

BY-LAWS

MONTANA LAND TITLE ASSOCIATION

ARTICLE I

Name

The name of this Association shall be MONTANA LAND TITLE ASSOCIATION.

ARTICLE II

Object and Purposes

The objects and purposes of this Association are:

To promote the safe and efficient transfer of ownership and interest in real property within the free enterprise system;

To provide information and education to consumers; to those who regulate, supervise or enact legislation affecting the land title evidencing industry, and to its members;

To maintain liaison with users of the services provided by our members, and with the government;

To maintain professional standards and ethics.

ARTICLE III

Membership

Section 1. **CLASSES OF MEMBERSHIP:** There shall be four classes of members designated as Active Members, Associate Members, Members Emeritus and Honorary Members.

When approved by the Executive Committee on application in form duly prescribed by said Executive Committee; and in the case of Active Members only, when accompanied by an initiation fee of \$50.00, together with one year's dues.

A. ACTIVE MEMBERS

1. Any sole proprietorship, partnership or corporation which primarily engages in the business of land title evidencing, subscribes and adheres to the Code of Ethics and the American Land Title Association as adopted, amended, or interpreted from time

to time, and agrees to be governed by the By-Laws of this Association shall be eligible for Active Membership in the Montana Land Title Association by obtaining a Certificate of Membership issued by the Executive Committee of said Association.

2. Any corporation organized and existing under the laws of any state for the purpose of insuring title to land is a member in good standing of the American Land Title Association and has at least one Active Member of the Association as an agent for the issuance of its title insurance policies.

B. ASSOCIATE MEMBERS

Associate Members shall be limited to those not qualified for Active Membership as hereinbefore provided. Subject to meeting the requirements of Section 2 Article III, Associate Memberships shall be available as an individual engaged in any of the following professions, trades or callings; real estate brokers or salesmen, lending institutions, surveyors, developers, builders, attorneys, mineral title evidencing, life insurance companies, and supervised institutions which make loans secured by real property, and individuals engaged in providing services related to the land title industry.

C. MEMBER EMERITUS

When any individual holding membership in the Association, or an officer, or employee of a member company, shall retire from active participation in the title profession, then such individual shall be eligible for membership in the Association under the classification of Members Emeritus.

D. HONORARY MEMBERS

The Executive Committee may award Honorary membership to any person for the performance of distinguished and meritorious service to the Association or to the science of land title evidencing.

Section 2. QUALIFICATIONS FOR AND ELECTION TO MEMBERSHIP. Election to membership of any class in this Association shall require the affirmative vote of a majority of the whole Executive Committee. Application for Active Membership in addition to the requirements of Section 1 of this Article, if applicable, shall contain evidence satisfactory to the Executive Committee of Applicant's reputation for integrity, reliability and responsibility in all business and professional relationships and that applicant owns, or leases, and occupies a bona fide office for the production of title evidence, staffed with applicants' own employees and located in the county in which applicant is applying for a Certificate of Membership.

Provided however, a member may apply for a certificate of membership in a county where he does not maintain an office provided he or she maintains a land title plant capable of furnishing reliable land title information as determined by the Executive Committee.

Section 3. **CERTIFICATE OF MEMBERSHIP:** Certificates of Membership shall be issued by the Secretary at the direction of the Executive Committee and shall contain the member's name, class of membership, and county for which issued. A Certificate of Membership shall not include more than one county.

Section 4. **GRANDFATHER CLAUSE:** Each member in good standing on the effective date of the adoption of Sections 1, 2, and 3 of this Article, against whom or which no grievance is then pending, shall be deemed as of said date to have met the qualifications for membership set forth in this Article and is entitled to a Certificate of Membership.

Section 5. **REPRESENTATION AND VOTING AT MEETINGS OF MEMBERS:** Only active members shall vote. Each active member in attendance at any meeting or polled on any proposition shall have one vote. Vote of any firm, partnership or corporation member may be cast by any member of such firm or partnership or officer or employee of such corporation. No vote may be cast by proxy at any meeting of members. No individual may represent to cast a vote representing more than one Certificate of Membership, excepting when a business, firm, partnership or corporation is an active member in more than one county. Then an individual may represent or cast one vote for each county in which said business, firm, partnership or corporation is an active member.

Associate Members, Members Emeritus and Honorary Members may attend any meeting of this Association except closed sessions, may participate in the deliberations and discussions but shall not be authorized to vote. Such members shall not be eligible for elective office or for committee appointments. Provided however, Members Emeritus may serve on committees, but shall not be eligible for chairman or vice-chairman and shall not be eligible for the Executive Committee.

Section 6. **CENSURE, SUSPENSION AND EXPULSION OF MEMBERS:** Any member may be censured, suspended or expelled for misconduct in his relations with the general public, the Association, or a member thereof.

Section 7. **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 the Association. In the event of dissolution, any assets of the Association remaining after payment of its obligations shall be distributed to one or more regularly organized charitable, educational, scientific or philanthropic organizations to be selected by the Executive Committee.

Section 8. **MEMBERSHIP IN THE AMERICAN LAND TITLE ASSOCIATION:** It is a condition for membership in the American Land Title Association that a prospective members of that Association from Montana be or become a member of this Association pursuant to Article III, Section 2, Subsection (C) of the By-Laws of the American land Title Association.

ARTICLE IV

Meetings

Section 1. ANNUAL CONVENTION: This Association shall hold an Annual Convention at such time and place as may be fixed at the preceding Annual Convention by the Executive Committee, the time and place to be announced at least six months before the date fixed.

Section 2. SPECIAL MEETINGS: Special meetings of this Association may be called by the President; or by the Secretary when authorized by the Executive Committee.

Section 3. CLOSED SESSIONS: At any meeting of this Association there may be a closed session. A closed session may be called by a majority vote of those members present. Attendance at such closed session shall be limited to active members of the Association only.

Section 4. MEETINGS OF THE EXECUTIVE COMMITTEE: Regular meetings of the Executive Committee shall be held during the Annual Convention of the Association and at such other time, or times, and at such place or places as shall be designated by the President. Should the matter to be considered be of such urgency, or should it be unnecessarily expensive to assemble the committee, the meeting of the committee may be held by telephone conference, provided that each member of the committee is given notice of the time when such telephone conference shall be held. A majority of members are needed to constitute a quorum for the transaction of business at any meeting of the committee. If a majority number of members is not present, those in attendance may meet but may not transact any business.

Section 5. DISTRICT MEETINGS: District Meetings are recommended and should be held at least three months prior to the Annual Convention but not more than five months before said Annual Convention.

ARTICLE V

Dues

Section 1. RESPONSIBILITY FOR PAYMENT: Each member shall pay dues in accordance with a schedule hereinafter set forth payable on or before March 20th of each year. Honorary Members shall pay no dues.

A. ABSTRACT COMPANIES AND TITLE INSURANCE AGENTS: Dues shall be based upon population according to the LATEST available United States Census. Members shall pay dues for EACH Certificate of Membership held according to the following schedule:

1. Counties with 3,000 or less population shall pay: \$225
More than 3,000 but less than 10,000 population shall pay: \$285
More than 10,000 but less than 25,000 population shall pay: \$345
25,000 or more population shall pay: \$405

- *Additional title offices within the same county, for 2nd locations & beyond that MLTA members want to be listed in the directory shall pay \$100*

2. Title Insurers: **\$500**
3. Associate Members: **\$150** and
4. Members Emeritus: **\$25**

Dues for the Montana Land Title Association shall be collected by the Secretary of Association. Dues for the American Land Title Association shall be payable directly to the said American Land Title Association.

Section 2. **DEFAULT IN PAYMENT OF DUES:** Any member in default in the payment of dues after March 20th shall forfeit such member's initiation fee and the rights and privileges of membership in this Association. The Executive Committee in its discretion, by an affirmative vote of the majority of the whole committee may, subject to the requirements of Section 2, of Article III, if applicable, reinstate such members upon payment of all unpaid items.

ARTICLE VI

Officers and Committee

Section 1. **OFFICERS:** The officers of this Association shall consist of a President, a President-Elect, a Secretary, a Treasurer, and such other officers as the Executive Committee shall deem necessary. The offices of Secretary and Treasurer may be combined if the Nominating Committee deems it advisable.

B. ELECTION, APPOINTMENT AND QUALIFICATIONS OF OFFICERS:

1. The President, President-Elect, Secretary, Treasurer and (except as provided in Article III, Section 5) all member of all committees shall be active members of this Association, or a member or partner of a firm or employee of a corporation which is an Active Member of this Association.
2. The President, President-Elect, Secretary and Treasurer shall be elected at the Annual Convention for a term of one year or until their successors are duly elected and have assumed office.

C. VACANCIES:

1. If the office of the President shall become vacant, the President-Elect shall thereupon become President of the Association for the unexpired term.
2. In the event that the office of President-Elect, Secretary or Treasurer become vacant, the Executive Committee shall appoint an eligible member to the vacant office for the remainder of the unexpired term.
3. All other vacancies in offices or committees shall be filled by appointment by the President.

Section 2. EXECUTIVE COMMITTEE: The Executive Committee shall be composed of the President, President-Elect, Secretary, Treasurer, Immediate Past President, the chairman of each District, and a member at large to be elected from the active membership at the Annual Convention. The Immediate past President shall be Chairman.

Section 3. OTHER COMMITTEES: The President shall appoint members of all standing committees and fill all vacancies within thirty days after election. Said committee members shall serve at the pleasure of the President.

A. STANDING COMMITTEES:

1. WESTERN DISTRICT: Consisting of members holding Certificates of Membership for the following counties: Beaverhead, Broadwater, Deer Lodge, Flathead, Granite, Jefferson, Lake, Lewis & Clark, Lincoln, Madison, Meagher, Mineral, Missoula, Powell, Ravalli, Sanders, and Silverbow.

2. EASTERN DISTRICT: Consisting of members holding Certificates of Membership for the following counties: Carter, Custer, Daniels, Dawson, Fallon, Garfield, McCone, Prairie, Powder River, Richland, Roosevelt, Rosebud, Sheridan, Treasure, Valley, and Wibaux.

3. NORTHERN DISTRICT: Consisting of members holding Certificates of Membership for the following counties: Blaine, Cascade, Chouteau, Glacier, Hill, Judith Basin, Liberty, Phillips, Pondera, Teton, and Toole.

4. SOUTHERN DISTRICT: Consisting of members holding Certificates of Membership for the following counties: Big Horn, Carbon, Fergus, Gallatin, Golden Valley, Musselshell, Park, Petroleum, Stillwater, Sweet Grass, Wheatland, and Yellowstone.

5. The GRIEVANCE COMMITTEE shall be composed of the President-Elect as Chairman and one member from each District.

6. The LEGISLATIVE COMMITTEE, AUDIT COMMITTEE, BY-LAWS COMMITTEE, and MEMBERSHIP COMMITTEE shall consist of a Chairman and at least two members.

7. The NOMINATING COMMITTEE shall consist of the three most recent Past Presidents of the Association, present at the Annual Convention, who are still Active Members. The most recent Past President in attendance shall be Chairman. If there are not three Past Presidents of the Association in attendance, the President shall fill any such vacancy.

ARTICLE VII

Duties of the Officer and Committees

Section 1. The PRESIDENT shall be the executive head of this Association, a member ex-officio of all committees; and except as otherwise herein provided, shall appoint all committees of this Association, fill all vacancies in office within thirty days after election and preside at all meetings of this Association.

Section 2. The PRESIDENT-ELECT shall perform the duties of the President in case of his absence or inability to act and shall be chairman of the Grievance Committee.

Section 3.

- A. The SECRETARY shall keep the minutes of all meetings, and shall notify all members of the time and place of all meetings, and upon request in writing shall furnish any information pertaining to the Association desired by the members, and shall perform such duties as shall be from time to time prescribed by the Executive Committee for compensation for the performance of his duties.
- B. The TREASURER shall duly account for all monies of this Association received by him, and subject to the control of the Executive Committee, perform such other financial duties as may be necessary for the proper conduct of the business of this Association.
- C. The EXECUTIVE DIRECTOR of the Association may perform any or all of the duties and exercise authority conferred in the Secretary or Treasurer.

Section 4. The EXECUTIVE COMMITTEE shall have the care and welfare of this Association and shall have the authority to perform all acts or duties necessary for its benefit. It shall transact such business as shall arise between Annual Conventions and perform such other duties as shall be directed at the Annual Conventions. If any member of the Executive Committee is unable to attend any meeting to the Committee, he may appoint a substitute who is an active member of the Association and from the same district to attend such meetings. The substitute shall have the same rights at such meeting or any adjourned meeting as the member would have had if present, provided the Chairman of the Executive Committee is notified in advance of the meeting being called to order.

Section 5. The GRIEVANCE COMMITTEE shall have the power to consider and investigate Complaints involving alleged misconduct by a member in his relations with the general public, the Association or a member thereof, including without limitation, alleged member violations of the principals of the Code of Ethics of the American Land Title Association. The Committee may itself initiate any investigation as aforesaid and, on majority vote of its members, may become the complaining party to a grievance, or may undertake any such investigation upon complaint laid before it by a member or by an aggrieved party. The committee shall proceed in the manner provided by Article VIII.

Section 6. The LEGISLATIVE COMMITTEE shall report with regard to legislation or administrative rules affecting or relating to the interests of members and the land title industry.

Section 7. The AUDIT COMMITTEE shall audit the books of the Association and report to the members at the Annual Convention.

Section 8. The BY-LAWS COMMITTEE shall report to the Executive Committee at each Annual Convention. It shall consider all proposals to amend, and may, on its own motion propose amendments to the By-Laws of this Association.

Section 9. The MEMBERSHIP COMMITTEE shall endeavor to obtain applications for membership in this Association.

Section 10. The NOMINATING COMMITTEE shall select candidates for the offices of President, President-Elect, Secretary, Treasurer, and the member at large of the Executive Committee. The report of this Nominating Committee shall be presented to the Annual Convention at the appropriate time. Other nominations may be made for any of said offices, provided the names of such nominees are submitted to the Chairman of the Nominating Committee before the Call to Order of the first meeting of the last day of the Annual Convention over the signatures of five voting members in good standing, no two of whom are from the same county or Certificate of Membership. The report of the Nominating Committee shall be made on the floor of the Convention as the next to the last order of business on the last day of the Annual Convention and such additional nominations, if any, shall be announced at the same time. The election of officers shall be held no earlier than the last order of business prior to adjournment on the last day of the Convention.

ARTICLE VIII

Procedure Respecting Grievances, Complaints, and Investigation

Section 1. Complaints against a member of this 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 shall state plainly the matter complained of. Any such Complaint shall be filed with the Secretary or the Chairman of the Executive Committee and shall be promptly referred to the Grievance Committee. The complained of member shall be furnished a copy of the complaint and shall be permitted thirty days to answer the same in writing. Such member shall cooperate with the Grievance Committee and on request shall disclose pertinent facts and records, not privileged, germane to the investigation.

Section 2. All communications, notices or pleadings by or from any party to a grievance proceeding shall be sent by certified mail addressed to the Secretary or the Chairman of the Executive Committee at their respective business addresses. All notices or communication by or from the Association to any party to such proceedings shall be sent by certified mail addressed to the principal office of said party as last entered upon the records of the Association.

Section 3. The Grievance Committee shall conduct a preliminary investigation of the complaint and rebuttal, if received, between thirty to sixty days after the initial complaint. Such investigation may include meeting with the complained of member and the complainant.

Section 4. The Grievance Committee's findings and recommendations after investigation of any complaint shall be reduced to writing and submitted promptly to the Executive Committee. The findings and recommendations may be executed individually by each member of the Grievance Committee or by the Grievance Committee as a whole. A copy thereof shall be given to the complained of member.

Section 5. Upon the written request of the complained of member, the Executive Committee shall before making a final decision, give him an opportunity to appear in person and by counsel and to be heard in support of his defense. If the Executive Committee after preliminary investigation by the Grievance Committee deems the complaint groundless, it may dismiss the complaint. The Executive Committee may find the complained of member to be guilty of charges against him, and, if found guilty, may adjudge that he be censured, or suspended, or expelled from the Association; but no censure, suspension or expulsion shall be adjudged except by a vote of two-thirds of the whole Executive Committee. Such decision of the Executive Committee shall be reduced to writing and a copy thereof be furnished to the complainant and the complained of member.

Section 6. Any decision of the Executive Committee suspending or expelling a member shall be final and shall become effective according to its terms, unless, within thirty days thereafter, the member shall file with the Secretary or the Chairman of the Executive Committee a written appeal, to the membership of the Association, in which event the decision of the Executive Committee shall be held in abeyance pending determination of the appeal at the next Annual Convention. Upon any such appeal, the decision of the Executive Committee shall be affirmed or reversed by a majority vote of the active members present and voting by secret ballot at the meeting in a closed session.

ARTICLE IX

Quorum and Order of Business

Section 1. ONE-THIRD of the Active Members in good standing shall constitute a quorum at any meeting of this Association.

Section 2. ORDER OF BUSINESS of any meeting of the Association shall be as follows:

1. Quorum report by the Secretary;
2. Reading of the minutes of previous meetings;
3. Report of Committees;
4. Old Business;
5. New Business; and
6. Election of Officers

ARTICLE X

Amendment or Revision

The By-Laws may be amended in whole or part at any Annual or Special Meetings as follows:

Section 1.

A. A proposal to amend the By-Laws shall be submitted in writing to the Executive Committee (addressed in care of the Secretary) at least ninety (90) days prior to any Annual Convention or Special Meeting by either the By-Laws Committee or any five (5) members of the Association.

B. Notice of any such proposed amendments, setting forth the text thereof, shall, after such submission;

1. Be sent to each member not less than sixty (60) days prior to the next Annual Convention or Special Meeting; and

2. Be available for examination by members at the Annual Convention or Special Meeting.

C. Any such proposed amendment may be adopted by the affirmative vote of two-thirds of the active members in attendance at such Convention or Special Meeting or any such proposed amendment may be amended in whole or in part at each Convention or Special Meeting by like vote and adopted as so amended by the affirmative vote of two-thirds of the active members in attendance at such Convention or Special Meeting.

Section 2. Unless otherwise provided therein no amendments to or revisions of the By-Laws or any part thereof shall affect or change the term of tenure of office or the power or authority of any officer or any member of any committee of this Association previously elected or appointed or the functions and powers of such officer, committee or council.