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**BY-LAWS OF THE
MISSOURI LAND TITLE ASSOCIATION**

ARTICLE I - PRINCIPAL OFFICE

The Association may have office(s) within or without the State of Missouri as the Board of Directors may from time to time select and the business of the Association may require. The Board shall appoint a registered agent who shall maintain an office in the State of Missouri for the purpose of receipt of legal notices.

ARTICLE II- SEAL

The Seal of the Association shall be in circular form and shall have inscribed thereon the name of the Association and the words "Corporate Seal" and "Missouri." The Board of Directors may, by resolution, change the form of the Association's Seal from time to time.

ARTICLE III - MEMBERSHIP

Section 1 - CLASSES OF MEMBERS. There shall be four classes of members designated as Active, Affiliate, Special Award and Retired Members.

(a) ACTIVE MEMBERS shall be limited to those directly and primarily engaged in land title evidencing, who:

(1) shall have been approved by the board of directors for membership in the association;

(2) shall have subscribed to the principles of the Code of Ethics of this Association, as amended or interpreted from time to time; and

(3) shall have agreed to be governed by its Articles of Incorporation and By-Laws; and

(4) meet all requirements under Section 2 for Active Members.

(5) All Active and Associate Members as of the adoption of these bylaws shall become Active Members.

(b) AFFILIATE MEMBERS shall be Limited to any person, firm or corporation, and

(1) who support, supply or sell to members of the association, or who desire to be members, and

(2) are not eligible for any other class of membership.

38 (3) All Associate Members--Affiliated Industries and Legal members as of the
39 adoption of these bylaws shall become Affiliate Members.

40
41 (c) SPECIAL AWARD MEMBERS shall be those individuals so designated by the
42 Board of Directors for the performance of distinguished and/or meritorious service to
43 the Association or to the science of title evidencing and shall include Honorary
44 Member, Fifty Year Service Member and Distinguished Service Member. All
45 Honorary Members, Fifty Year Service Members and Distinguished Service Members
46 as of the adoption of these bylaws shall be Special Award Members.

47
48 (d) RETIRED MEMBERS shall be active or affiliate members, or any employee
49 thereof, who has retired from the title industry and does not qualify for any other
50 membership category.

51
52 Section 2- QUALIFICATIONS FOR AND ELECTION TO MEMBERSHIP.

53
54 Membership shall be a matter of privilege rather than a matter of right. Election to
55 membership of any class of members in this Association shall require the affirmative
56 vote of a majority of the Board of Directors, and may be approved at any meeting held
57 by the board as set forth hereafter.

58
59 (1) (a) APPLICANTS FOR ACTIVE MEMBERSHIP. Any person or business entity
60 engaged in the business of abstracting, certifying, guaranteeing or insuring title to real
61 property in the State of Missouri is eligible to apply for Active Membership in the
62 Association. The applicant for active membership shall:

- 63 (1) have a valid title insurance license issued by the State of Missouri or be a
64 title insurance company authorized to do business in the State of Missouri;
65 (2) have an office open on a regular basis for transacting business;
66 (3) fully complete an application for membership form, as may be approved by
67 the Board of Directors and supply all supporting documentation as set forth on
68 the application
69 (4) submit a deposit for the current years dues based on the rate then in effect.

70
71 (b) APPLICANTS FOR AFFILIATE MEMBERSHIP. Any person, firm or
72 corporation, who is not eligible for Active Membership, and is not a Special Award
73 Member, is eligible to apply for Affiliate Membership in the Association. The
74 Applicant for Affiliate Membership shall:

75 1) fully complete application for membership form and supply all supporting
76 documentation as set forth on the application
77 2) submit a deposit for the current years dues based on the rate then in effect
78
79 (c) SPECIAL AWARD MEMBERS. Honorary Member Award, Fifty Year Service
80 Member Award and Distinguished Service Member Award, may be given to those
81 persons selected by the Board of Directors as an honor. The Honorary Member Award
82 may be given to a person who, while not a member of this association, has significantly
83 advanced the land title evidencing or the interests of this association. The Fifty Year
84 Service Award may be given to any Active Member or employee of an Active Member
85 who has worked in the land title evidencing business for 50 years or more. The
86 Distinguished Service Award may be awarded to an Active Member or employee of an
87 active member who has significantly advanced the interests of the association and
88 provided service to the association above and beyond the normal. Any reference in
89 these bylaws to "Special Award Member" shall refer to any person named as a
90 Honorary Member, Fifty Year Service Member, and Distinguished Service Member.
91 There shall be no application for such membership.
92
93 (2) Upon receipt of an application, supporting documentation and dues deposit, the
94 Secretary shall then refer such application, together with all communications relating
95 thereto, to the Second Vice-President who shall review the application and supporting
96 documentation, and shall contact the applicant as to any missing information or
97 documentation, and upon completion, request that the election for membership be
98 placed on the agenda of the next regular board meeting, provided, however, notice that
99 the membership application will be considered at the meeting shall be given to all
100 Active Members in any publication which is forwarded to all members. The action
101 taken by the Board at such meeting shall be final. In the event the applicant is refused
102 membership, the deposit for dues shall be returned to the applicant.
103
104 Section 3 - REPRESENTATION AND VOTING. Only Active Members in good
105 standing shall be entitled to vote. Each Active Member entitled to vote, shall have one
106 vote. If any Active Member is represented at any meeting of the association by more
107 than one person, the member shall designate its voting representative, and the President
108 or other officer of this Association presiding at such meeting, if he deems it advisable,
109 may, or if requested by not less than twenty-five percent (25%) of the Active Members
110 in attendance, shall appoint a committee on credentials whose duty it shall be to
111 investigate and certify the voters as being the Active member, or its duly authorized

112 representative to cast the vote of such Active Member. No vote at the annual meeting
113 may be cast by proxy. Affiliate Members, and Honorary Members may attend any
114 meeting of the Association and may participate in the deliberations and discussions
115 thereat, but shall not have a vote.

116

117 Section 4- AFFILIATION WITH AMERICAN LAND TITLE ASSOCIATION.

118 This Association shall be an affiliate of American Land Title Association but shall not
119 require, as a condition for Membership in this Association, that a member be or
120 become a member of the American Land Title Association.

121

122 Section 5- TERMINATION OF MEMBERSHIP.

123 The membership of any member may be terminated by resignation, suspension,
124 expulsion or sale.

125 (a) RESIGNATION. A member not in default in payment of dues and
126 against whom or which no grievance is pending, may file a resignation in
127 writing with the Secretary of the Association and it shall become effective,
128 as of the date of filing, when accepted by the Board of Directors.

129 (b) CENSURE, SUSPENSION AND EXPULSION OF MEMBERS. Any
130 member may be censured, suspended or expelled for misconduct in his
131 relations with the general public, the Association, or a member thereof, in
132 the manner herein provided.

133 (c) SALE. Active membership shall terminate upon the sale of an Active
134 Member. The purchaser may apply for new membership with the
135 association. Sale of an Active Member is defined as a transfer which, under
136 the laws of the State of Missouri, would require the application for a new
137 license with the Department of Insurance.

138

139 Section 6- REINSTATEMENT.

140 The Board of Directors may, in its discretion, by the affirmative vote of a majority of
141 the Board, reinstate any member who has resigned, been suspended, or expelled if
142 written application for reinstatement is filed within one year after the effective date of
143 resignation, suspension or expulsion and all dues are fully paid.

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146

147 **ARTICLE IV - MEMBERSHIP DUES AND FEES**

148

149 Section 1 - RESPONSIBILITY FOR PAYMENT. All members (except Special Award
150 members), shall pay membership dues, as may be established by resolution of the
151 Board of Directors.

152
153 Such dues shall be payable on or before the last day of the third month of the year.
154 Immediately following the last day of the third month of the year the Secretary of the
155 Association shall notify in writing the members of the Board of Directors of those
156 members in default in the payment of dues, and shall notify the member who is in
157 default, that unless such dues are paid within sixty (60) days thereafter, the
158 membership and all rights in respect thereto of such member shall cease. If the dues
159 are not paid within said time period, the name of such member shall be stricken from
160 the roll for non-payment of dues and the Secretary shall notify in writing the said
161 member, and all members of the Association that said member has been dropped from
162 the membership in this Association. for non-payment of dues; PROVIDED,
163 HOWEVER, that the Board of Directors may, at the written request of said terminated
164 member, received prior to December 1 of the year of delinquency, reinstate such
165 member upon payment of all unpaid items. If not so reinstated, any such former
166 member desiring to become a member of this Association shall be required to proceed
167 in the same manner as any other prospective new member.

168
169 **ARTICLE V - OFFICERS AND DIRECTORS**

170
171 Section 1 - OFFICERS. The officers of this Association shall be elected at the annual
172 meeting of the association, and shall consist of a President, a First Vice-President and a
173 Second Vice-President, each of whom shall be elected to serve for a one year term,
174 commencing on the first Sunday after the annual meeting of the association and serve
175 until their successors have been elected and sworn. Each of the foregoing elected
176 officers named in this Section shall be an Active Member in good standing or an
177 officer, partner of a firm or an employee of a firm or corporation which is an Active
178 Member in good standing and who has served at least one full term on the Board of
179 Directors.

180
181 In addition a Secretary and a Treasurer shall be appointed by the Board of Directors,
182 which shall also prescribe their duties and fix their compensation, if any, and they shall
183 serve at the pleasure of the Board. In addition, the board may appoint an assistant
184 Secretary and Treasurer, who shall serve in the absence of the Secretary or Treasurer
185 and such other duties as the board may direct.

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Any two or more offices, except those of President, First Vice President and Second Vice-President, may be held by the same individual.

If any officer, board member, or committee chairs of this Association shall cease to be a member of the Association or cease to be an officer or employee of the member which he represented at the time of his election or appointment, his right to act as such officer or board member or committee chair of the Association shall, by reason of that fact, terminate.

Nothing herein contained shall be construed to prevent the reappointment, by the Board of Directors, of any such officer, board member or committee member who thereafter affiliates himself with another member of this Association.

(a) PRESIDENT

The President shall be the executive head of this Association, a member ex-officio of all committees, and, except as otherwise herein provided, shall, with the approval of the board, appoint the members of all standing committees of this Association, appoint members to represent the association at meetings of other associations or groups of which this association may be a member or allowed to participate and preside at all meetings of this Association.

(b) FIRST VICE-PRESIDENT:

The First Vice-President shall perform the duties of the President in case of absence or inability to act. After the mid-year meeting of MLTA, or such other time as may be designated by the Board of Directors, the First Vice-President shall have the authority to contact any member of this association to serve in any capacity.

(c) SECOND VICE-PRESIDENT

The Second Vice-President shall perform the duties of the First Vice-President in case of absence or inability to act and such other duties as the President or Board of Directors may assign.

(d) SECRETARY

The Secretary shall maintain minutes of all meetings of the board of directors, certify such minutes or resolutions, and perform such other duties as may be necessary for the proper conduct of the business of this Association and as the Board of Directors assign.

(e) TREASURER:

The Treasurer shall duly account for all monies of this Association received under the official capacity delegated to the Treasurer by the Board of Directors. The Treasurer

223 under the direction and control of the Board of Directors may also perform such other
224 financial duties as may be necessary for the proper conduct of the business of this
225 Association. All checks on drafts drawn upon the accounts of the Association in excess
226 of ten thousand dollars (\$10,000.00) shall require the joint signatures of any two of the
227 following: President, First Vice-President, Second Vice-President, Treasurer, Executive
228 Director, or Immediate Past President. The Treasurer shall have the responsibility for
229 obtaining an independent audit of the Association's financial records
230 by a professionally acceptable Accounting firm using professionally acceptable
231 auditing standards. The report of such audit shall be delivered by the auditor to the
232 Secretary of the Board, who shall submit a copy to the Board of Directors of the
233 Association and the Treasurer shall present the audit as an official report at the
234 December Board Meeting.

235
236 Section 2- ZONES AND ZONE CHAIRPERSONS:

237 For convenience in administering the affairs of the Association, the State of Missouri
238 shall be divided into Zones, each presided over by a Zone Chairperson who maintain
239 their regular place of business within the bounds thereof.

240
241 The President of the Association shall appoint a Chairperson for each Zone who shall
242 assist the President and other officers of the Association in the general administration
243 of its affairs, particularly in such matters as the collection of dues and the securing of
244 additional members. Zone Chairperson shall call meetings of the various members of
245 their Zones when requested by the President of the Association and at such other times
246 as the Zone Chairperson shall deem necessary. When requested by the President, the
247 Zone Chairperson shall make reports to the Board of Directors of the Association.

248
249 Section 3- BOARD OF DIRECTORS:

250 The Board of Directors shall consist of a total of ten directors, being six elected
251 members, and the president, first vice-president, second vice-president and the
252 immediate past president. The directors having unexpired terms as of the adoption of
253 these By-Laws shall serve until the expiration of their regular terms. Thereafter each
254 director shall serve a term of two (2) years, with three directors being elected in even
255 years and three being elected in odd years. An elected member of the Board of
256 Directors, who shall have served a full term, shall not be eligible for re-election or
257 appointment to the Board of Directors until the annual meeting next following that at
258 which such elected term shall have expired.

259
260 The Board shall have the responsibility and authority to perform all acts or duties nec-

261 essary for the benefit of the Association and shall create rules and regulations
262 regarding the day to day operations of the organizations activities, including but not
263 limited to employees, printed materials, advertising, and expenditures. Such authority
264 shall include the power to remove from office any officer or member of the Board of
265 Directors, when such removal is deemed by the Board to be in the best interests of the
266 Association. Such action for removal requires compliance with Article VIII of these
267 by-laws.

268
269 It shall transact the business of the association at the annual meeting, mid-year
270 meeting, fall meeting and spring meeting, and special meetings, at such times and
271 places as selected by the board of directors. All directors, officers and members or the
272 association shall be notified of the regular meetings of the board by publication of the
273 date, time and place of the meeting in the monthly newsletter of the association. In
274 addition, special meetings of the Board may be called by the President or any other
275 three board members. Such special meetings may be held in person, or by phone
276 conference or any other electronic method available that allows board members to
277 discuss matters and vote. Forty-eight (48) hours notice of special meetings shall be
278 sent to the board members by fax or email to such fax number or email addresses as the
279 board member has provided to the Secretary. The notice shall state the date, time and
280 place of the meeting and/or the method used for the meeting and how to access the
281 meeting, and the reason for which the meeting is called. The only issues voted upon at
282 the special meeting shall be those described in the notice of special meeting.

283
284 The board shall have power to fill vacancies for the unexpired term of any officer, or
285 any member of the Board of Directors, such appointees to hold office until their
286 successors have been elected or appointed and have assumed the office. No member of
287 the Board shall be represented by proxy at any of its meeting. A majority of the total
288 Board shall constitute a quorum.

289
290 The President, First Vice-President, Second Vice-President, Treasurer and immediate
291 Past President shall act as the Executive committee for the board of directors. The
292 President shall be the Chairperson. The Executive Committee, shall be empowered to
293 act for the Board and bind the Association, in any situation or emergency when, in the
294 discretion of the Committee, it is impracticable to defer action awaiting the assembly
295 of the Board of Directors, except that the executive committee shall not approve an
296 application for membership, accept the resignation of a member or approve the
297 expulsion of a member. The executive committee shall prepare a written report of any

298 action taken by it, which report shall be immediately delivered to the secretary. A
299 copy of the report shall be forwarded by the Secretary to the board of directors. A
300 majority of the Committee shall constitute a quorum. The Executive Committee may,
301 meet by any method available.

302
303 No individual shall be nominated or elected as a member of the Board of Directors
304 unless said individual has for a period of at least three years prior to such nomination
305 or election maintained and is presently maintaining a business office in the State of
306 Missouri and is:

307 (a) An Active Member in good standing of this Association for such three years
308 period; or

309 (b) an officer, partner, manager or an employee of a firm or corporation which is
310 and has been a Active Member in good standing of the Association for such three
311 year period.

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314 **ARTICLE IV - MEETINGS OF MEMBERSHIP**

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316 Section 1 - ANNUAL MEETING.

317 The Association shall hold an annual meeting at such time and at such place within or
318 without the State of Missouri, as may be fixed by the Association at the preceding
319 annual meeting or, if not so fixed, then as may be determined by the Board of
320 Directors. Notice of the date, time and place of the annual meeting shall be published
321 in the monthly newsletter of the association more than ten (10) days prior to the date of
322 the annual meeting.

323

324 Section 2- SPECIAL MEETINGS.

325 Special meetings of the Association may be called at any time by the President, Vice-
326 President, or majority of the Board of Directors, or by twenty (20) Active members. A
327 Twenty day notice stating the place, date and hour of any special meeting , together
328 with the purpose or purposes for which the meeting is being called, shall be forwarded
329 to each active member, either by fax to the fax number provided by the member, or by
330 mail to the listed address of the member. The business transacted at such special
331 meetings shall be limited to the matters stated in the Notice.

332

333 Section 3- MEMBERSHIP QUORUM.

334 At any annual or special meeting, a number equivalent to 25 percent of those Active

335 members in good standing at the time of such meeting shall constitute a quorum.

336

337 Section 4- ORDER OF BUSINESS.

338 The order of business at the annual meeting of the Association, subject to change on
339 motion and majority vote, shall be as follows;

340 1. Call or order by the presiding officer.

341 2. Report of President.

342 3. Report of Treasurer

343 4. Unfinished business

344 5. New Business

345 6. Nominations for Officers and Directors

346 7. Election of the Officers and Directors

347 8. Adjournment.

348

349 ARTICLE VII- COMMITTEES

350

351 The President, within thirty days after election, shall, unless otherwise provided,
352 appoint the Chairperson and members of all committees. Such appointees whose terms
353 expire shall continue in office until their respective successors are appointed. All
354 Chairpersons shall prepare and submit to the First Vice-President a program of action
355 and tentative budget within 60 days following their appointment. The following
356 standing committees shall be maintained, with such other committees created by the
357 board or the president as may be necessary at the time.

358

359 Section 1 - ADVISORY COMMITTEE

360 The Advisory Committee shall study ways and means for improving the methods and
361 operations of the Association as they relate to the furtherance of a close relationship
362 with the Missouri Department of Insurance. The committee shall take up other matters
363 it shall deem proper or the Board of Directors may assign. The Advisory Committee
364 shall be composed of a Chairperson, and six (6) appointed members. Three (3) of the
365 members appointed shall be employees of Title Insurance Underwriters and three (3)
366 shall be agents or employees of agents, who are not owned by an underwriter. The
367 members of the Advisory Committee having unexpired terms as of the adoption of
368 these by-laws shall serve until the expired terms. Subsequent appointments shall be to
369 three (3) year terms.

370

371 Section 2- ADVERTISING AND PUBLICITY

372 The Advertising and Publicity Committee shall vigorously promote the proper concept

373 of the Association and increase, through all reasonable means, public goodwill toward
374 the Association. It will especially publicize the public service concept of the members'
375 facilities and the skill and professional ability of the members, constantly seeking a
376 better public understanding and knowledge of the functions and purposes of abstract
377 and title insurance companies.

378

379 Section 3- EDUCATION.

380 The Education Committee shall plan, organize, promote and be responsible for the
381 execution of a program of instruction for the general benefit of Association members
382 and the employees of Association members. Subject to the approval of the Board of
383 Directors, it shall conduct schools of education or seminars on behalf of the
384 Association, or in conjunction with other professional and trade associations.

385

386 Section 4- FINANCE.

387 The Finance Committee shall be composed of the Chairperson, who shall be the First
388 Vice-President of the Association, and the President and Treasurer. The finance
389 committee shall present to the Board of Directors a budget of estimated income and
390 proposed expenditures for the next succeeding fiscal year.

391

392 Section 5- JUDICIARY AND LEGISLATIVE.

393 The Judiciary and Legislative Committee shall investigate and report important
394 decisions rendered in Federal and State Courts relating to the duties, liabilities and
395 responsibilities of abstracters, insurers of title to real property, or liens and obligations
396 thereon and other decisions relative to land titles. The Committee shall also keep the
397 Association informed of pending and enacted legislation affecting the title industry
398 and, subject to the approval of the Board of Directors, shall have power to act with
399 regard to legislation affecting or relating to the interests of members and the title
400 business generally. The Committee shall report its activities at each annual convention.
401 Upon request and under the direction of the Board of Directors, the Committee shall
402 draft or cause to be drafted proposed legislation affecting or relating to the interests of
403 members and the title business generally.

404

405 Section 6-YOUNG TITLE PEOPLE.

406

407 The Young Title People Committee shall be composed of five Active Members or
408 officers, employees, or managers of an Active Member in good standing. The purpose
409 and scope of work of this committee are:

410 (a) To establish, execute and administer an award program for young title
411 people, with such award to be given during the Annual meeting of the Association and
412 with the stipulation that all budgetary considerations in connection with the award be
413 submitted to the Board of Directors of approval.

414 (b) To establish programs wherein young people can become more familiar
415 with and involved with the Association and its functions and

416 (c) To aid in recruitment of young people to make a career in the title
417 industry and to aid in education of the general public as to the title industry and

418

419 Section 7- SPECIAL SERVICE AWARDS.

420 The Special Service Awards Committee shall be composed of three Active Members
421 of the Association. It shall be the responsibility of the committee to request, search for
422 and monitor information relative to prospective candidates for special service awards.

423 Nomination for the selection of persons to receive a special service award may be
424 made by the committee or by any Active Member in good standing. The committee
425 shall take such action, as it deems proper and report such action to the Board of
426 Directors for approval. The committee may consider nominations for four (4) classes
427 of special awards:

- 428 1. Honorary Members
- 429 2. Twenty-five (25) Year Service Award
- 430 3. Fifty Year Service Award
- 431 4. Distinguished Service Award

432 The Distinguished Service Award shall be the highest award given and should be
433 considered accordingly. It shall be the responsibility of the committee to furnish the
434 names of recipients Class 2 awards to the Secretary of the Association who in turn will
435 arrange for an appropriate certificate. The committee shall notify the board as to any
436 recommendations it has for Classes 1, 3, and 4, and if the recommendation is approved,
437 the Secretary shall obtain an appropriate plaque designed for each of Classes 1, 3 and 4
438 recipients.

439

440 Class 1, 3, and 4 recipients shall be entitled to attend all Association functions as a
441 guest, without payment of the individual registration fee. All such awards shall be
442 presented at the Annual Convention of the Association.

443

444 Section 8- TITLE PERSON OF THE YEAR.

445 The Title Person of the Year Committee shall be composed of the last three recipients
446 of the award, who are Active Members of the Association. It shall be the responsibility

447 of the committee to request, search for and monitor information relative to prospective
448 candidates for the award of Title Person of the Year. Nomination for the selection of
449 the person to receive the Title Person of the Year award may be made by the
450 committee or by an active member in good standing. The award may be given to any
451 person who has performed outstanding service, or services, to benefit the association,
452 or undertaken a major challenge or goal and successfully accomplished it through his
453 or her own initiative and dedication, during any given period. The committee shall take
454 such action, as it deems proper and report such action to the Board of Directors for
455 approval. The award presentation shall be made at the Annual Convention.

456

457 Section 9- NOMINATING COMMITTEE.

458

459 The nominating committee shall be composed of the last three past presidents,
460 provided that if any of the last three shall be unable or unwilling to serve, the president
461 shall appoint a replacement committee member. The committee shall solicit members
462 to be nominated for all elected offices and the board of directors. The committee shall
463 provide the names of all nominations for officers and board of directors to the secretary
464 more than 45 days prior to the annual meeting of the membership. The secretary shall
465 notify the membership of the nominations made by the committee more than 30 days
466 prior to the annual meeting. Other nominations may be made from the floor at the
467 annual meeting of the membership.

468

469 Section 10-PAST PRESIDENTS COUNCIL

470

471 The Past Presidents Council shall be composed of all past presidents of The Association
472 who are active members of the association. The Council shall give advice to the
473 President and the Board and undertake such special direction as is given to it by the
474 President.

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477 Section 11 - **The Missouri Land Title Institute Professional Certification Program**

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479 The Professional Certification Program of the Association **shall be known as the**
480 **Missouri Land Title Institute Professional Certification Program or such other name**
481 **as may be adopted from time to time.** The Professional Certification Program shall be
482 self-governing and establish its own by-laws, rules, codes, policies, procedures, officers
483 and subcommittees.

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ARTICLE VIII- REMOVAL FROM OFFICE

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In order to remove an officer or a member of the Board of Directors from their official position in the Association, a complaint by an Active Member must first be submitted in writing and filed with the President or other executive officer of the Association.

492

The complained-of member must be notified within ten (10) days of the receipt of the complaint, giving said complained of member ten (10) days to notify the Association of said member's intent to appear before the Board of Directors for a hearing. The

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complained -of member shall be furnished a copy of the complaint and notified of the date, time and place of such hearing at least thirty (30) days in advance of the hearing.

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After such hearing, the Board of Directors shall, within ten (10) days, notify said complained-of member of its decision, and that decision shall be final. All notices and correspondence between the parties shall be sent by certified or registered mail,

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requiring a receipt of delivery signed by the recipient.

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ARTICLE IX - PROCEDURE RESPECTING GRIEVANCE,

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COMPLAINTS AND INVESTIGATIONS

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Section 1- Complaints against a member of the Association alleging misconduct in his relations with the general public, the Association, or a member thereof, shall be IN WRITING, SIGNED BY THE COMPLAINING PARTY AND FILED WITH THE

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508

SECRETARY of the Association. The Secretary shall forthwith notify the President of the receipt of the complaint, and the President shall appoint three persons to the act as the Grievance Committee. The complaint shall thereafter be referred to the Grievance

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Committee with a copy to the member referred to in the complaint hereafter referred to as Respondent. The respondent shall be furnished a copy of the complaint and shall be

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permitted thirty (30) days to answer the same in writing, such answer to be filed with the Secretary of the association, who shall forward a copy to the Grievance Committee

513

514

and to the complaining party..

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Section 2 – The Grievance Committee shall review the complaint and response and make such investigation it feels necessary. The committee may attempt to resolve the issue by agreement between the parties. After the committee has reviewed all

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information and it has taken any action it deems reasonable, the committee may either dismiss the complaint or shall refer the complaint and any findings or

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recommendations to the Board. The committee shall forward a written statement of its

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523 action to the Secretary. The Secretary shall forward a copy to the complaining party,
524 the respondent and all board members.

525 Section 3 - If the complaint is forwarded to the Board for resolution, the President
526 shall set a date for a hearing on said complaint before the full board, with notice to
527 both the complaining party and the respondent. Both parties may appear in person and
528 by attorney, and may present such witnesses or information as is relevant to the
529 complaint. The board may ask questions of all involved, limit or call witnesses, and
530 limit testimony that is not relevant. After the hearing, the Board, outside of the
531 presence of all parties shall discuss the matter and then shall make a written decision
532 on the complaint and if the Respondent has violated the Bylaws of this association or
533 the ethics adopted by the association, the board may adjudge that the respondent be
534 censured, suspended, or expelled from the Association. Any such action shall be
535 approved by a two-thirds majority of the board. A copy of the decision shall be mailed
536 to the complaining party and the respondent.

537
538 Section 4 - Any decision of the Board of Directors suspending or expelling a member
539 shall be final and shall become effective according to its terms unless, within thirty
540 (30) days thereafter, the member shall file with the Secretary of the Association a
541 written appeal to the membership of the Association, in which event the decision of the
542 Board of Directors shall be held in abeyance pending determination of the appeal at the
543 ext Annual Meeting. Upon such appeal the decision of the Board of Directors shall be
544 affirmed or reversed by a majority of the voting Active Members in good standing
545 present and voting at the meeting.

546 Section 5- All communications, notices or pleadings by or from any party to a
547 grievance proceeding shall be sent by certified or registered mail addressed to the
548 Association at the principal place of business of its Secretary. All notices or
549 communications by or from the Association to any party to such proceedings shall be
550 sent by certified or registered mail addressed to the principal office of said party as last
551 entered upon the records of the Association.

552 Section 6 - All matters under this Article shall be held in strictest confidence until the
553 decision of the Board of Directors becomes final.

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555

556 **ARTICLE X-EXECUTIVE DIRECTOR**

557

558 The Board of Directors shall be authorized to employ an executive director to manage
559 the day to day operations of the association on such terms and conditions as it deems

560 best and in employing such person to set such duties as the board may desire. If an
561 executive director has been employed, notice of the name, address and phone number
562 of the executive director shall be made to all members of the association by publication
563 in any regular publication of the association. Thereafter, any notices to or duties of the
564 secretary as referred to in Articles III, IV, IX and in Article VII Section 9, shall be the
565 duties of the Executive Director and all notices as may be required under the terms of
566 the foregoing articles shall be made to the Executive Director.

567

568 **ARTICLE XI -THE MISSOURI LAND TITLE INSTITUTE PROFESSIONAL CERTIFICATION**
569 **PROGRAM**

570 Section 1. The Missouri Land Title Institute Professional Certification Program shall be
571 a standing committee of the Missouri Land Title Association.

572

573 Section 2. The Missouri Land Title Institute Professional Certification Program will be
574 self-governing. It may adopt its own by-laws, rules, codes, policies, procedures,
575 officers and subcommittees.

576

577 Section 3. The Certification Program shall name a Liaison Officer who shall serve as an
578 ex-officio member of the Board of Directors of The Association. The Liaison Officer
579 shall be a non-voting member of The Board and shall not have the right to attend
580 executive sessions of the Board . In all other respects, the Liaison Officer shall have
581 the same rights and duties as a voting member of The Board.

582

583 Section 4. Anything to the contrary in these By-Laws notwithstanding, The Executive
584 Council of the Certification Program shall have the right to compel the Board of
585 Directors of the Association to reconsider and deliberate any previous decision of
586 The Board which affects the Certification Program.

587

588 **ARTICLE XII -GENERAL PROVISIONS**

589

590 Section 1 FISCAL YEAR. The fiscal year for the Association shall be such period, as
591 the Board of Directors shall determine.

592 Section 2 - RULES OF ORDER. Should any dispute arise as to the conduct of any
593 meeting of this Association, or its Board of Directors or its Committees, Roberts Rules
594 of Order shall govern the conduct of any such meeting.

595

596

597 **ARTICLE XIII-AMENDMENT OF ARTICLES OR BYLAWS**

598 The Articles of Incorporation or By-Laws of the Association may be amended at any
599 Annual Meeting of the Association by two-thirds majority of the voting Members in

600 good standing in attendance at such meeting provided that the meeting fulfills the
601 quorum requirements, and provided that notice of the proposed amendment was given
602 at least thirty (30) days prior to the meeting at which the vote is to take place. The
603 written notice shall state that the amendment of the Bylaws or Articles of Incorporation
604 are to voted upon and the date, time and place of said meeting. The notice shall be
605 forwarded to each active member, by electronic mail to the e-mail address provided
606 by the member or by fax to the fax number provided by the member or to the last
607 known address of such member as shown on the records of the Association. Notices
608 hereunder shall be sent by electronic mail if such address has been provided.