................................ 37
   A. Insurance Committee .................................................................................................. 37
   B. Parliamentarian ........................................................................................................... 37
   C. Public Relations Committee ....................................................................................... 38
XI. State Directors ............................................................................................................... 38
XII. Conflict of Interest Policy ............................................................................................. 39
XIII. Document Retention and Destruction Policy .............................................................. 41
XIV. Whistleblower Policy .................................................................................................. 43
XV. Disaster Action Plan ...................................................................................................... 44
XVI. Dissolution of THE ASSOCIATION ............................................................................ 44
XVII. Contractor .................................................................................................................. 45
XVIII. Suggested Association Forms .................................................................................... 46
XIX. Contractor Duty Template ............................................................................................ 47

A. Policy Changes

It is recommended that proposed changes to this manual shall be submitted by the Bylaws/Policies and Procedures Committee Chair to the Board of Directors at or before any board meeting where they are to be voted upon. Any member of the Board of Directors may make recommendations for changes to this manual to the Bylaws/Policies and Procedures Committee. Any change in the Policies and Procedures manual may be made at any regularly scheduled board meeting by a majority vote of the Board of Directors, hereinafter referred to as THE BOARD.

The Bylaws/Policies and Procedures Committee shall review the manual and prepare the proposed revisions. The Committee shall determine the method of reproduction, taking into consideration the cost, and shall have the authority to prepare the manual for reproduction as directed by THE BOARD.

B. Administrative Changes

THE BOARD shall approve any proposed wording for changes to the Policies and Procedures manual.

A copy of the Policies and Procedures manual shall be available to each member of THE ASSOCIATION. Management Company shall be responsible for providing the most current version of this manual.

II. Chartering

A. Consideration and Process of Application

The Membership Committee shall review the application and submit a recommendation to THE BOARD at its next convened meeting.

THE BOARD shall consider the recommendation of the Membership Committee and shall pass a resolution either authorizing the issuance of a Charter or take such other action, as it deems appropriate. Upon approval, the Membership Committee shall:

1. Forward all fees collected to Treasurer of THE ASSOCIATION.
2. Forward STATE ASSOCIATION membership information to the Treasurer.

In the event any application received by the Membership Committee is deficient or incomplete, The Committee shall return said application together with funds submitted, or suspend consideration of same, pending resolution of the defect.
THE ASSOCIATION shall recognize only one chartered STATE ASSOCIATION within each state.

Application for chartering:
A duly organized STATE ASSOCIATION shall be eligible to be chartered by THE ASSOCIATION. Upon meeting the qualifications for chartering, as set forth in THE ASSOCIATION Bylaws, a STATE ASSOCIATION desiring a Charter shall submit a written application to the Membership Committee Chair of THE ASSOCIATION. The application shall include, but not be limited to:

1. Corporate resolution to submit application for Charter, if applicable;
2. Copy of said STATE ASSOCIATION’S Bylaws;
3. A list of not less than four (4) prepaid members, including names, addresses, phone numbers, and, if available, email addresses and fax numbers;
4. Names of Officers and Committee Chairs;
5. Non-refundable Chartering fee in the amount of $1,000.00.

In the event any prepaid member of the STATE ASSOCIATION is an Associate Member of THE ASSOCIATION at the time application for Charter is received and approved by the Membership Committee, the required chartering fee will be reduced by the full balance of those Associate Member dues paid to THE ASSOCIATION for the fiscal year in which the application for Charter is received and approved.

B. Presentation of Charter

The Membership Committee Chair and President shall present the Charter to a newly chartered STATE ASSOCIATION at the next Annual Business Meeting. State Officers and members present shall be introduced to the membership. The President shall accept from the Membership Committee Chair documentation of receipt of the following approved items:

1. STATE ASSOCIATION Articles of Incorporation, certified by the Secretary of said Association, OR a letter certified by the Secretary of said Association that it is a non-profit, unincorporated entity;
2. Corporate resolution submitted to file for Charter, if applicable;
3. STATE ASSOCIATION Bylaws;
4. State Officers, Committee Chairs, and membership list;
5. Chartering fee in the amount of $1,000.00.

Upon receipt, the President shall declare that the State is ready to be chartered. The Membership Committee Chair shall offer some congratulatory words to the Officer(s), ask them to abide by the Bylaws, Policies and Procedures and Creed of THE ASSOCIATION, and upon their affirmative answer, present them with the Charter.
Should no one from the STATE ASSOCIATION be able to attend the Annual Business Meeting, the President may arrange, subject to budgetary constraints, for THE ASSOCIATION to send a Delegate to the next appropriate STATE ASSOCIATION meeting to present the Charter on behalf of THE ASSOCIATION. This Delegate may be the President, the Membership Committee Chair, or such other person as the President may appoint.

C. Reinstatement of Charter

Should a STATE ASSOCIATION Charter be cancelled, suspended, or revoked by THE ASSOCIATION or voluntarily cancelled by the STATE ASSOCIATION, said Charter may be reinstated within five (5) years of cancellation, suspension, or revocation by majority vote of THE BOARD. The STATE ASSOCIATION must submit the following to the Membership Committee Chair:

1. STATE ASSOCIATION Articles of Incorporation, certified by the Secretary of said Association OR a letter certified by the Secretary of said Association that it is a non-profit, unincorporated entity,
2. Corporate Resolution submitted to file for reinstatement of Charter, if applicable,
3. State Officers, Committee Chairs, and membership list,
4. Charter Reinstatement fee of $250.00

Should a STATE ASSOCIATION wish to reinstate a Charter more than five (5) years after said Charter has been cancelled, suspended, or revoked by THE ASSOCIATION or voluntarily cancelled by the STATE ASSOCIATION, the STATE ASSOCIATION must comply with all requirements as stated in Article II Section B of these Policies and Procedures.

III. Membership

A. Qualifications for Regular Membership

Each individual member of a STATE ASSOCIATION, whose name and address has been submitted by a chartered STATE ASSOCIATION, together with the specified dues per capita, shall be considered a Regular Member of THE ASSOCIATION in good standing.

B. Qualifications for Associate and Affiliate Membership

Upon approval by the Membership Committee of an application by an individual for Associate Membership, or by a business entity, or national organization for Affiliate Membership, together with the application fee as established by THE BOARD, said applicant shall be considered an Associate or Affiliate Member in good standing.
C. **Qualifications for Honorary and/or Life Membership**

**Honorary Membership:**

An Honorary Membership may be granted to any person, business entity, or trade association who, by his, her, or its actions and contributions, has shown exceptional support for THE ASSOCIATION. Honorary Membership does not exempt the grantee from further payment of dues to THE ASSOCIATION.

**Life Membership:**

A Life Membership may be granted to any person who, by their actions and contributions, has shown exceptional support for THE ASSOCIATION. A Life Membership exempts that member from further payment of dues to THE ASSOCIATION. All Past Presidents shall be given an automatic Life Membership upon leaving THE BOARD and registration fees to all annual conferences shall be complimentary.

Nominations for an Honorary Membership or Life Membership may be made by any member by submitting a letter to the Executive Committee for consideration. Said nomination should include facts which indicate the contributions made by the nominee and the impact they have had on THE ASSOCIATION. The Executive Committee may take action on the nomination, appoint a special ad hoc committee to make further recommendation, or refer the nomination to THE BOARD for action.

Upon approval of Honorary or Life Membership, the Executive Committee shall present nominee with suitable recognition at the next Annual Business Meeting or during the installation of Officers.

D. **Cancellation of Membership**

A STATE ASSOCIATION may voluntarily cancel its membership at any time upon the surrender of its STATE ASSOCIATION Charter to THE BOARD. Any STATE ASSOCIATION may be asked to surrender its STATE ASSOCIATION Charter in accordance with THE ASSOCIATION Bylaws.

An Affiliate or Associate Member may voluntarily cancel their respective membership by providing written notice or by failing to pay their annual dues.

IV. **Finance**

A. **Fiscal Year**

The fiscal year of THE ASSOCIATION shall be defined as August 1 through July 31. The Treasurer shall close the financial records of THE ASSOCIATION as of July 15 of each year and the tax returns for said fiscal year shall be forwarded to the Immediate Past President for signature no
later than September 25 of each year. A signed copy must be sent to Management Company
and the Treasurer to become a part of the permanent archival records.

B. **Dues**

1. The Delegates at the Annual Business Meeting shall fix dues for Regular Members.
2. The dues for each STATE ASSOCIATION will be calculated on the number of members in that
   Association as certified by the President and Secretary of that STATE ASSOCIATION at the
   beginning of each State’s fiscal year and are payable to THE ASSOCIATION as they are
   received by the State. Thereafter, as individual members are added to the State
   membership, the dues to THE ASSOCIATION shall be due and payable within thirty (30) days
   of receipt.
3. Each STATE ASSOCIATION shall remit dues on the basis of the amount determined by
degregation at the Annual Business Meeting; the effective date of any dues adjustment shall
be August 1 of the calendar year following said meeting.
4. The dues for Associate and Affiliate Members shall be due August 1.

C. **Bank Accounts**

1. Bank accounts may be established pursuant to the directives of THE BOARD.
2. On all accounts in the name of THE ASSOCIATION, the President, the President Elect, the
Secretary and the Treasurer shall be the persons authorized to sign on such accounts. In
addition, as per Section XV Disaster Action Plan of the Policies and Procedures manual,
there shall be two additional signers on THE ASSOCIATION bank accounts, one (1) being the
Immediate Past President and the second being any other Past President. An “Authorized
Signatory” may sign any check in the amount of $5,000.00 or less without counter
signature.
3. Pursuant to the directives of THE BOARD, the Treasurer shall maintain a sufficient balance in
the checking account to enable the payment of authorized expenses. Any excess funds shall
be maintained in interest-bearing account(s). Should THE ASSOCIATION funds exceed FDIC
limitations in any single bank, THE BOARD shall direct the Treasurer to open and/or transfer
funds to another bank so as to not exceed the limitations.

D. **Bonding**

During the first board meeting of each fiscal year THE BOARD shall determine the need, if any,
for fidelity bonds covering the Officers of THE ASSOCIATION having access to funds or assets of
THE ASSOCIATION. In the event THE BOARD determines said need exists, THE ASSOCIATION
shall secure any required fidelity bonds.

Any premium required for fidelity bonds covering the Officers of THE ASSOCIATION having
access to funds or assets belonging to THE ASSOCIATION shall be paid by THE ASSOCIATION.
E. **Disposition of Revenue**

All revenue received by any division of THE ASSOCIATION shall be remitted immediately and the appropriate receipt/voucher for such funds shall be issued by the Treasurer or the Management Company. Said funds will be banked as soon as possible and/or reasonable, except as otherwise provided in the Bylaws and the Policies and Procedures manual of THE ASSOCIATION. When revenue is received, an income voucher with back up documentation will be prepared immediately and submitted to The Treasurer for approval and posting into the appropriate account of THE ASSOCIATION.

F. **Officer Reimbursements**

1. **Budget Allocation:**
   Each Officer of THE ASSOCIATION is allocated in the annual budget an amount for reimbursement of expenses incurred within that year on business for THE ASSOCIATION.

2. **Reimbursement Procedure:**
   a. Each Officer, upon incurring a reimbursable expense, shall submit to the Treasurer a request voucher on the form furnished by the Treasurer with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.
   b. All such vouchers must be submitted to the Treasurer as soon as possible after the expenditure is incurred, but no later than thirty (30) days after the event date, or July 15, whichever shall first occur.

3. **Reimbursement of Expenses:**
   a. Air, train, or bus fares or (if travel is by automobile) a cents-per-mile reimbursement based upon the then applicable reimbursement rate as established annually by the Internal Revenue Service.
   b. Shuttle buses and taxis traveling between hotels and airports plus reasonable tips. These costs are not reimbursable if the purpose of the trip is personal (such as dinner, shopping, entertainment, or sightseeing). Rental cars will need the approval of the respective Committee Chair or the President.
   c. Hotel lodging costs and taxes, plus reasonable tips to include one (1) day prior and one (1) day post said event/Board Meeting to allow for travel to and from said event/Board Meeting. Any hotel lodging costs prior to or after the above-mentioned dates will be the responsibility of the Officer/Director, unless approved by the President. Except for calls and internet services made or used in regards to THE ASSOCIATION business, phone charges and internet services are not reimbursable. Officers and Directors shall “double up” with other Officers, Directors, and contracted staff persons, as necessary, in order to minimize the expenses to THE ASSOCIATION.
   d. Airport parking.
   e. Airline baggage charges, not to exceed two (2) bags.
f. Meal costs are reimbursable, if proper documentation and receipts are provided to the Committee Chair for approval and pursuant to IRS Guidelines located at https://www.irs.gov/faqs/small-business-self-employed-other-business/income-expenses/income-expenses-2.

G. Credit Card and/or Debit Card Policies and Procedures

Objectives:
1. To allow the President of the American Escrow Association access to efficient and alternative means of payment for approved expenses.
2. To improve payment of expenses as it relates to the credit card and/or debit card purchases and/or expenses.

Policies:
1. The American Escrow Association credit card and/or debit card will be issued only to the President of THE ASSOCIATION.
2. The credit card and/or debit card is to be used only for purposes as it relates to the American Escrow Association. Personal purchases of any type are not allowed.
3. Cash advances on credit cards and/or debit cards are not allowed.
4. The authorized user will be required to sign an agreement indicating they accept these terms. Individuals who do not adhere to these Policies and Procedures risk revocation of their credit card and/or debit card privileges for the term of their office.
5. Any improper usage of THE ASSOCIATION credit card and/or debit card may result in immediate termination of all credit card and/or debit card privileges.
6. Any purchase made by the authorized user, deemed not an approved expenditure on behalf of THE ASSOCIATION, shall become the sole responsibility of the authorized user. In any event, THE ASSOCIATION is hereby authorized and directed to collect said funds (by whatever remedy or means available) directly from the authorized user as a reimbursement for advancement said expenditure.

Procedures:
1. Detailed receipts must be retained and attached along with the submission of any voucher, within ten (10) days after purchase.
2. Each receipt must include the name(s) of all persons involved in the purchase, and a brief description of the business purpose of the purchase, in accordance with Internal Revenue Service regulations.
3. All monthly statements submitted for payment must include the initials of the cardholder as acknowledgement and/or approval of the charges within said statement.
4. All monthly statements submitted for payment must have the appropriate GL account code.
H.  **Registration Cancellation and Refund of Registration Fees Paid**

In the event any person registered for any event sponsored by THE ASSOCIATION wishes to cancel their registration for said event, the following procedures shall apply:

1. Refund of any paid registration fee(s) may be issued up to thirty (30) days prior to any scheduled event for which a registration fee has been received by THE ASSOCIATION.
2. As of the thirtieth (30th) day prior to any scheduled event all refunds will cease and any/all refund requests will be denied.
3. All registration fee(s) to be refunded shall be subject to a cancellation fee in an amount to be determined by THE BOARD. Said cancellation fee shall be reviewed by THE BOARD during the first board meeting of each fiscal year and shall be set for the fiscal year by majority vote of THE BOARD.
4. All requests for cancellation of event registration and refund of registration fee(s) paid to and received by THE ASSOCIATION must be accompanied by a completed Registration Cancellation and Request for Refund form in order for a refund to be issued. Submission of form(s) shall be in a manner and format as determined by THE BOARD.
5. All completed Registration Cancellation and Request for Refund forms submitted to THE ASSOCIATION shall be forwarded, in a manner as directed by THE BOARD, to the President, the Treasurer, and the Committee Chairs of the event for which a refund is being requested within twenty-four (24) hours of receipt.
6. Treasurer shall issue qualified refund(s) within ten (10) days of receipt of completed Registration Cancellation and Request for Refund form.
7. Requests for registration cancellation and refund of registration fees paid, due to extenuating circumstances, shall be addressed by the Executive Committee on a case-by-case basis.

In the event any Past President and/or Officer of THE ASSOCIATION registered for any event sponsored by THE ASSOCIATION wishes to cancel their registration for said event and THE ASSOCIATION had/would be paying any/all expenses for said Past President and/or Officer as provided for in the Bylaws and/or Policies and Procedures of THE ASSOCIATION, the following shall apply:

1. Said Past President and/or Officer shall notify the President, the Treasurer, and The Committee Chair for said event of their registration cancellation in a manner to be determined by THE BOARD.
2. Any Past President and/or Officer who has cancelled their event registration shall be responsible for reimbursement to THE ASSOCIATION as follows:
3. In the event any Past President and/or Officer notifies THE ASSOCIATION of their event registration cancellation as provided in Item 1 prior to the day THE ASSOCIATION is required to provide final number of attendees to the event facility as required in any contract and/or written agreement between the event facility and THE ASSOCIATION, but in no event less
than five (5) days prior to said event, said Past President and/or Officer shall reimburse THE ASSOCIATION for any/all expenditures actually paid by THE ASSOCIATION on their behalf as of the date they cancel their registration.

4. In the event any Past President and/or Officer notifies THE ASSOCIATION of their event registration cancellation as provided in Item 1 on or after the day THE ASSOCIATION is required to provide final number of attendees to the event facility as required in any contract and/or written agreement between the event facility and THE ASSOCIATION, but in no event less than five (5) days prior to said event, said Past President and/or Officer shall reimburse THE ASSOCIATION for any/all expenditures actually paid by THE ASSOCIATION on their behalf as well as any costs paid by THE ASSOCIATION to the event facility on their behalf including, but not limited to, lodging and event meals.

5. In the event any Past President and/or Officer notifies THE ASSOCIATION of their event registration cancellation as provided in Item 1 on or after the day THE ASSOCIATION is required to provide final number of attendees to the event facility as required in any contract and/or written agreement between the event facility and THE ASSOCIATION, but in no event less than five (5) days prior to said event, said Past President and/or Officer shall reimburse THE ASSOCIATION for any/all expenditures actually paid by THE ASSOCIATION on their behalf as well as any costs paid by THE ASSOCIATION to the event facility on their behalf including, but not limited to, lodging and event meals.

6. Treasurer shall provide documentation of any/all reimbursable expenditures to said Past President and/or Officer within ten (10) days of cancellation in Item 1.

7. Said Past President and/or Officer shall remit any/all reimbursement funds to THE ASSOCIATION within fifteen (15) days of receipt of documentation from Treasurer.

8. In the event any Past President and/or Officer registers for any event sponsored by THE ASSOCIATION wherein THE ASSOCIATION had/would be paying any/all expenses for said Past President and/or Officer as provided for in the Bylaws and/or Policies and Procedures of THE ASSOCIATION and said Past President and/or Officer does not attend said event nor notify THE ASSOCIATION of their non-attendance, reimbursement requirements as provided in Item 2b shall apply.

9. In the event THE ASSOCIATION will not/has not paid any expenses on behalf of any Past President and/or Officer who wishes to cancel their registration for any event sponsored by THE ASSOCIATION, the cancellation procedures for event registrants as listed above shall apply to said Past President and/or Officer.

10. Event registration cancellation by any Past President and/or Officer due to extenuating circumstances shall be addressed by the Executive Committee on a case-by-case basis.

The registration cancellation and refund policy shall be posted to THE ASSOCIATION website in a location as determined by the Technology Committee. The specific date on which any/all requests for registration cancellation and refund of registration fee(s) paid shall be listed on any/all advertisement(s) and/or announcement(s) for any/all scheduled event(s) sponsored by THE ASSOCIATION along with the amount of the cancellation fee as determined by THE BOARD.
V. Nominations and Elections

A. Nominations

The Nominating Committee may accept recommendations for Officer Candidates from any member of THE ASSOCIATION. The Committee shall review qualifications of said candidates in accordance with THE ASSOCIATION Bylaws and shall submit a slate of Officer Candidates to THE BOARD ninety (90) days prior to the Annual Business Meeting. Nominations may also be made from the floor at the Annual Business Meeting provided the Nominating Committee has approved the qualifications of the candidate and has obtained an Acceptance of Nomination & Consent to Serve in Office from the nominated candidate.

B. Election Procedures

A slate of Officer Candidates shall be distributed to THE ASSOCIATION Delegates for consideration. Officers shall be elected during the Annual Business Meeting of THE ASSOCIATION. Time shall be allowed for each nominee to present their qualifications, reasons for running for office, and goals if elected.

Voting shall occur in the order in which the offices are listed in THE ASSOCIATION Bylaws Article V: President Elect, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer.

At the Annual Business Meeting, after the Nominating Committee has presented its report and before voting for each office takes place, the President must call for further nominations from the floor.

When it appears that no one wishes to make a nomination, the President should ask again if there are further nominations from the floor; if there is no response, they may declare the nominations for that office are closed, without waiting for a motion to that effect.

Balloting for each individual office immediately follows nominations from the floor for that office. The ballots are counted for one office and the result of that election is announced, before the next office to be voted on is opened to nominations from the floor.

If not elected to the office for which they are running, a candidate may be nominated for another office which has not been filled. If nominated for another office, said candidate must provide the Nominating Committee Chair with a new Acceptance of Nomination & Consent to Serve in Office before balloting begins.

The Conference Committee Chair shall appoint a Sergeant-At-Arms, who shall be responsible for distributing, gathering, and counting all ballots; (see job description under Article VIII Job Descriptions Standing Committees, Section E Conference Committee/Subcommittees, and Job
Functions). Newly elected Officers shall be installed at the Annual Conference. After the election all ballots shall be sealed and given to the Nominating Committee Chair. Immediately following each Annual Business Meeting the Nominating Committee Chair shall destroy all ballots.

VI. Meetings

A. **Board Meetings**

1. THE BOARD shall meet at a time and place designated by the President. Meetings may be held by electronic, telephonic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A member participating by such means is deemed to be present at the meeting. It is recommended that all board meetings begin with committee work followed by THE BOARD of Directors meeting. The schedule and agenda for each board meeting shall be determined by the President.
2. The first meeting of the new Board of Directors will also encompass a planning session. Committee assignments and goal setting for the upcoming year will be the focus of this meeting. It is recommended that the first meeting be held in August.
3. Recommended board meeting times are November, January, March, and at the Annual Conference.
4. It is recommended that the President plan for one (1) meeting to be held in Washington D.C. provided the finances of THE ASSOCIATION allow for the expense. This meeting should be held at a time which would be most advantageous for individual members of THE BOARD to meet with their State Representatives as well as provide the Officers with an opportunity to meet with representatives of regulatory agencies and/or allied industries.
5. The President will determine each year if the entire Board of Directors will meet in Washington D.C. If the President determines that it is not necessary or advantageous for the entire Board of Directors to meet in Washington D.C., the remaining board meetings may be adjusted accordingly to allow THE BOARD sufficient time to complete the tasks set forth at the first board meeting.
6. For the purpose of presenting the slate of Officer Candidates, in accordance with THE ASSOCIATION Bylaws, one meeting of THE BOARD must occur at least ninety (90) days prior to the Annual Business Meeting.
7. **Recommendation for Conducting Electronic or Telephonic Meeting**
   a. Agenda to be provided prior to meeting time established  
   b. Meeting will be conducted by the Presiding Officer  
   c. Call Roll  
   d. Any Member wishing to speak needs to identify themselves as follows: State your full name and Title  
   e. Motions shall be made as follows: Secretary to send an email template as follows: 
      Date  
      I Move:  
      Signature of Person making Motion (typed signature acceptable)
Seconded by: (typed signature acceptable)
Passed: Yes No
Secretary signs and places in records
f. Secretary forwards the template to the member making the motion that completes it, places their electronic signature thereon, forwards to the member who seconded the motion who in turn places their electronic signature, and then forwards to Secretary to indicate pass or fail signs and memorializes it into the records.
g. Meeting to be conducted in accordance with the Agenda
h. Etiquette
   i. When possible use a landline.
   ii. Avoid background noise by placing your phone on mute when not speaking.
   iii. DO NOT PLACE CALL ON HOLD.
   iv. Ask to be recognized when you wish to speak, wait to be acknowledged.

B. Purpose

The purpose of board meetings shall be to receive reports of Officers, Committee Chairs, and State Directors; to act on any recommendations, resolutions, or other business which may be presented, and to allow time for committees to meet.

1. At each convened meeting of THE BOARD and at the Annual Business Meeting, each Committee Chair shall submit a written report of any actions taken by their committee. Each Committee Chair shall provide copies of their report to the Secretary and the Management Company via electronic format no less than one (1) week prior to each board meeting.

2. State Directors shall submit a written report to THE BOARD of the activities of their STATE ASSOCIATION. Directors shall also report to THE BOARD or to the appropriate Committee Chair, any activities within their state which may further the purposes of THE ASSOCIATION as defined in THE ASSOCIATION Bylaws. Each State Director shall provide copies of their report to the Secretary and the Management Company via electronic format no less than one (1) week prior to each board meeting.

3. All committee work must be completed prior to THE BOARD of Director’s meeting. Any Committee Chair may determine that a committee meeting is needed in addition to those committee meetings scheduled by the President. If so determined, any additional committee meetings may be held by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A member participating by such means is deemed to be present at the meeting. The Committee Chair shall set the agenda and all members of THE BOARD are required to attend all committee meetings for all committees on which they serve.

C. Calls

1. The call to meet for regularly scheduled board meetings shall be mailed or sent electronically no less than thirty (30) days prior to each meeting. Included with the call shall
be a tentative agenda, minutes from the previous meeting, action items, and any other pertinent information for the meeting.

2. The call to meet for special board meetings shall be mailed or sent electronically at least two (2) weeks prior to the meeting. Included with the call shall be a statement of purpose, the date, the time, and the location of the meeting.

3. The Call to the Annual Business Meeting, shall be mailed or sent electronically no less than sixty (60) days prior to the Annual Business Meeting. It shall be sent to all Associate Members, Past Presidents, STATE ASSOCIATION Presidents, Officers, and State Directors. It is the State Directors’ responsibility to forward the information on to their membership and Delegates. Included with the official call shall be a tentative agenda, candidate information, to include biographies and pictures, proposed Bylaw changes, action items, and any other pertinent information for the meeting.

D. Recommendation for Conducting Electronic Motion

The following procedures should be followed when conducting an electronic motion between regularly scheduled board meetings.

1. Prepare Motion Form using approved template. Secure a second to your motion, via email, prior to sending it to the President.
2. Forward completed Motion Form, including the second, to President via email
3. President to forward completed Motion Form and second to THE BOARD via email and ask for discussion.
   a. The President shall:
      i. Determine the period of time the motion shall be discussed.
      ii. Discussion shall be made as a “reply to all”.
   b. In addition, the President’s email shall include the following:
      i. Name of member who made the motion.
      ii. Restate motion exactly as stated on completed Motion Form.
      iii. Name of member who seconded the motion.
      iv. Call for vote from THE BOARD with timeline voting will remain open.
      v. Any specific instructions for casting vote.
4. Board members to cast their vote to the Secretary and carbon copy the President via email per instructions of President.
5. Upon completion of voting, President to provide results of voting to THE BOARD via email.
6. Secretary to read the motion and results of voting into the record at the next regularly scheduled board meeting immediately following the electronic vote.
7. Secretary to include completed Motion Form and all email messages (i.e. all discussion emails and the individual voting emails.) in the official record of THE ASSOCIATION.

VII. Job Descriptions Officers

The following job descriptions are to serve as a working guide and in no way are all-inclusive. Job descriptions are intended to serve as a guide to Officers and THE BOARD.
A. **President**

Automatically succeeds to office of President from office of President Elect and must be a member in good standing. In the event the President Elect should be unable to serve as President, then an election shall be held pursuant to THE ASSOCIATION Bylaws at the Annual Business Meeting.

**Duties of the President:**

1. To serve as Chief Executive Officer of THE ASSOCIATION.
2. To act as Chair of THE BOARD and supervise the preparation of the agenda for each board meeting.
3. To act as Chair of the Executive Committee.
4. To preside at all board meetings and the Annual Business Meeting of THE ASSOCIATION.
5. To act as Ex-Officio member of all other committees except the Nominating Committee.
6. As incoming President:
   a. Sets meeting dates and coordinates the distribution of the Calendar of Events to THE BOARD
   b. Appoints, subject to ratification by THE BOARD, Standing Committee Chairs and members for the following committees:
      i. Education Committee
      ii. Future Sites Committee
      iii. Long Range Planning Committee
      iv. Minutes Review Committee
      v. National Certification Committee
      vi. State Liaison Committee
      vii. Technology Committee
   c. Appoints members to the following committees.
      i. Bylaws/Policies and Procedures Committee
      ii. Conference Committee
      iii. Government Affairs Committee
      iv. Membership Committee
   d. Recommends for appointment, subject to ratification by THE BOARD, Standing Committee Chairs and members for the Contract Review Committee
   e. Appoints no less than three (3) additional members to the Finance Committee
   f. Appoints, as needed, subject to ratification by THE BOARD, the following Special Committee Chairs:
      i. Insurance Committee
      ii. Public Relations Committee
   g. Appointments are to be made at, or immediately after, each Annual Business Meeting and Conference and in any event within thirty (30) days of the commencement of the fiscal year. Ratification of appointments shall be made at the first board meeting.
   h. Contractor of THE ASSOCIATION may not be appointed as a chair of any committee.
i. Directs THE BOARD to determine the amount of the event registration cancellation fee for the fiscal year no later than the first board meeting.

7. To discuss the performance appraisal reviews with all Contractors based on Contract Review Committee recommendations. Performance review shall be done following the third board meeting.

8. To be familiar with the Bylaws and Policies and Procedures of THE ASSOCIATION and act in accordance with these rules and regulations.

9. To be familiar with “Roberts Rules of Order - Newly Revised”. This shall be the final authority as to parliamentary procedure and to appoint a Parliamentarian at each meeting.

10. To act as Administrator of any/all social networking pages approved by THE BOARD.

11. As outgoing President:
    Appoint three (3) members to the Audit Committee prior to the end of the fiscal year.

The President shall represent THE ASSOCIATION at all functions and is a Delegate-at-Large to the Annual Business Meeting. The President shall represent THE ASSOCIATION to all member states. The President shall represent THE ASSOCIATION at all meetings and conferences of any allied industries which they are able to attend.

Expenses of the President shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a proper voucher form with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded, as directed by THE ASSOCIATION Bylaws and Policies and Procedures for the payment of said items.

B. President Elect

The President Elect shall be elected by the Delegates at the Annual Business Meeting and must be a member in good standing. The President Elect shall automatically succeed to the office of the President of THE ASSOCIATION for the ensuing year. At least ninety (90) days prior to the Annual Business Meeting, the President Elect shall present to the Nominating Committee Chair, a written statement indicating their consent and ability to accept the office of the President.

Duties of the President Elect:
1. To serve as Presiding Officer in the absence of the President.
2. To act as the representative of the President in such matters as may be assigned and to assist the President in the administration of THE ASSOCIATION as directed.
3. To serve as a Committee Chair and/or committee member as appointed by the President and to provide reports to THE BOARD as required. The President Elect shall serve as the Government Affairs Committee Chair.
4. To assist with the planning of the President’s Reception as directed by the President.
5. To assist the Finance Committee with preparing the budget for the ensuing fiscal year.

The President Elect shall attend all board meetings and Executive Committee meetings as scheduled by the President. The President Elect shall plan and hold the first board meeting
following their succession into the office of President to formulate goals and plans for their year as President. The President Elect shall be familiar with and follow the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures.

Expenses of the President Elect shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a proper voucher form with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

C. **First Vice President**

The First Vice President shall be elected by the Delegates at the Annual Business Meeting and must be a member in good standing. The First Vice President shall serve as the Presiding Officer in the absence of both the President and the President Elect. The First Vice President shall serve as a Committee Chair and/or committee member as appointed by the President. The First Vice President shall serve on the Government Affairs Committee. The First Vice President shall serve as the Bylaws and Policy and Procedures Committee Chair.

The First Vice President shall attend all board meetings and Executive Committee meetings as scheduled by the President. The First Vice President shall be familiar with and follow the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures.

Expenses of the First Vice President shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a proper voucher form with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

D. **Second Vice President**

The Second Vice President is elected by the Delegates at the Annual Business Meeting and must be a member in good standing. The Second Vice President shall serve as a Committee Chair and/or committee member as appointed by the President. The Second Vice President shall serve as the Conference Committee Chair.

The Second Vice President shall attend all board meetings and Executive Committee meetings, as scheduled by the President. The Second Vice President shall be familiar with and follow the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures.

Expenses of the Second Vice President shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a voucher with copies of receipts, invoices, and/or bills of sale indicating payment made or
amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

E. Third Vice President

The Third Vice President is elected by the Delegates at the Annual Business Meeting and must be a member in good standing. The Third Vice President shall serve as a Committee Chair and/or committee member as appointed by the President. The Third Vice President shall serve as the Membership Committee Chair.

The Third Vice President shall attend all board meetings and Executive Committee meetings as scheduled by the President. The Third Vice President shall be familiar with and follow the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures.

Expenses of the Third Vice President shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a voucher with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

F. Secretary

The Secretary is elected by the Delegates at the Annual Business Meeting and must be a member in good standing. It shall be the duty of the Secretary to record and transcribe the minutes of THE BOARD of Director’s meetings and the Annual Business Meeting in a timely and accurate manner for distribution to the Officers and Directors. The Secretary shall maintain copies of all minutes together with all original motion forms and all items attached to the minutes as exhibits. These items and recorded tapes must be forwarded to Management Company at the end of the term of office for permanent archival storage.

Delivery of transcribed minutes:
1. Board Meeting-Minutes Review Committee shall receive transcribed minutes within Thirty (30) days following such meeting.
2. Annual Business Meeting-Minutes Review Committee shall receive transcribed minutes within forty-five (45) days following such meeting.

The Secretary will also compile the information as needed for the Call to the Annual Business Meeting, including photographs and biographies of the candidates for office, prepare and distribute by U.S. Mail or in electronic format to all State Directors, Officers, Associate Members, Past Presidents, and STATE ASSOCIATION Presidents, the Call to the Annual Business Meeting shall be delivered no less than sixty (60) days prior to the Annual Business Meeting.
The Secretary shall attend all board meetings and Executive Committee meetings as scheduled by the President. The Secretary shall be familiar with and follow the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures.

Expenses of the Secretary shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a voucher with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

G. Treasurer

The Treasurer is elected by the Delegates at the Annual Business Meeting and must be a member in good standing.

Duties of the Treasurer:
1. To have custody of and be responsible for the safekeeping of the funds of THE ASSOCIATION; specifically, but not limited to, the establishment and maintenance of federally insured accounts and investments in the name of THE ASSOCIATION.
2. To monitor and verify with Management Company the collection of all accounts receivable, in addition to Regular, Affiliate, and Associate Member dues.
3. To coordinate with Management Company to make disbursements in accordance with the approved budget and pursuant to the order of THE BOARD.
4. To review accounting records showing cash receipts and disbursements.
5. To obtain from Management Company or prepare a statement of THE ASSOCIATION operations, including a Budget-to-Actual Report, Profit & Loss, Balance Sheet, and General Ledger to be presented at all board meetings.
6. Obtain from Management Company, within the current month of receipt, copies of deposits, bank statements, merchant service statements, and other documents pertinent to the maintenance of the accounting records, if any.
7. To coordinate with Management Company to provide to the Audit Committee on or before February 15 any and all records required for an interim audit of the first six (6) months of the current fiscal year.
8. To coordinate with Management Company to close the financial records of THE ASSOCIATION as of midnight July 15 and to provide any and all required records for fiscal year-end audit to the Audit Committee prior to August 5.
9. To coordinate with Management Company to provide signature cards for all bank accounts at the first board meeting of the fiscal year for signature by the newly elected President, President Elect, Secretary and Treasurer. In addition as per Section XII Disaster Action Plan of the Policies and Procedures Manual there shall be two (2) additional signers on THE ASSOCIATION bank accounts, one (1) being the Immediate Past President and the second being any other Past President.
10. To verify the preparation and submission of informational filings as may be required and/or requested by any governmental entity. These may include, but are not limited to, the date of the corporate filing.

11. To coordinate with Management Company necessary tax filing documents to have the annual tax return filed with the Internal Revenue Service (IRS) by September 25 of the current year. It is recommended that Management Company send the completed tax return to the Immediate Past President to sign and then forward with a traceable delivery service, to the IRS. The Immediate Past President will then provide a copy or receipt and return to Treasurer and Management Company for maintaining in the accounting records.

12. To maintain a current Treasurer’s Manual on THE ASSOCIATION website.

13. To coordinate with Management Company to pay in full, each month, the balance due on THE ASSOCIATION credit card account(s). Faxed and/or electronically submitted voucher with receipts, invoices, and/or bills of sale, must be received, reviewed and approved prior to submitting to Management Company for payment.

The Treasurer shall act as Finance Committee Chair. The Treasurer shall attend all board meetings and Executive Committee meetings as scheduled by the President. The Treasurer shall be familiar with and follow the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures.

Expenses of the Treasurer shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a voucher with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

H. Immediate Past President

The President automatically succeeds to the office of Immediate Past President at the commencement of the fiscal year immediately following their term as President of THE ASSOCIATION. The Immediate Past President shall serve as the Advisory Committee of Past Presidents Committee Chair and shall act as an advisor to the President and THE BOARD.

The Immediate Past President shall be familiar with and follow the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. The Immediate Past President may serve as a Committee Chair and/or committee member as appointed by the President.

The Immediate Past President shall be responsible for purchasing, as allowed in the budget, wrapping and presenting the President’s gift at the Annual Conference.

The Immediate Past President shall be responsible for Conference Protocol.

Expenses of the Immediate Past President shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on
a voucher with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

VIII. Committee Best Practices

Committees are the main tool for making THE ASSOCIATION function. The Committee Best Practices have been developed for the purpose of improving processes and efficiencies and for the benefit of THE ASSOCIATION and shall be incorporated into the Policies and Procedures. The Best Practices are intended to be a working document to be reviewed annually and updated at the first annual board meeting and planning retreat. Revisions to this document do not require board approval and shall be reaffirmed at the first board meeting by the Executive board and managed by the Bylaws Committee.

Committees are purposely designed to tap the abundant resources of the members.

Responsibilities of the Committee Chair:

The Committee Chair is to learn as much as possible about the Committee and THE ASSOCIATION. Study THE ASSOCIATION Bylaws policy manuals, goals, minutes and objectives. Review past committee work and projected work for the future. Understand the committee’s purpose and objectives. It is suggested that the Committee Chair serves on the Committee the prior fiscal year and subsequent year.

1. Brief committee members on your expectations and goals for the Committee. Give them clear assignments, set deadlines and follow up with them. Ask them to commit to participate and to complete any tasks assigned to them.
2. Be respectful of the Committee member’s time and start and end the meetings on time.
3. Appoint a secretary to record the meetings and ensure that minutes are retained.
4. Make an agenda, distribute it to committee members prior to the Committee meeting and follow the agenda.
5. Summarize the discussion from time to time during the meetings.
6. Do not say anything negative about any persons.
7. Include the current President as Ex-Officio member on all communications.
8. Act as a guide and leader. Take part in the discussions without being too aggressive and encourage participation of all committee members.
9. Motions or actions should be discussed at Committee at Large prior to THE BOARD of Director’s meetings.
10. Submit a committee report in recommended format to the Secretary and Management Company ten (10) days prior to all regularly scheduled board meetings.
11. Roll call should be taken at all committee meetings.
12. Committee goals should be established at the first board meeting and evaluated at each committee meeting to insure progress.

13. The Committee may not do the following:
   a. Appoint new members without the President’s approval;
   b. Remove any members without the President’s approval;
   c. Involve THE ASSOCIATION in substantial, long-range financial commitments without the appropriate approval;
   d. Alter association Policies and Procedures;
   e. Speak on behalf of THE ASSOCIATION.

14. Establish committee meeting protocol at the first committee meeting including but not limited to absentee policy, guest and expectations of each member.

15. Send meeting notice one (1) week prior to each meeting and a reminder twenty-four (24) hours prior to each meeting to all committee members.

Expectations of The Committee members:

The Committee’s members are expected to attend all meetings if possible.

1. Obtain excused absences from the Committee Chair prior to any missed meeting.
2. Be respectful of all committee members time and be on time for each meeting.
3. Follow through on any commitments and keep Committee Chair informed of progress and challenges.
4. Do not say anything negative about any persons.
5. Participate but do not be too aggressive.
6. Announce your name prior to speaking during meeting and speak loud and clearly as the meetings may be being recorded.

Removal or withdrawal:

1. Submit a written notice to Committee Chair and President in event of withdrawal.
2. Committee members can be removed by the Committee Chair in event of one (1) or more absence.
3. Committee members can be removed by the Committee Chair and Executive Committee upon failure to comply with the Best Practices.

Management Company support:

1. Committee Chair should consult with Management Company at the planning retreat or first board meeting as to how they can support The Committee.

IX. Job Descriptions Standing Committees

Standing Committees are constituted to perform a continuing function, and remain in existence permanently or for the life of the assembly that established them. Standing Committee Chairs and members must be a member in good standing.
The following job descriptions are to serve as a working guide and in no way are all-inclusive. These job descriptions are intended to serve as a guide to Committee Chairs and THE BOARD.

A. **Advisory Committee of Past Presidents**

The Advisory Committee of Past Presidents shall be composed of all Past Presidents of THE ASSOCIATION with the Immediate Past President as Chair. All Past Presidents shall be Delegates-at-Large and will be entitled to one (1) vote at any Annual Business Meeting, at which they are present, and they shall be an Ex-Officio Officer of THE ASSOCIATION, with all the rights and responsibilities afforded that position.

The Advisory Committee of Past Presidents shall study the actions of THE BOARD and the Executive Committee, and may submit comments and recommendations. They shall perform any other duties as may be specifically requested or charged by the President or THE BOARD.

The Advisory Committee of Past Presidents shall coordinate fund-raising efforts for the next year’s Annual Conference. The Committee shall:

1. Arrange printing of raffle tickets for drawing.
2. Submit an expense voucher to the Treasurer requesting necessary funds to cover cost of ticket printing and/or raffle prize. Funds will be withdrawn from the designated Past President’s bank account.
3. Provide for raffle ticket sales during the Annual Conference.
4. Submit an income voucher to the Treasurer showing the total raffle sales along with the funds to be deposited into the designated Past President’s bank account.
5. Provide a raffle sales report showing the total raffle sales along with expenses incurred.

The Committee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Unless otherwise specifically provided, The Committee has no line item funding in the budget and is limited concerning any expenditures without prior approval of THE BOARD.

B. **Audit Committee**

The Audit Committee Chair and two (2) additional members shall be appointed by the outgoing President prior to the end of the fiscal year of THE ASSOCIATION and shall serve for a term of one (1) year. The outgoing Treasurer and the incoming Treasurer may not serve on this committee.

Duties of the Committee:

1. To audit the financial records of THE ASSOCIATION quarterly during the fiscal year immediately following appointment.
2. To determine the accuracy of all of the financial records for THE ASSOCIATION’s fiscal year as maintained by the Treasurer.
3. To report any discrepancies, errors or problem areas that have been detected.
4. To make recommendations for the correction of any items detected during the audit.
5. To make recommendations that would improve the accounting methods and/or procedures being used at the present time.

To assure THE BOARD and the general membership that the accounts are in order. If any areas have been found not to be in order, recommendations must be made to correct the problems.

The Committee will use the following guidelines:
1. Make arrangements with the Treasurer and Management Company for the transfer of the necessary records to complete the audit.
2. Obtain copies of all financial statements, minutes of all board meetings, and THE ASSOCIATION Bylaws and Policies and Procedures and have available for reference by The Committee.
3. Verify at least seventy percent (70%) of all cash deposit forms, bank statements, financial statements, and bank account records as to the amounts of deposits and source of said deposits.
4. Verify at least seventy percent (70%) of all cash disbursements to disbursement vouchers, financial statements, bank statements, and bank account records.
   a. Verify Officer’s expenses submitted with the budget item; if expenses are over budget, verify approval in the minutes of THE BOARD of Director’s meetings.
   b. Verify approval by the Committee Chairs of all expenses submitted and charged to The Committee.
   c. Verify submitted Contractor expense vouchers with the budget; if expenses are over budget, verify approval in the minutes of THE BOARD of Director’s meetings.
   d. Verify that the Contractor payments have been correctly disbursed according to the terms of their contract.
5. Reconcile at least seventy percent (70%) of all bank statements to bank account records.
6. If available, verify at least sixty percent (60%) of the endorsements on the cancelled checks
7. Make any and all necessary corrections, amendments, and adjustments to accounting records submitted for audit.
8. Submit a written report to THE BOARD of its findings and recommendations at the first regular board meeting of THE ASSOCIATION.

All audits shall be conducted in a professional manner and are limited to standard financial audit practices. The Committee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Unless otherwise specifically provided, The Committee has no line item funding in the budget and is limited concerning any expenditures without prior approval of THE BOARD.

C. Bylaws/Policies and Procedures Committee

The First Vice President shall serve as the Bylaws/Policies and Procedures Committee Chair and committee members shall be appointed by the President. The purpose of the Committee Chair
is to study, consider, and make recommendations regarding any proposed amendments which may be submitted to the Committee for consideration.

All suggested changes for Bylaws/Policies and Procedures should be submitted in writing to the Committee Chair. After a review of suggested changes the Committee Chair shall prepare a written proposal to present to THE BOARD for consideration. All amendments to either the Bylaws or Policies and Procedures are to be voted upon by THE BOARD. If approved by THE BOARD, the Committee Chair shall present any proposed Bylaw amendments to the Delegates at the next scheduled Annual Business Meeting to be discussed and voted upon. Proposed Policies and Procedures amendments shall be approved by THE BOARD at any regularly scheduled board meeting.

The Committee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Unless otherwise specifically provided, the Committee has no line item funding in the budget and is limited concerning any expenditures without prior approval of THE BOARD.

**Quality Control Review Subcommittee**

Quality Control Review Committee Chair and committee members shall be appointed by the President. The purpose of the Subcommittee is to review and approve any document for use in the business of THE ASSOCIATION to ensure consistency and continuity of all media materials.

Duties of the Committee:
1. Review any/all documents to be used in the business of THE ASSOCIATION.
2. Approve reviewed document for use within the timeframe established by the Committee.
3. Ensure approved documents are assigned a file name to conform to established index.
4. Ensure approved documents are accessible on THE ASSOCIATION’s website.
5. To review and update Quality Control Review Checklist as needed.

The Subcommittee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures.

**D. Contract Review Committee**

The Contract Review Committee Chair and committee members shall be appointed by the President. The Committee will consist of three (3) to five (5) committee members. Committee meetings are limited to committee members only. It is the Committee’s responsibility to review all contracts for personnel services to THE ASSOCIATION. The main purpose is to gather data concerning the performance of the Contractor, to audit the cost of Contractor, and to obtain bids for services by other potential Contractors.

In addition, the Contract Review Committee shall review all other contracts to be entered into on behalf of THE ASSOCIATION (i.e. Annual Business Meeting, Education Conference, and Planning Retreat).
All contracts are to be reviewed on an annual basis for specific performance and a written report is to be submitted to THE BOARD. The following schedule should assist The Committee in performing its reviews:

1. First board meeting – Review of existing contracts; committee members assigned.
2. Second board meeting – The Appraisal of Contractor form will be given to all members of THE BOARD to be filled out and returned to the Committee Chair 14 days prior to the third board meeting.
3. Third board meeting – The Committee shall meet prior to board meeting and review all performance appraisals. All items that require review between THE ASSOCIATION and the Contractor need to be submitted in written format to the President for action. All communication to the Contractor will be the responsibility of the President, not the Committee.
4. Fourth board meeting – Prior to board meeting, contact each Contractor and request a proposal for a renewal of their contract for the upcoming fiscal year. If declined, request a written statement indicating their withdrawal from contract consideration. Obtain, if available, new Contractor proposals. The Committee shall meet prior to THE BOARD of Director’s meetings to review existing and new proposals, letters of resignations, if any, and make recommendations to THE BOARD. Copies of all proposals shall be given to THE BOARD.
5. Fifth board meeting – THE BOARD shall vote to approve one (1) contract for each Contractor position(s). The Committee Chair shall obtain an originally signed contract with the attached approved proposals for each Contractor position(s), to be presented to the President for signature. Upon receipt of the President’s signature, the Committee Chair shall provide a signed contract to the Contractor, to the Secretary for inclusion in the minutes, and to the Technology Chair for permanent archival storage.

E. Conference Committee/Subcommittees

The Second Vice President shall serve as Conference Committee Chair and committee members shall be appointed by the President. The Committee Chair will coordinate with all conference subcommittees and current and past Conference Committee Chairs for future planning and updating the Conference Procedures Manual.

The Committee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Expenses of the Conference Committee shall be paid as provided in the budget approved by THE BOARD. Any income received from the Education Partner Program, forty percent (40%) shall be allocated to the Conference budget. All requests for reimbursement of bills/expenses to be paid must be prepared on a voucher with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.
Duties of the Conference Committee Chair:

1. To review the responsibilities and expectations of Management Company. Refer to Conference Procedure Manual for Management Company responsibilities and expectations. To appoint the Subcommittee Chairs as needed and review the responsibilities of the subcommittee with the appointee. Refer to Conference Procedure Manual for suggested Subcommittees and Subcommittee duties. To assign other job duties as needed, review the responsibilities of the tasks with the individual(s) assigned. Refer to Conference Procedure Manual for suggested job duties. To coordinate and oversee the activities of the subcommittees and assigned jobs.

2. To establish and maintain a timeline for conference and to insure all critical dates and deadlines are adhered to in accordance with THE ASSOCIATION Bylaws.

3. To prepare the conference budget for review by THE BOARD no later than the third Board Meeting. To act as the Conference Treasurer, approving all expense payments, receipting income, keeping sub-account ledgers and a running total of income and expenses. To ensure Conference Workbook and Annual Business Meeting Workbook are produced and includes required content. Refer to Conference Procedure Manual for required content and suggestions.

4. To maintain and update Conference Procedure Manual, which can be found on the AEA website, with the current conference materials and deliver manual to the new Conference Committee Chair immediately upon their appointment by the incoming President.

The Conference Committee Chair, Conference Subcommittee Chairs and those assigned jobs are subject to the limitations as set forth in the conference budget. They shall also operate under a separate conference budget.

F. Education Committee

The Education Committee Chair and committee members shall be appointed by the President.

Duties of the Committee:

1. To study and make recommendations to implement the Purposes of THE ASSOCIATION as set forth in THE ASSOCIATION Bylaws as follows:
   a. To enhance the education of the escrow settlement professional;
   b. To improve escrow [settlement] and closing services;
   c. To disseminate information as to the differences in such services between states;
   d. To promote more uniformity in such services;
   e. To increase public knowledge and understanding of such services; and
   f. To coordinate legislative, regulatory, and court efforts throughout the United States and its territories.

2. To assist STATE ASSOCIATIONS and REGIONALS with educational speakers and topics, as may be requested.

3. To report to THE BOARD any request for speakers or educational programs.

4. To establish continuing education credits for educational materials presented by THE ASSOCIATION.
5. To treat proprietary and other confidential information in a responsible manner.
6. To retain educational materials of THE ASSOCIATION.

The Committee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Expenses of the Education Committee shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a voucher with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

G. Executive Committee

The Executive Committee shall be composed of the Officers of THE ASSOCIATION (President, President Elect, First, Second and Third Vice Presidents, Secretary, Treasurer, and Immediate Past President). The President shall serve as Committee Chair.

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. The Committee shall have the power of THE BOARD to transact business of an emergency nature requiring immediate action. All actions of The Committee shall require a minimum of five (5) affirmative votes. The Committee shall also have any such additional powers as THE BOARD may delegate.

The Committee may hold meetings at such times and places and in such a manner as it may determine to be necessary. The President shall report all actions of The Committee at the next meeting of THE BOARD.

The Committee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures.

Expenses of the Executive Committee shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a voucher with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

H. Finance Committee

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

Prior to the fourth board meeting of THE ASSOCIATION, the Committee shall submit to the Executive Committee a proposed budget for ensuing fiscal year. The Committee shall also
provide supporting evidence for the proposed budget. Once reviewed by the Executive Committee and at least thirty (30) days prior to the next scheduled board meeting, the proposed budget shall be submitted to THE BOARD for review and comment. Prior to May 1, the final budget must be prepared and submitted to THE BOARD for approval at the next scheduled board meeting. Upon approval, the final budget shall serve as a financial guideline for the ensuing fiscal year. The Committee will monitor the budget throughout the fiscal year for possible over-budget items and will notify THE BOARD of such items.

The Committee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Unless otherwise specifically provided, the Committee has no line item funding in the budget and is limited concerning any expenditures without prior approval of THE BOARD.

I. Future Sites Committee

The Future Sites Committee Chair and committee members shall be appointed by the President.

Duties of the Committee:
1. To follow up with the various states which have agreed to host the Annual Conference.
2. To research and make recommendations for the annual conference location in the event there is no host state.
3. To assist in preparing and submitting the proposed site to THE BOARD for review and possible acceptance.
4. To assist with negotiations of contracts, including but not limited to previewing hotels, planning for needed conference space, accommodations and meals.
5. To confirm hotel accommodations and arrange for number of rooms to be held, room charges and sizes, complimentary rooms, and special arrangements such as a locked storage room.
6. To establish the deadline for hotel registration.
7. To provide contracts for the President to sign.

The Committee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Unless otherwise specifically provided, The Committee has no line item funding in the budget and is limited concerning any expenditures without prior approval of THE BOARD.

J. Government Affairs

The President Elect shall serve as the Committee Chair and the Committee members shall be appointed by the President. Any additional Subcommittee(s) shall be determined by THE BOARD.
Duties of the Committee:
1. To discuss, research, and develop various platforms to achieve the goal of making THE ASSOCIATION a viable entity in Washington D.C.
2. To ensure timely dissemination of information vital to the settlement agent industry.
3. To develop and maintain a forum of communication to reach all members.
4. To monitor and coordinate efforts of the Washington D.C. Representative and report to THE BOARD.
5. To continue to explore and expand the duties of this committee.
6. To coordinate legislative, regulatory, and court efforts throughout the United States and its territories. To provide guidance and leadership to STATE ASSOCIATIONS and REGIONALS.

The Committee and Subcommittees are bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Expenses of the Government Affairs Committee shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a voucher with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

K. Long Range Planning Committee

The Long Range Planning Committee Chair and committee members shall be appointed by the President.

Duties of the Committee:
1. To update, audit, revise and extend recommendations for long-range plans as developed and adopted by THE BOARD.
2. To discuss, research and develop various ideas to achieve the goal of making THE ASSOCIATION a more efficient, productive national organization.
3. To research and evaluate changes made to determine how well goals have been met and what other changes might need to be made.

The Committee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Expenses of the Long Range Planning Committee shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a voucher with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

L. Membership Committee

The Membership Committee Chair and committee members shall be appointed by the President. The Third Vice President shall serve as The Committee Chair.
Duties of the Committee:

1. The Membership Committee Chair shall respond to all new inquiries regarding membership in THE ASSOCIATION. The Committee Chair shall be responsible for updating and sending out a membership packet which consists of:
   a. Cover letter thanking them for their interest;
   b. History of THE ASSOCIATION;
   c. Membership Brochure;
   d. Sample copies of any publications of THE ASSOCIATION;
   e. If individual, application for Associate Membership;
   f. If business entity, application for Affiliate Membership;
   g. If STATE ASSOCIATION, information on Chartering as a STATE.

2. The Committee Chair will follow up and encourage membership in THE ASSOCIATION.

3. The Committee Chair will also encourage membership in states where THE ASSOCIATION does not have a member by sending out letters, following up on referrals, and requesting information on key settlement industry people who need to be contacted.

4. The Committee Chair will be responsible for updating the Membership Brochure and reprinting when necessary.

The Committee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Expenses of the Membership Committee shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a voucher with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

M. Minutes Review Committee

The Minutes Review Committee Chair and committee members shall be appointed by the President. It is recommended that the Immediate Past President serve as a member of The Committee.

Duties of the Committee:

1. To review the minutes of the Annual Business Meeting of THE ASSOCIATION and forward all corrections/clarifications to the Secretary for publication in the next year’s conference manual. The Committee Chair shall assist the Secretary in producing an accurate and correct set of minutes for the Annual Business Meeting.

2. To review the minutes of THE BOARD of Director’s meetings of THE ASSOCIATION and forward all recommended corrections/clarifications to the Secretary.

The Committee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Unless otherwise specifically provided, The Committee has no line item funding in the budget and is limited concerning any expenditures without prior approval of THE BOARD.
N. National Certification Committee

The National Certification Committee Chair and Committee members shall be appointed by the President. All Committee members must hold an American Escrow Association National Certification. The Committee Chair position is a minimum two (2) year term.

Duties of the Committee:
1. To create and maintain the National Certification Manual, testing programs, and study guides.
2. To maintain a record of all National Certification designations, with dates passed, renewal dates, and expirations.

Fees for Certification tests and study modules shall be determined by THE BOARD at the first Board Meeting of the fiscal year. If no action is taken thereon at such meeting, the fees shall remain unchanged.

O. Nominating Committee

The Nominating Committee shall consist of three (3) members appointed by the Board of Directors, one of whom shall serve as Chair. Within thirty (30) days after the committee’s appointment, each STATE ASSOCIATION may appoint one (1) member to the Nominating Committee.

Duties of the Committee:
1. The committee shall review THE ASSOCIATION Bylaws for qualifications of candidates for Officers of THE ASSOCIATION.
2. The committee shall obtain names of qualified candidates to fill a slate of Officers.
3. The Committee Chair shall also obtain Acceptance of Nomination & Consent to Serve in Office from the President Elect at least ninety (90) days prior to the Annual Business Meeting.
4. The committee shall submit the names of the candidates to THE BOARD together with biographies, pictures, and the executed Acceptance of Nomination & Consent to Serve in Office at least ninety (90) days prior to the Annual Business Meeting.
5. The Committee Chair shall prepare a slate of Officer Candidates.
6. The committee may only make recommendations based on qualifications of candidates as established in THE ASSOCIATION Bylaws. No other criteria shall be used as a determinant.
7. The Committee Chair shall be responsible for the printing of the ballots for the elections and delivering said ballots to the Sergeant-At-Arms.

The committee is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Expenses of the Nominating Committee shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a voucher with copies of receipts, invoices, and/or bills of sale.
indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

P. State Liaison

The State Liaison Committee Chair and committee members shall be appointed by the President.

Duties of the Committee:

1. To be the coordinator between THE ASSOCIATION and Charter states. If it is determined that a State Director will be absent from a board meeting, it will be the responsibility of the State Liaison Committee to collect any reports that are due from person that will be absent.
2. To maintain and update the State Directors Manual.

The Committee shall be bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Unless otherwise specifically provided, the Committee has no line item funding in the budget and is limited concerning any expenditures without prior approval of THE BOARD.

Q. Technology Committee

The Technology Committee Chair and committee members shall be appointed by the President.

Duties of the Committee:

1. To coordinate technology programs as directed by THE BOARD.
2. To serve as a liaison between THE BOARD and any Contractor involved with the website.
3. The Committee Chair to act as an Administrator of any/all social networking pages approved by THE BOARD.
4. To ensure the incoming Social Media Subcommittee Chair is added as Administrator of any/all social networking pages of THE ASSOCIATION at the beginning of each fiscal year; ensure outgoing Social Media Subcommittee Chair is removed as Administrator of any/all social networking pages of THE ASSOCIATION upon appointment of a new Committee Chair.
5. To monitor and report matters having an impact upon the settlement industry due to advances in technology.
6. To partner with and create alliances with those involved in the e-commerce arena.
7. To participate on behalf of THE ASSOCIATION in specific e-commerce work groups as requested by THE BOARD.
8. To assist Education Committee with preparation and presentation of all webinars sponsored by THE ASSOCIATION.

eBlast/eNews Subcommittee

The eBlast/eNews Subcommittee Chair and committee members shall be appointed by the President.
Duties of the Committee:
1. To obtain information, articles, advertising, and other matters of interest from THE BOARD or members of THE ASSOCIATION.
2. To ensure publication of eBlast/eNews be sent out to subscribers no later than the third (3rd) Wednesday of each month.
3. To serve as liaison between THE BOARD and any Contractor involved with creation and/or distribution of any publication.
4. To assist Contractor, if any, in producing a quality, professional presentation for THE ASSOCIATION.
5. To report to THE BOARD the progress, concerns, and problems in connection with any publications of THE ASSOCIATION.

Social Media Subcommittee
The Social Media Subcommittee Chair and committee members shall be appointed by the President.

Duties of the Committee:
1. To monitor and maintain social networking pages of THE ASSOCIATION, as follows:
   a. Facebook
   b. LinkedIn
2. The Committee Chair is to act as Administrator of any/all social networking pages approved by THE BOARD.
3. Membership on any/all social networking pages of THE ASSOCIATION shall be unrestricted; however THE BOARD shall have the right to remove any member of a social networking page that THE BOARD deems to be out of line with the goals and purposes of THE ASSOCIATION.
4. Upload pictures and/or video provided by members of THE ASSOCIATION to social networking pages. Pictures and/or videos shall be of a professional nature and depict the membership participating in events sponsored by a STATE ASSOCIATION and/or THE ASSOCIATION only; no images depicting THE ASSOCIATION or the membership in a negative manner shall be allowed. Captions attached to pictures must reference business matters or materials of THE ASSOCIATION and not information about extracurricular activities. Any member submitting picture(s) and/or video(s) to be uploaded must submit the Authorization to Publish Image form from each individual appearing in said picture(s) and/or video(s). Any picture(s) and/or video(s) submitted without the required written authorization will not be uploaded and will be returned to the submitter.
5. Monitor social networking pages no less than twice weekly; respond to questions and/or comments posted to the social networking pages.
6. At the first Board Meeting of each fiscal year, the incoming Board of Directors shall submit a Authorization to Publish Image form. This shall remain in effect for the fiscal year.

The Technology Committee and all Subcommittees shall be subject to any limitation as set forth in contract(s), if any, as signed by the Contractor(s) and the President. The Committees are bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and
Procedures. Expenses of the Technology Committee and all Subcommittees shall be paid as provided in the budget approved by THE BOARD. All requests for reimbursement of bills/expenses to be paid must be prepared on a voucher with copies of receipts, invoices, and/or bills of sale indicating payment made or amount owing and forwarded as directed by THE ASSOCIATION Bylaws and Policies and Procedures with respect to the payment of said items.

X. Job Descriptions Special Committees

A special committee is a committee appointed, as the need arises, to carry out a specific task, at the completion of which – that is, on presentation of its final report to the assembly – it automatically ceases to exist. A special committee may not be appointed to perform a task that falls within the assigned function of an existing standing committee. Special Committee Chairs and members must be a member in good standing.

The following job descriptions are to serve as a working guide and in no way are all-inclusive. These job descriptions are intended to serve as a guide to Committee Chairs and THE BOARD.

A. Insurance Committee

As needed and at the discretion of the President, the Insurance Committee may be appointed for the current fiscal year. The Insurance Committee is comprised of the Executive Committee.

Duties of the Committee:
1. To solicit and secure Fidelity Bonds covering the Officers of THE ASSOCIATION who have access to funds or assets belonging to THE ASSOCIATION as directed by THE BOARD.
2. To solicit and secure a General Liability policy covering fire damage to THE ASSOCIATION’s assets, autos rented by THE ASSOCIATION, and crime as directed by THE BOARD.
3. To solicit and secure Officers and Directors insurance coverage for THE ASSOCIATION’S Board of Directors as directed by THE BOARD.
4. To offer Chapter Liability Policies as an endorsement to THE ASSOCIATION’S General Liability policy to member states to cover state-sponsored functions as directed by THE BOARD.
5. To ensure insurance premiums do not exceed the amount as provided in the annual budget of THE ASSOCIATION.

B. Parliamentarian

The Parliamentarian shall be appointed by the President at any meeting of THE BOARD or the Annual Business Meeting. The same individual may not necessarily be appointed each time.

The Parliamentarian shall be available to the President to offer services when needed concerning the order of business, protocol, or parliamentary procedures. The Parliamentarian shall be aware of motions being made in order to alert the President should the motion(s)
contain potential flaws in parliamentary procedure. They should have immediately available “Roberts Rules of Order - Newly Revised,” Bylaws, Policies and Procedures and minutes from the previous board meeting. It is their responsibility to rule on special requests for interpretation concerning protocol, parliamentary procedure, and appropriate actions which need to be taken.

The Parliamentarian, unless holding an Officer or Director position, is a nonvoting attendee at THE BOARD of Director’s meeting. The Parliamentarian is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures and Roberts Rules of Order - Newly Revised. Unless otherwise specifically provided, the Parliamentarian has no line item funding in the budget and is limited concerning any expenditures without prior approval of THE BOARD.

C. Public Relations Committee

The Public Relations Committee Chair and committee members shall be appointed at the discretion of the President or THE BOARD, as needed.

Duties of the Committee shall be determined as needed.

The Committee shall be bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Unless otherwise specifically provided, the Committee has no line item funding in the budget and is limited concerning any expenditures without prior approval of THE BOARD.

XI. State Directors

Each Member State shall be allowed one State Director to sit on THE ASSOCIATION Board of Directors. State Directors shall be selected, appointed, or elected as set forth in the Bylaws of their respective state. Each State Director must be a member in good standing and shall serve the term of office as set forth in THE ASSOCIATION Bylaws. Therefore, the term of office must coincide with the fiscal year of THE ASSOCIATION.

Duties of the State Director:

1. To attend and participate in all board meetings of THE ASSOCIATION as set by the President.
2. To chair and/or serve on committees and perform duties of said committees as appointed by the President or THE BOARD.
3. To attend the Annual Business Meeting as set by THE BOARD and vote on any issues, changes to THE ASSOCIATION Bylaws, Officers and any other items as set forth in the Call to the Annual Business Meeting.
4. To provide State Membership, State Officer and State Committee Chair information to the Officers, Board and Contractor of THE ASSOCIATION.
5. To provide and present a report of State activities, events, accomplishments, legislative activity, issues, or concerns of the Member State at each board meeting. The Director shall provide copies of said report as directed by the President and/or THE BOARD.

6. To report back to their STATE ASSOCIATION the activities, events, accomplishments, legislative actions, concerns, or issues of THE ASSOCIATION.

7. To provide THE ASSOCIATION credential form for submission to the Credentials Committee to allow each Member State the votes to which it is entitled at the Annual Business Meeting.

8. To provide voting Delegates with the Call to the Annual Business Meeting and provide the Delegates with any information requested to assist them in casting their votes at the Annual Business Meeting.

9. To provide the incoming State Director with the State Director’s Manual, and any other updated material that has been received.

10. To provide the incoming State President with a copy of the “President’s Duties” as contained in the State Director’s Manual.

Each State Director is bound by the rules and regulations as set forth in THE ASSOCIATION Bylaws and Policies and Procedures. Unless otherwise specifically provided, the Director has no line item funding in the budget. Each Director shall be funded solely as provided by their STATE ASSOCIATION Bylaws, Policies and Procedures, or Standing Rules.

XII. Conflict of Interest Policy

Section 1 Purpose

The American Escrow Association is a nonprofit, tax-exempt Corporation, hereinafter referred to as “THE ASSOCIATION”. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax official view the operations of THE ASSOCIATION as a public trust. Which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between THE ASSOCIATION and THE BOARD and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. THE BOARD has the responsibility of administering the affairs of THE ASSOCIATION honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of THE ASSOCIATION.

Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with THE ASSOCIATION or knowledge gained therefrom for their personal benefit. The interest of the organization must be the first priority in all decisions and actions.
Section 2 Persons Concerned

This statement is directed to THE BOARD who can influence the actions of THE ASSOCIATION. For example, this would include all persons who make purchasing decisions, all persons who might be described as “officer” and “director” and anyone who has proprietary information concerning THE ASSOCIATION.

Section 3 Areas in Which Conflict May Arise

Conflicts of interest may arise in the relations of THE BOARD and anyone who has proprietary information concerning THE ASSOCIATION with any of the following third parties:

1. Persons and firms supplying goods and services to THE ASSOCIATION.
2. Persons and firms from whom THE ASSOCIATION leases property and equipment.
3. Persons and firms with whom THE ASSOCIATION is dealing or planning to deal in connection with the gift, purchase of sale of real estate, securities, or other real or personal property.
4. Competing or affinity organizations.
5. Donors and others supporting THE ASSOCIATION.
6. Agencies, organizations and associations which affect the operations of THE ASSOCIATION.
7. Family members, friends, and other officers and/or directors.

Section 4 Nature of Conflicting Interest

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with THE ASSOCIATION.
2. Holding office, serving on THE BOARD, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with THE ASSOCIATION.
3. Receiving remuneration for services with respect to individual transactions involving THE ASSOCIATION.
4. Using THE ASSOCIATION’s time, personnel, equipment, supplies, or good will for anything other than THE ASSOCIATION’s approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with THE ASSOCIATION. Receipt of any gift is disapproved except gifts of a value less than $50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.
Section 5 Interpretation of This Statement of Policy

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that THE BOARD will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of THE ASSOCIATION.

However, it is the policy of THE ASSOCIATION that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of THE BOARD to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Section 6 Disclosure Policy and Procedure

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transactions;
3. A competitive bid or comparable valuation exists; and
4. THE ASSOCIATION’s board or duly constituted committee thereof has determined that the transaction is in the best interest of THE ASSOCIATION.
5. Disclosure should be made to the President (or if she or he is the one with the conflict, then to the President Elect), who shall bring the matter to the attention of THE BOARD or a duly constituted committee thereof.

THE BOARD, or a duly constituted committee thereof, shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to THE ASSOCIATION. The decision of THE BOARD, or a duly constituted committee thereof, on these matters will rest in their sole discretion, and their concern must be for the welfare of THE ASSOCIATION and the advancement of its purpose.

XIII. Document Retention and Destruction Policy

This Document Retention and Destruction Policy of THE ASSOCIATION identifies the record retention responsibilities of staff, volunteers THE BOARD, and outsiders for maintaining and documenting the storage and destruction of THE ASSOCIATION’S documents and records.
A. **Rules**

THE ASSOCIATION’S staff, volunteers, THE BOARD and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the Human Resources, Legal or Administrative staffs/departments or their equivalents; (b) all other paper documents will be destroyed after three years; (c) all other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year; and (d) no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.

B. **Terms for retention**

Retain permanently:
1. Governance records – Charter and amendments, Bylaws, other AEA documents, governing board and board committee minutes.
2. Tax records – Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.
3. Intellectual property records – Copyright and trademark registrations and samples of protected works.
4. Financial records – Audited financial statements, attorney contingent liability letters.

Retain for ten years:
1. Pension and benefit records -- Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.
2. Government relations records – State and federal lobbying and political contribution reports and supporting records.

Retain for three years:
1. Employee/employment records – Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, documentation of basis for independent contractor status (retain for all current employees and independent contractors and for three years after departure of each individual).
2. Lease, insurance, and contract/license records – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).
Retain for one year:
1. All other electronic records, documents and files – Correspondence files, past budgets, bank statements, publications, employee manuals/Policies and Procedures, survey information.

C. **Exceptions**

Exceptions to these rules and terms for retention may be granted only by THE ASSOCIATION’S President or THE BOARD.

XIV. Whistleblower Policy

This Whistleblower Policy of THE ASSOCIATION encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of THE ASSOCIATION; specifies that THE ASSOCIATION will protect the person from retaliation; and identifies where such information can be reported.

1. **Encouragement of Reporting**

THE ASSOCIATION encourages complaints, reports or inquiries about illegal practices or serious violations of THE ASSOCIATION’S policies, including illegal or improper conduct by THE ASSOCIATION itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects about which THE ASSOCIATION has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via THE ASSOCIATION’S human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

2. **Protection from retaliation**

THE ASSOCIATION prohibits retaliation by or on behalf of THE ASSOCIATION against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. THE ASSOCIATION reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

3. **Where to report**

Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to THE ASSOCIATION’S chief
employed executive or President of THE BOARD of Directors; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the Immediate Past President or to the highest ranking officer of THE ASSOCIATION not implicated. THE ASSOCIATION will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that THE ASSOCIATION may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

XV. Disaster Action Plan

1. In the event of a catastrophe in which all of the Officers are lost but at least some of the Directors remain, the procedures set out in THE ASSOCIATION Bylaws shall be followed.
2. In the event of a catastrophe in which the entire Board of Directors is lost, there shall be an interim committee created consisting of the most recent five (5) Past-Presidents. If the most recent five (5) Past-Presidents cannot be located then the sixth, seventh, etc., Past Presidents, in order, shall be contacted until five (5) are available. The Committee shall elect its Committee Chair.
3. The Committee will coordinate with the various member states to arrange for the election/appointment of new Directors. At such time as a majority of the then member states have elected/appointed their respective Directors, those Directors will appoint from within their group the new Officers.
4. At that time, the interim committee of Past Presidents shall be disbanded. States that have not elected/appointed their Directors at the time that a majority of the states have done so, will continue the process until such time as all Directors are determined.
5. For the purpose of re-establishing the leadership of THE ASSOCIATION, the Officers will be the President, First, Second and Third Vice Presidents, Secretary and Treasurer. The office of Immediate Past President will remain vacant until the newly appointed President qualifies for that office. The office of President Elect will be filled at the next regularly scheduled election of Officers.
6. Every year when the new Officers assume their duties and signature cards for THE ASSOCIATION bank accounts are signed, there shall be two additional signers on THE ASSOCIATION bank accounts, one (1) being the Immediate Past President and the second being any other Past President.

Any Contractor lost in a tragedy shall be replaced at the direction of the newly created Board of Directors. Any Contractor not affected by such an event will continue to serve during the term of their contract.

XVI. Dissolution of THE ASSOCIATION

1. In the event it becomes necessary to dissolve THE ASSOCIATION the Executive Committee shall draft a resolution recommending dissolution. Said resolution must include, but shall not be limited to, the purpose of the resolution, specific reason(s) THE BOARD should
consider dissolution, the fiscal year in which the dissolution should become effective, and the non-profit organization recommended to receive the remaining assets of THE ASSOCIATION, if any.

2. The Executive Committee must present the resolution to THE BOARD no later than the January Board of Directors meeting of the fiscal year in which the resolution will be presented to the membership.

3. THE BOARD must vote to adopt or not to adopt the resolution no later than the March Board of Directors meeting of the fiscal year in which the resolution will be presented to the membership. A two-thirds (2/3) majority vote of THE BOARD is required to adopt the resolution.

4. If adopted by THE BOARD the resolution must be sent to all Associate Members, Past Presidents, STATE ASSOCIATION Presidents and THE BOARD members no less than sixty (60) days prior to the Annual Business Meeting scheduled for the fiscal year in which the resolution is adopted. It is the Director’s responsibility to forward the information to their State Board of Directors and delegates.

5. The President shall present a motion at the Annual Business Meeting calling for adoption of the resolution by the delegates present. A two-thirds (2/3) majority vote of the delegates present is required for the resolution to be adopted by the membership of THE ASSOCIATION.

6. Upon adoption of a resolution to dissolve THE ASSOCIATION, the Treasurer shall begin the process of liquidating the remaining assets of THE ASSOCIATION as directed by THE BOARD.

7. The Treasurer shall pay any and all outstanding invoices previously submitted, outstanding Officer, Director, and Committee Chair reimbursement requests, Contractor payments required by existing contracts, and any other obligation of THE ASSOCIATION according to the budget as directed by THE BOARD.

8. Upon final payment of any and all obligations of THE ASSOCIATION the Treasurer shall transfer all remaining assets of THE ASSOCIATION, if any, to the non-profit organization identified in the adopted resolution as directed by THE BOARD and THE ASSOCIATION shall be considered dissolved.

XVII. Contractor

1. Any Contractor position of THE ASSOCIATION shall be determined by THE BOARD in accordance with the ongoing needs of THE ASSOCIATION.

2. Potential Contractors will submit a proposal to the Contract Review Committee by the fourth board meeting for the upcoming year. Recommendations for approval, cancellation, or denial of the proposal will be given to THE BOARD during the fourth board meeting. Contractor shall do an oral presentation and answer any questions prior to the vote at the fifth board meeting. THE BOARD, by majority vote, will act upon said recommendations and will select the Contractors for the upcoming year.

3. Contractor will submit three (3) signed originals of the approved proposal to the Contract Review Committee Chair. The contract with the attached proposal will be submitted by the Committee Chair to the President for signature at the fifth board meeting. An original copy
of the signed contract will be given to the Contractor, to the Secretary for inclusion in the Minutes and to Management Company for permanent archival storage.

4. The duties of the Contractor shall be as determined by THE BOARD and shall be as set forth in the contract(s) as executed by the President of THE ASSOCIATION.

XVIII. Suggested Association Forms

Samples of these and other forms used and approved by THE ASSOCIATION are located on the website at www.a-e-a.org under THE BOARD Member section – Templates and Forms.

Acceptance of Nomination & Consent to Serve in Office
Action Items
Agenda Form
Application for Chartering
Associate and Affiliate Membership Application
Associate Member Credential form
Authorization to Publish
Ballot form
Call to Annual Business Meeting
Call to Board Meeting(s)
Conference Expense Voucher
Conference Income Voucher
Conference Inventory
Conflict of Interest Policy
Contract Review Form
Contractor Appraisal Review form
Contractor Duty Template
Copy of Charter
Copy of Creed, History and Mission Statement
Credential forms
Credit Card Authorized User Agreement
DC Representative Attendance Request at State Association Events
Expense Voucher
Income Voucher
Invoice
IRS Form W-9
Membership List format
Minutes Format
Motion Form
Officer Slate Format
President Attendance Request at State Association Events
Quality Control Checklist
Resolution Form
Sign in Sheet
Sign in Sheet Teleconference
Task Request Form (Web site)

XIX. Contractor Duty Template

NOTE: The following Contractor Duty Templates are SAMPLES ONLY and may or may not reflect actual Contractor duties. For actual Contractor duties, refer to individual active contracts.

Management Company shall:
1. Maintain a telephone, facsimile, and e-mail address for communications.
2. Receive and disseminate THE ASSOCIATION communications to appropriate officers, directors, and/or Committee Chairs.
3. Deliver communications as requested by the President or THE BOARD.
4. Maintain all permanent records of THE ASSOCIATION, including, but not limited to, meeting minutes, tapes, financial records, historical records, backup computer disks or hard copy file of correspondence for a period of ten (10) years.
5. Provide storage area for the records, equipment or other items which are the property of THE ASSOCIATION.
6. Maintain official membership list of THE ASSOCIATION, updating as needed. Provide mailing lists to the Publications Editor and/or others as needed. Membership lists will not be sold or provided unless authorized by THE BOARD. State membership list/labels may be provided to a member state as requested by that State’s Director.
7. Maintain and update the ODPP (Officers, Directors, Past Presidents) lists. Said lists will also include Committee Chairs, STATE ASSOCIATION Presidents and Contractor(s).
8. Maintain and update THE ASSOCIATION’S Calendar.
9. Provide copies of the Policies and Procedures Manual to each member of THE ASSOCIATION, when requested. Management Company will provide a copy of the Bylaws, Policies and Procedures Manual to all Board Members at the First Board Meeting.
10. Assist the Publications Editor as needed.
11. Perform financial duties as directed by THE BOARD which may include, but are not limited to, depositing receipts of THE ASSOCIATION as requested by Treasurer, reconciliation of all bank accounts with reports to THE BOARD, assist the Treasurer as needed/requested. Upon depositing receipts, Management Company will immediately provide the Treasurer with an Income/Expense Voucher, copies of the Check, Deposit slip and any other pertinent information to enable the Treasurer to book the deposit into THE ASSOCIATION’s Records.
12. Assist the President or the Secretary in sending a Call to any Board meeting and the official Call to the Annual Business Meeting.
13. Arrange hotel accommodations and meeting room facilities for all Board Meetings at locations selected by the President and/or Board. Arrange teleconference meeting as requested by the President and/or Board.
14. Attend all Board Meetings as requested by the President or THE BOARD.
15. Ship all items required for the Annual Business Meeting and Conference to and from the conference site; set up the flags, etc. needed for each session; be on site at conference to assist THE BOARD in a smooth flow of the conference.

16. Provide any other services as may be requested by THE BOARD, within the scope of the contract.

Washington, D.C. Representative shall:

1. Represent THE ASSOCIATION before the U.S. Congress, federal regulatory agencies and other governmental bodies.

2. Assist in developing the annual goals of the Government Affairs Committee and focus on the attainment of these goals. Further, to serve as the liaison of The Committee and THE BOARD to allied industry groups such as the American Land Title Association (ALTA), National Association of Realtors (NAR), and Mortgage Bankers Association (MBA).

3. Attend all regularly scheduled Board meetings, the Annual Business Meeting & Conference, and other meetings as required by the President or THE BOARD.

4. Assist in the education of THE ASSOCIATION membership in publications (i.e., Closing Comments, Government Affairs Bulletin (GAB)).

5. Provide other services as may be requested by THE BOARD, within the scope of the Contract.