

Code of Regulations of the National Association of Land Title Examiners & Abstractors

Article I - Name, Principal Place of Business, and Law Governing Organization

The name of this Association is the National Association of Land Title Examiners and Abstractors ("NALTEA" or "the Association"). The principal place of business of the Association shall be at the place designated to be the principal place of business by the Board of Directors, and can be changed by said Board at any time. Except as specified in the Articles of Incorporation of the Association or this Code of Regulations, the structure and the operations of the Association shall be governed by the provisions of Chapter 1702 of the Ohio Revised Code and any amended or successor of such Chapter.

Article II - Mission Statement and Statement of Objectives

The mission of the Association shall be:

“To foster better understanding between the membership and others involved in the title profession, to provide information and education to the membership and others, and to assist the members in providing quality service to their clients.”

The objectives of the Association shall be:

- A) To establish and maintain uniform standards and practices for the profession of land records abstracting by setting forth guidelines for training, experience and ethical conduct.
- B) To foster better relationships among title examiners/abstractors and those whom they serve, i.e., title insurers, lending institutions, attorneys and other land title professionals.
- C) To provide information and education to the membership of the Association; to members of local, state and federal legislatures having jurisdiction over the land title industry; to consumers; and to businesses engaging in the transfer of ownership interests in real estate.
- D) To promote understanding and awareness of the importance of the proper examination, abstracting and reporting of land title records.

Article III - Membership

Section 1. Eligibility:

Any natural person who is a legal resident of the United States over the age of eighteen (18) years, and any business entity which is a domestic United States entity having as its principal place of business at an office located within the jurisdiction of any the fifty United States, shall be eligible for membership in the Association.

Section 2. Categories of Membership:

The Membership of the Association shall consist of four (4) separate and distinct categories of members as set forth below:

a) Corporate/Independent - Corporate/Independent Membership shall be open to any business entity, including, but not limited to, any sole proprietorship, any partnership, any limited liability company, or any corporation, which derives more than seventy percent (70%) of its gross annual revenue from the business of researching, abstracting, examining, reporting or retrieving land records, and any natural person (including, but not limited to, owners, officers, partners, members, or principals of business entities as defined herein), who engages primarily in the profession of land title researching, abstracting, examining, reporting or retrieval.

b) Individual Membership - Individual Membership shall be open to natural persons employed in the profession of land title researching, abstracting, examining, reporting or retrieval.

c) Associate Membership--Associate Membership shall be open to any business entity or natural person not otherwise eligible for Corporate/Independent or Individual Membership.

d) Honorary and Emeritus Memberships--Honorary and Emeritus Memberships may be awarded to any natural person whom the Board of Directors has determined to have performed distinguished or meritorious service to the Association or to the land title industry.

Section 3. Termination of Membership:

Membership in the Association shall terminate upon the Association's Membership Committee's receipt of any written notice of resignation; pursuant to Article IV, Section 3 of this Code for nonpayment of dues, or upon any resolution unanimously approved by the Board of Directors that terminates the membership of any member upon a finding by the Board, in its complete discretion, that a member has engaged in conduct or taken any action that is contrary to any mission, objective, purpose, policy, or function of the Association, provided, however, that no member shall be terminated under this provision until after that member has been notified of a problem or issue, and provided with an opportunity to

respond to any claim seeking termination of membership which has been made. . Any member submitting a resignation or whose membership is terminated shall forfeit any annual dues paid for the membership year in which the resignation or termination occurred.

Section 4. Representation, Voting Rights and Proxies:

Only Corporate/Independent and Individual members shall have voting rights. Each member of the Association shall have only one vote upon any matter that is a subject of a vote of the membership. The vote of a Corporate member may be cast by the owner of a sole proprietorship, a principal member of a firm or partnership, or by an officer of a corporation that is a member. At meetings of the members, any member entitled to vote or take action may be represented and may vote or take action by a proxy or proxies appointed by an instrument in writing. Each such instrument shall be filed with the secretary of the meeting before the person holding the proxy shall be allowed to vote under the proxy at the meeting or with the Secretary of the Association before the person holding the proxy may take action under the proxy without a meeting. No proxy shall be valid after the expiration of eleven months from its date of execution unless the member executing it shall have specified therein the length of time that it is to continue in effect.

Associate, Honorary and Emeritus members may attend meetings of the Association or its Committees, exclusive of meetings of the Board of Directors, and may participate in deliberations and discussions at such meetings, but shall not be eligible to vote; nor shall any such member be eligible to chair any Standing Committee, nor shall they be eligible to hold elective or appointed office in the Association.

Section 5. Members' Interest in Association Property:

No member, by virtue of membership, shall have any right, title or interest, either legal or equitable, in or to any property of the Association. In the event of dissolution, any assets of the Association which remain (after payment of the Association's just debts and obligations) shall be distributed to one or more charitable, educational or philanthropic organizations as may be selected by the Board of Directors.

Article IV - Payment of Dues

Section 1. Payment:

Each member of the Association shall pay dues in such amounts as the Board of Directors shall determine.

Section 2. Time for Payment:

Dues shall be paid each year according to a schedule to be determined by the Board of Directors.

Section 3. Default:

Any member in default of payment of dues shall be notified in writing that such default will be reported to the Board of Directors and that benefits of membership have been suspended. Upon receipt of said report, the Board of Directors may, at its sole discretion, and without further notice to the member, strike the member from the Association membership roster for non-payment of dues; provided, however, that the Board of Directors, at its sole discretion, by a majority vote of the entire Board, reinstate the member upon receipt of payment of the member's current year's dues.

Article V - Meetings of Members

Section 1. Annual Conference and Meeting:

The Association shall hold an Annual Conference, which Conference shall include the Annual Meeting of the Membership, at such time and place as shall be determined by the Board of Directors. Each annual meeting of the voting members shall be conducted for the election of directors, for the consideration of reports to be made at the meeting, and for the transaction of such other business as may properly come before the meeting. The Board shall make reasonable efforts to schedule annual meetings as far in advance as is practical, but in any event Members shall be notified at least thirty (30) days in advance of the time and place of each Annual Conference/Annual Meeting.

Section 2. General Membership Meetings:

The Association may hold such other General Membership Meetings throughout the year as the Board of Directors may from time to time deem necessary and proper for the benefit of the Association. Except in any instance where the need for a meeting is deemed by the Board of Directors to be an emergency, Members shall be notified at least fourteen (14) days in advance of the time and place of all General Membership Meetings.

Section 3. Requirements for Member Actions:

A quorum for any meeting of members shall be that number of members who are entitled to vote who are present in person or represented by proxy at a meeting, and except as hereinafter provided, all actions shall be taken upon the majority vote of all members present, in person or by proxy, provided that no action required by law, the Articles, or this Code of Regulations that must be authorized or taken by those members exercising not less than a designated percentage of the total voting power may be authorized or taken by a lesser percentage. Those members entitled to vote who are present in person and represented by proxy at a meeting may adjourn any meeting from time to time. Any business may be transacted at the reconvened meeting as if the meeting had been held as originally called.

Section 4. Order of Business and Conduct of Meetings:

The order of business of any meeting of members shall be determined by the

presiding officer, unless otherwise determined by a vote of those members entitled to exercise not less than a majority of the voting power of the members present in person or represented by proxy at the meeting. All meetings of the Membership, the Board of Directors, and all Committees of the Association shall be conducted in accordance with all agenda and rules adopted by the Board, in a practical manner designed to accomplish the business at hand efficiently, and without the application of any formal parliamentary procedure; provided, however, that if it becomes necessary to adopt a formal parliamentary, the Association shall utilize The Modern Rules of Order, as published by the Pennsylvania Bar Institute in 1992.

Section 5. Election of Directors:

At all elections of members of the Board of Directors the candidates receiving the greatest percentage of the votes cast shall be elected. All other questions shall be determined by the vote of those members entitled to exercise not less than a majority of the voting power of the members present in person and represented by proxy at a meeting, unless for the particular purpose the vote of a greater percentage of this voting power of all members is required by law, this Code of Regulations or otherwise.

Section 6. Actions Without Meetings:

Any action which may be authorized or taken at a meeting of members may be authorized or taken without a meeting in writing or writings signed by members exercising a majority of the voting power of all members or such greater proportion thereof as the Articles, this Code of Regulations, or any provision of law may otherwise require. Said writing or writings shall be filed with or entered upon the records of the Association. Any vote that can be taken at a meeting of members may also be taken by mail. In that event ballots shall be mailed to all persons and entities who are members of the Association at the time of the mailing and approval shall be required from a majority of the voting power of all members or from such greater (or lesser, in the case of electing members of the Board of Directors) proportion thereof as the Articles, this Code of Regulations, or any provision of law may otherwise require. Adequate records of the manner and results of each vote conducted by mail shall be filed with or entered upon the records of the Association.

Article VI Board of Directors

Section 1. Qualification, Terms, Election and Powers:

Subject to such limitations as have been or may hereafter be imposed by the Articles or this Code of Regulations, as any of the same may be lawfully amended from time to time, all power and authority of the Association shall be vested in and exercised by a Board of Directors consisting of five (5) persons. Said persons shall manage and conduct the business and affairs of the Association, and exercise the powers and duties established by the Articles and this Code of Regulations until they resign, or until their successors are elected and qualified.

All Members of the Board of Directors must be full voting members of the Association,

and must have at least three (3) years experience as an abstractor. Only one owner, employee, or representative from any business entity may hold a Board of Director position at any given time.

The names and addresses of the three (3) initial directors of the Association are provided in the Articles. They will serve until the Association holds its first meeting of members. Thereafter, Directors shall be elected at the regular annual meeting of members of the Association or at special meetings called for that purpose. At the first meeting of the membership, the three candidates for election who receive the most votes shall serve two (2) year terms, and the two candidates receiving the next highest number of votes shall serve one (1) year terms. Thereafter, each Director who is elected shall serve for a term of two (2) years, and until his or her successor is elected and qualified, or until he or she reigns or is removed. Any Director may be removed at a special meeting of the members of the Association called for that purpose by the affirmative vote of those members entitled to exercise not less than seventy-five percent (75%) of the voting power of all members.

Section 2. Replacement of Directors:

If any member of the Board vacates membership on the Board as a result of death, resignation, or any other act or reason, the remaining members thereof may elect a new Director to fill the vacancy. If the remaining Directors cannot agree upon a person to fill the vacancy within thirty (30) days after it is created, said remaining Directors shall call a special meeting of members of the Association to fill the vacancy, such meeting to be held within sixty (60) days after the vacancy is created. Any Director appointed or elected to fill a vacancy shall hold office for the unexpired term of the Director he or she succeeds and until his or her successor is elected and qualified, or until he or she resigns.

Section 3. Meetings of Directors:

The Board of Directors shall hold such meetings from time to time as it deems necessary and such meetings may be called by the President of the Association from time to time, provided that the Board of Directors shall be required to meet at least once in each calendar quarter. Meetings shall be held at such places as the President or a majority of the Directors may determine, or by a joint telephone connection if so requested by the President or a majority of the Directors.

Section 4 Notices of Meetings:

The President or Secretary shall cause electronic, telegraphic or written notice of the time and place of all meetings of the Board of Directors, both regular meetings and special meetings, to be duly served upon or sent to each Director not less than two (2) nor more than twenty (20) days before the meeting, except that a regular meeting of the Board may be held without notice immediately after any annual meeting is held for the purpose of electing or appointing officers for the ensuing year and the transaction of such other business as may properly come before said meeting. No notice of adjourned meetings need be given. Notice of the time and place of any meeting of the Board may be waived by any Director in writing either before or after the holding of the meeting, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at

any Board meeting without protesting the lack of proper notice prior to or at the commencement of the meeting shall be deemed to be a waiver by him of notice of the meeting.

Section 5. Quorum and Action Requirements:

At all meetings of the Board of Directors a majority of the members thereof shall constitute a quorum, but less than a quorum may adjourn a meeting from time to time, and at adjourned meetings any business may be transacted as if the meeting had been held as originally called. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as otherwise required by law, the Articles of Incorporation or this Code of Regulations.

Section 6. Actions in Writing:

Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting in a writing or writings signed by all of the Directors, which writing or writings shall be filed with or entered upon the records of the Association.

Article VII - Officers

Section 1. Establishment and Election:

The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected. All officers shall be elected by the Board of Directors. The President must be a member of the Board, and shall serve as the Chairman of the Board. Officers shall hold office at the pleasure of the Board. Only one owner, employee, or representative from any business entity may hold an Officer position at any given time.

Section 2. Duties of Officers:

It shall be the duty of the President to preside at all meetings of members of the Association and the Board of Directors, to exercise general supervision over the affairs of the Association and in general to perform all duties incident to the office or which may be required by the members of the Board.

It shall be the duty of the Vice President to perform the duties of the President in the event of his absence or disability and perform such other duties as may be assigned by the Board.

It shall be the duty of the Secretary to keep or cause to be kept under his or her supervision an accurate record of the acts and proceedings of the members and the Board of Directors, including records of the names and addresses of the members. The Secretary shall further perform all duties incident to the office and such other duties as may be required by

the members or the Board. Upon expiration or termination of his or her term of office, the Secretary shall deliver all books, records, documents and other property of the Association in his or her possession or control to his or her successor or to the President.

The treasurer shall receive and safely keep all money, securities and other intangible property belonging to the Association, or evidence thereof, and shall disburse the same under the direction of the Board of Directors; shall keep or cause to be kept under his or her supervision correct and complete books and records of account specifying the receipts and expenditures of the Association, shall hold the same open for inspection and examination by the Board and the members, and shall present abstracts of the same at annual meetings of the members or at any other meeting when requested; shall perform any other duties which may be required of him or her by the members of the Board; and, upon the expiration or termination of his or her term of office, shall deliver all money and other property of the Association in his or her possession or control to his or her successor or to the President.

Article VIII - Committees

Section 1. Establishment of Standing Committees and Composition:

The Standing Committees of the Association shall be the Membership Committee, Public Relations Committee, Program/Event Committee, Publication/Member Benefits Committee, Education/Training Committee and Ethics Committee. The Board of Directors and the Membership shall have the right, in the discretion of each body, to establish additional committees.

Section 2. Composition and Functions of Committees:

Each committee shall be composed of not less than three (3) persons, and the majority of the members of every committee shall be members of the Association. The Board of Directors may delegate to any such committee any of the authority and power of the Board, however derived. Each committee shall serve at the pleasure of the Board, and shall be subject to the control and direction of the Board. Any committee may act pursuant to the vote of a majority of its members at a meeting of the committee or by a writing or writings signed by all of its members. Any act or authorization by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board. Each committee shall establish its own procedures for scheduling and giving notice of its meetings, establishing agendas, maintaining records of its meetings and actions, and other administrative matters, subject to any such procedures which may be established for that committee or all committees by the Board.

Article IX - Notices

Any notice or demand which is required to be given or delivered to or served upon a member of the Association shall be in writing and shall be deemed to have been given, delivered or served when delivered personally to him, or faxed, electronically mailed or transmitted, or mailed to the member at his, her or its address or location as it appears on the records of the Association. In computing the period of time for the giving of a notice

required or permitted under the Articles, this Code of Regulations or a resolution of the members or Directors, the day on which the notice is given shall be excluded, and the day when the act for which notice is given is to be done shall be included.

Article X - Amendment of Code of Regulations

This Code of Regulations may be amended or a new Code of Regulations may be adopted at a meeting of voting members held for that purpose or in a vote conducted by mail by the affirmative vote of those members entitled to exercise not less than sixty-seven percent of the total voting power of the members, provided, however, that such amendment shall have been presented to all members no less than thirty (30) days prior to the meeting in which the amendment is brought to the floor for such vote.

This Code of Regulations was adopted by the unanimous vote of the membership of the Association at the first meeting of the Association, conducted on June 5, 2004.