

## **BYLAWS OF THE PENNSYLVANIA LAND TITLE ASSOCIATION**

(Last revised November 16, 2017)

### ARTICLE I- Name

The name of this Association shall be "Pennsylvania Land Title Association". Its principal place of business shall be designated from time to time by the Executive Committee.

### ARTICLE II - Objects and purposes

The objects and purposes of this Association shall be the advancement of the science of evidencing and insuring title to real property and the education of its members through various seminars and other educational functions.

The Association shall strive to promote the title insurance industry and be responsible for the general welfare of its members by encouraging its members to exchange ideas and to recommend protective or remedial measures to further the common interests of its members and the general public in harmony with their respective rights, interest and duties, and in general, to do any and all things that may be incidental to, implied from, or appropriate to the promotion and encouragement of these objects and purposes, including the creation of Regional Chapters throughout the Commonwealth of Pennsylvania.

### ARTICLE III

#### Section 1 - Classes of Membership

(a) There shall be four (4) classes of members designated as:

- a. Underwriter Members
- b. Title Agency Members
- c. Affiliate Members
- d. Honorary Members

(b) Underwriter members shall be limited to those domestic corporations and those foreign corporations authorized to write title insurance business as underwriters in Pennsylvania and that are actively engaged therein.

The term "Underwriter Member" is defined to include two or more underwriter companies owned or controlled by the same parent (to be known herein as a "family of companies").

Unless otherwise indicated herein, the use of the term "Underwriter Member" shall be intended to include a family of companies.

- (c) Title Agency Members shall be those individuals, partnerships, corporations or other legally constituted entities whose principal activity is devoted to the business of evidencing title to real property in Pennsylvania and/or conducting real estate closings, who are members in good standing of the Association, and are recognized by the affirmative vote of the Executive Committee.
- (d) Affiliate Members shall be limited to those corporations, associations, partnerships or individuals who do not necessarily qualify as Underwriter or Title Agency Members as stated herein and defined above, but who are interested in furthering the goals of this Association.
- (e) Honorary Members shall be those individuals designated by the Executive Committee for the performance of distinguished and meritorious service to this Association.

## Section 2 - Qualifications For and Elections to Membership

Membership to any class in this Association shall require the affirmative vote of a simple majority of the Executive Committee in attendance. All applications for membership must be in writing or completed online and referred to the Membership Committee pursuant to Article VII. As a condition precedent to membership, an applicant must subscribe to the Code of Ethics and Conflict of Interest Policy of this Association and agree to be governed by these Bylaws.

## Section 3 - Membership as of Effective Date

Each member in good standing on the effective date of the adoptions of Sections 1 and 2 of this Article shall be deemed as of said date to have met the qualifications for the appropriate class of membership set forth in this Article.

## Section 4 - Resignation and Reinstatement of Members

A Member not in default of payment of dues and against whom or which no grievance is pending may file a resignation in writing with this Association, and it shall, when accepted by the Executive Committee, become effective as of the date of filing.

The Executive Committee may, in its discretion, by an affirmative vote, reinstate any member who has resigned if written application for reinstatement is filed within one year after the effective date of resignation and the requirements of Section 2 of this article are fulfilled.

## Section 5 - Censure, Suspension and Expulsion of Members

The Executive Committee may, in its discretion, by any affirmative vote of two-thirds (2/3) majority, censure, suspend or expel any member for misconduct.

#### Section 6 - Divestment of Property Interest

No member shall have or acquire any right, title or interest, either legal or equitable, in or to the property of this Association. In the event of dissolution, any assets of this Association remaining after payment of its obligations shall be distributed to one or more regularly organized charitable, educational, scientific or philanthropic organizations, within the greater Pennsylvania area, to be selected by the Executive Committee and in compliance with the laws of Pennsylvania. No portion of the assets shall inure to the benefit of any officer of the Corporation, any other private person, or any enterprise organized for profit. Neither the Officers, employees, nor the Executive Committee and the members thereof, shall have personal liability for the liabilities of the corporation.

### ARTICLE IV – Meetings and Notice

#### Section 1 - General Membership Meetings

This Association shall hold general membership meetings at least semi-annually, one of which shall be at the annual convention of its members and at such time and place as may be fixed by the Executive Committee. These meetings are designed to further advance the objects and purposes of this Association.

#### Section 2 - Executive Committee Meetings

Meetings of the Executive Committee shall be held at least four (4) times during the annual term of the President and at such time and place as may be fixed by the President of this Association.

#### Section 3 - Special Meetings of the Executive Committee

Special meetings of the Executive Committee of this Association may be called by any two (2) of the elected officers.

#### Section 4 – Notice

A minimum of five (5) business days notice shall be given for a general membership or any regular meeting of the Executive Committee. A minimum of two (2) business days' notice shall be given for a special meeting of the Executive Committee. Any documentation to be reviewed and/or approved at any general membership, regular or special meeting must be sent a minimum of two (2) business days in advance, with the exception of Article X. Said notice shall be sufficient if delivered electronically.

## Section 5 - Regional Chapter Meetings

Regional Chapters, which are created and recognized from time to time throughout the Commonwealth of Pennsylvania as provided herein, will follow guidelines as established by the Executive Committee and whose activity will at all times be consistent with the objects and purposes of this Association. At no one time will there be more than nine (9) Regional Chapters. Employees of an Underwriter Member are permitted to be Chapter Members.

Meetings of Regional Chapters shall be held at least four (4) times during the calendar year and at such time and place as may be fixed by the Chairperson or other duly authorized officer of the Regional Chapter.

## ARTICLE V – Representation and Voting by Members at Membership and Executive Committee Meetings

### Section 1 - Representation

(a) Each Underwriter Member shall file annually with the Executive Director a written designation of its duly authorized principal representative, a primary alternate representative, and secondary alternate representative, all of whom must be officers or employees of the Underwriter Member by the September Executive Committee meeting.

(b) Each Regional Chapter Chairperson shall file annually with the Executive Director a written designation of its duly authorized principal representative, a primary alternate representative, and secondary alternate representative, all of whom must be elected officers of the Regional Chapter by the September Executive Committee meeting.

### Section 2 - Voting Structure

The Executive Committee, which shall consist of the individuals set forth in Article VII - Section 1, shall be responsible for voting on all issues affecting the Association.

Each Underwriter Member and Regional Chapter will have one vote to be cast by its principal representative or (if absent) by one of its alternative representatives in attendance at Executive Committee meetings. Each elected officer of the Association shall also be entitled to one vote.

In the event that an Underwriter Member consists of a family of companies, that Underwriter Member shall, together, have a total of one vote for any matter which involves a vote made pursuant to these By-Laws.

### Section 3 - Quorum

A duly constituted meeting of the Association of the Executive Committee shall consist of a quorum of at least sixty percent (60%) of the combined total of the Underwriter members and Regional Chapters either present or by proxy. An Underwriter Member that consists of a family of companies shall be considered to be a single Underwriter Member for determining a quorum.

### Section 4 – Proxy Vote

A member of the Executive Committee who does not personally or by telephone attend a meeting of the Executive Committee may vote by proxy only if an executed written proxy form, which designates another member of the Executive Committee to vote on his/her behalf, is delivered to the Executive Director or Vice President prior to or at the meeting. This proxy requirement does not apply to underwriter or regional chapter members as their voting structure is set forth in Article V, Section 2.

### ARTICLE VI - Fiscal Year, Assessments and Special Assessments.

Section 1 - The Fiscal Year of this Association shall commence on the First Day of January. Assessments are due on the first day of January of each calendar year.

### Section 2 – Market Share

- a) The market share of the Underwriters will be assessed using the ATLA Industry Financial Data and will be based on the first 6 months market share of the current year for the next fiscal year's budget. Effective for the 2019 budget and thereafter, the market share of the Underwriters will be assessed using the ALTA Industry Financial Data and will be based on the market share of the previous full calendar year for which ALTA Industry Financial Data is available.
- b) Family of Companies: In the event that an Underwriter Member consists of a family of companies owned or controlled by the same parent, the market share of that Underwriter Member is determined by the total percentage market share of all underwriter companies within that family of companies.

### Section 3 - General Dues Assessments

Annual dues shall be a fixed amount and not based on an underwriter's exact percentage of Market Share. The percentage categories listed below shall determine the fixed amount.

- An underwriter whose market share is 30% or more.

- An underwriter whose market share is 25% or more but less than 30%.
- An underwriter whose market share is 20% or more but less than 25%.
- An underwriter whose market share is 15% or more but less than 20%.
- An underwriter whose market share is 10% or more but less than 15%.
- An underwriter whose market share is 5% or more but less than 10%.
- An underwriter whose market share is 2% or more but less than 5%.
- An underwriter whose market share is less than 2%.

#### Section 4 - Lobbying assessment

Lobby Assessments will be determined as stated in Section 3 based on the budgeted amount for the lobbying expenditure in the given year.

#### Section 5 - Special Assessments

(a) Special Assessments may be approved by the Executive Committee for matters not contemplated in the annual budget.

(b) Funding of Special Assessments will be accomplished as follows:

- For an underwriter whose Market Share is 30% or more, their share of the special assessment shall be 30% of the total of the special assessment.
- For an underwriter whose Market Share is 25% or more but less than 30%, their share of the special assessment shall be 27% of the total of the special assessment.
- For an underwriter whose Market Share is 20% or more but less than 25%, their share of the special assessment shall be 20% of the total of the special assessment.
- For an underwriter whose Market Share is 15% or more but less than 20%, their share of the special assessment shall be 15% of the total of the special assessment.
- For an underwriter whose Market Share is 10% or more but less than 15%, their share of the special assessment shall be 12% of the total of the special assessment.
- For an underwriter whose Market Share is 5% or more but less than 10%, their share of the special assessment shall be 10% of the total of the special assessment.
- For an underwriter whose Market Share is 2% or more but less than 5%, their

share of the special assessment shall be 5% of the total of the special assessment.

- For an underwriter whose Market Share is less than 2%, their share of the special assessment shall be 2% of the total of the special assessment.

(c) No action to approve Special Assessments shall be undertaken without a Quorum of at least sixty-six and two-thirds percent (66 2/3%) of the combined total of the Underwriter Members either present or by proxy. Any action to approve Special assessments must receive an affirmative vote of sixty-six and two-thirds percent (66 2/3%) of all those entitled to vote and present at the meeting.

Section 6 – Title Agency Members shall pay annual dues dependent on their individual or agency category.

Section 7 - Affiliate Members shall pay annual dues as may be established from time to time by the Executive Committee.

Section 8 - Honorary Members shall pay no dues.

Section 9 - Default in Payment of Dues or Assessments

Annual dues are due by January 31st which covers the calendar year. Renewal notices are sent in advance. Any member in default in payment of dues and/or assessments, by January 31st or such other due date as may be set, will, without further notice, be stricken from the roll for nonpayment of dues and/or assessments. The membership and all rights in respect thereto of such member shall thereupon cease including but not limited to, the ability to serve in any capacity and any use of professional designations. The Executive Committee, in its discretion may, by an affirmative majority vote, reinstate such member upon payment of all unpaid dues and/or assessments. Unless otherwise decided by the EC, a retired member may continue to use their professional designation.

## ARTICLE VII – Organization

Section 1 - Executive Committee

- (a) The Executive Committee shall consist of the elected officers of the Association, an authorized representative from each underwriter member, an authorized representative from each Regional Chapter. Representatives must abide by the Code of Ethics and Policies of the Association.
- (b) All former presidents of the Association shall be ex-officio, non-voting members of the Executive Committee for a period 10 years after the end of their Presidential term.

- (c) The Executive Committee shall have general charge of all business of the Association, including matters of policy and shall have power to bind the Association and the Regional Chapters. The Executive Committee shall have power to fill, until a successor is elected at the next annual meeting, any vacancy in the offices of the Association, other than that of President, occurring between the annual conventions meetings of this Association.

## Section 2 - Standing Committees, Sections and Duties

The Standing Committees of the Association shall be:

- (a) Convention Committee

The Convention Committee will be responsible for planning the annual PLTA convention, including the coordination of all events and education within the convention.

- (b) Communication Committee (consolidation of the Agents, Liaison, Public Relations, Technology committees)

The Communication Committee will be responsible for communicating to members, affiliates and the public as to matters pertaining to advocacy, membership, education or any other issue or topic pertinent to the land title industry or PLTA. The Committee will utilize all methods of communication including, but not limited to, traditional print, electronic and social media forms of communication and monitor and review all public relations brochures, publications, advertising and personal appearances and other media to promote the better understanding of the land title industry. Report on the various technologies that may be of interest to this association. Promote strong relationships with other associations in the real estate community and foster and promote membership with all industry partners.

- (c) Education Committee

The Education Committee will promote professionalism within the industry through the education of PLTA members. The purposes of the Committee include the following:

- To provide training and education in the various categories related to the art of title abstracting, including, but not limited to, the following; (1) searching and examination of title to real property; (2) review and evaluation of land title searches; (3) issuance of commitments and title policies and related aspects of land title insurance underwriting; (4) conducting real estate closings; (5) internal court house record keeping and procedures, and (6) related real property sciences.



- To develop and present courses and programs that satisfy the continuing education requirements for any discipline for which it is necessary or desirable to be knowledgeable about matters concerning the title to real property and the title insurance industry.
- To create appropriate education at the Annual convention and the Mid-year conference.
- To offer professional and workforce development courses to allow members to improve their skills.
- The membership of the Committee shall include, but is not limited to, the President, Vice President, Treasurer and Secretary of the Pennsylvania Land Title Institute, the PLTA President and the PLTA Executive Director.

(d) Finance & Planning Committee

The Financial Planning Committee will be responsible for the overall financial well-being of PLTA. This role encompasses a review of annual budgets and financial processes, along with strategic planning for the future financial security of PLTA. The Committee will present, by November 30 of each year, an annual budget to be approved by the Executive Committee. This Committee will audit, or cause to be audited, the accounts of this Association, including Chapters and committees of this Association, and report audit findings to the Executive Committee, and to the membership at the annual meeting.

(e) Legislative and Judicial Committee

The Legislative and Judicial Committee will review pending legislation and case law pertinent to the land title industry and/or PLTA and make appropriate recommendations to the Executive Committee. In addition, the Committee will report their findings and recommendations to the general membership of PLTA in a manner to be determined by the Executive Director.

(f) Membership Committee

The membership Committee is responsible for all aspects of membership in the Association, including establishing membership dues, creation of an appropriate membership application and the process for applying for membership, review of all applications, and presenting approved applicants to the Executive Committee for their vote. In addition, the Committee will be

responsible for promoting PLTA membership application and retention through membership campaigns and any other programs deemed appropriate.

(g) Professional Designation Committee

The Professional Designation Committee will administer the PLTA program of Professional Designation, including the creation of a Professional Designation application and a process for the awarding of the designation(s) to successful candidates.

(h) Title Issues and Records Committee (consolidation of Public Records and Title Issues committees)

The Title Issues and Records Committee will be responsible to monitor the standards and practices of Recorders of Deeds, Prothonotaries and similar offices that affect real estate title searching, recording and filings throughout the Commonwealth, reviewing and suggesting recommended action on all matters affecting the title industry.

(i) Nominating Committee

The Nominating Committee of the Association shall nominate the Association Officers and Chairpersons of standing committees, such Officers being: President, Vice President, Treasurer and the Secretary. Each of these shall be active members of the Association or a member, employee or partner of a partnership or corporation that is an active member of the Association.

The Nominating Committee of the Association shall be composed of the most recent available past President of the Association, who shall serve as Chairperson, together with all existing officers of the Association, plus three (3) authorized principal representatives from the Underwriter Members and Regional Chapters, respectively.

A report of the Nominating Committee shall be made to the entire Executive Committee either in writing by April 15th or at the April Executive Committee meeting, whichever comes first.

(j) Bylaw Committee

The Bylaw Committee of the Association shall be made up of the current officers of the association, the immediate past president, the executive director and a maximum of 2 additional members. The committee is responsible for any revisions or amendments made to the bylaws pursuant to the parliamentary authority of the association. In addition, the Committee will be

responsible for proposing bylaw changes for approval.

### Section 3 - Chairpersons and Duties

- (a) The Chairperson of each Committee shall be elected by the Executive Committee at the annual convention to serve for the term of one (1) year or until the next annual meeting and convention. The maximum number of successive terms for any chairperson shall be four (4). In event the Chairperson is not able to fulfill Committee duties; the President may appoint a succeeding Chairperson to complete the term.
- (b) Chairpersons shall be charged with the following duties:
- i. Choosing a Committee composed of at least three (3) additional members.
  - ii. Reporting orally or in writing at Executive Committee meetings concerning activities of the Committee.
  - iii. Holding at least four (4) meetings during the year, preferably between Executive Committee meetings.
  - iv. Designating an alternate committee member to act in the chairperson's absence and report to the Executive Committee.
  - v. Reviewing duties and responsibilities with the succeeding Chairperson.

### Section 4 - Ad Hoc Committees

Ad Hoc or temporary committees shall be appointed, relieved and discharged by the President of this Association.

## ARTICLE VIII - Officers, Eligibility, Duties and Authority

### Section 1 - General

The officers of this Association shall be: President, Vice President, Treasurer and Secretary, each of whom shall be elected by this Association at the annual meeting to serve for a term of one (1) year, or until the next annual meeting and convention; and the Vice President shall be designated as President-Elect. In addition, an Executive Director and such other persons as the Executive Committee deems necessary shall be appointed annually by the Executive Committee, which shall also prescribe their duties and fix their compensation and their terms of employment. The President shall not be eligible to serve more than one (1) term. In the event of a vacancy occurring in the office of President, the Vice President, for the unexpired term to which the President had been elected, shall assume the

duties of the President, in which event such term shall not be considered as an elected term. Except as above provided, all vacancies among officers may be filled by the Executive Committee until a successor is elected.

#### Section 2 - President and Immediate Past President

The President shall preside at all general membership meetings of this Association, and shall by appointment fill any vacancy in any Committee including the Chairperson of any temporary Committee and perform such other duties as usually pertain to the office of President. The President shall serve as a voting member of the PLTI Board of Trustees, and may delegate this voting authority to the Executive Director. The immediate past President shall serve as a non-voting ex-officio member of the Executive Committee for one (1) year following the term of office.

The President shall call an organizational meeting of the Officers, the Regional Chapter representatives and Committee Chairpersons as quickly as possible after the annual convention meeting. The purpose of this meeting shall be to charge the Officers and Committee Chairpersons with their responsibilities and set goals and objectives for the year.

#### Section 3 - Vice President

The Vice President shall preside at all meetings of the Executive Committee, and in the absence, death or disability of the President, shall act in his or her place and stead. The Vice President shall be designated as the President-Elect.

#### Section 4 - Treasurer

The Treasurer shall report on all monies deposited in Association accounts and shall render an account thereof at the annual meeting of this Association and, as requested, to the Executive Committee. The Treasurer shall perform such other duties as usually pertain to the office of Treasurer. The Treasurer may delegate some or all the aforesaid duties to the Executive Director who shall perform the same in accordance with PLTA policies and procedures.

#### Section 5 - Secretary

The Secretary shall keep the minutes of all meetings of this Association and its Executive Committee and be custodian of the books and records of this Association and its Executive Committee, shall publish all notices on behalf of the Association and its Executive Committee and shall perform such other duties as usually pertain to the office of Secretary. The Secretary may delegate some or all the aforesaid duties to the Executive Director who shall perform the same in accordance with PLTA policies and procedures.

## Section 6 - Executive Director

The Executive Director shall be in charge of Association office operations, be responsible to supervise Association staff, keep accurate records, collect all monies due the Association and perform such other duties as may be necessary for the proper conduct of the business of this Association, its Committees and Regional Chapters as determined by the Executive Committee. The Executive Director shall report to the Executive Committee from time to time regarding the operations and affairs of the Association. The Executive Director shall be an authorized signatory on all accounts of the Association. The Executive Director shall also serve as a non-voting ex-officio member of the Executive Committee and PLTI Board of Trustees. When so authorized, the Executive Director may cast the vote of the President.

## Section 7 - Authority of Officers

If any set of circumstances requires actions to be taken before a special meeting of the Executive Committee can be convened, such actions must be approved by at least three (3) officers. Such actions must be ratified at the next duly constituted meeting of the Executive Committee.

## Section 8 - Indemnification

The Association shall indemnify a present or former Officer, Executive Committee Member, Regional Chapter Member, Committee member, Committee chair, or employee of the Association or any appointed person who served as an Officer, or employee of a corporation or other entity that the Association controls (hereafter indemnitee). Each indemnitee shall be entitled to indemnity from the Association against any judgments and expenses, including attorney fees, actually and necessarily incurred in connection with an action, suit, proceeding or appeal, whether civil or criminal in nature in which the indemnitee is made a party by reason of being or having been an Officer, Executive Committee Member, Regional Chapter Member, Committee member, Committee chair or employee, except in relation to matters in which the indemnitee shall be adjudged in the action, suit or proceeding liable for gross negligence or willful misconduct in the performance of duty or to have breached a duty to the Association under the applicable laws of the Commonwealth of Pennsylvania.

The Association may also reimburse an indemnitee for reasonable amounts paid in settlement and reasonable expenses, including attorney fees, of an action, suit, or proceeding, if it shall be found by a majority of the Executive Committee that it was in the interest of the Association that the settlement be made and that the indemnitee was not guilty of gross negligence or willful misconduct in the performance of duty or of breaching a duty to the Association under the applicable laws of the Commonwealth of Pennsylvania.

These rights of indemnification and reimbursement shall not be deemed exclusive of any rights that an indemnitee may be entitled to by law or under any Bylaw, agreement or vote of the members of the Association. The foregoing right of indemnification shall inure to the heirs, executors or administrators of the indemnitee and shall not be construed to enlarge the rights of indemnification provided under the applicable laws of the Commonwealth of Pennsylvania.

#### Section 9 - Parliamentary Authority

The rules contained in the current editions of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

#### ARTICLE IX - Order of Business

Section 1 - The order of business at any meeting of this Association shall be as follows:

Reading of the minutes of the preceding meeting, report of the President, report of the Treasurer, report of the Regional Chapters, report of Standing Committees, report of Ad Hoc Committees, report of the PLTI, report of the Executive Director and new business.

#### Section 2 - Presiding Officers

- (a) In the event that the President cannot preside at the annual or any general membership meeting, then the Vice President shall so preside.
- (b) The Vice President shall preside at all meetings of the Executive Committee. In the event the Vice President cannot preside, then the President or Secretary shall so preside.

#### ARTICLE X - Amendments

The BYLAWS may be amended or revised by the affirmative vote of two-thirds (2/3's) of the combined total of the Executive Committee members at any annual or special meeting of the Association called for such stated purposes, providing written notice of the introduction of the proposed Amendments is given by the Executive Director to all Executive Committee members at least five (5) business days prior to such annual or special meeting.

#### ARTICLE XI - Effective Date

The BYLAWS and any amendments or revisions thereto shall, except as specifically provided to the contrary, be in full force and effect immediately upon adoption.