#### **ARTICLE I**

The name of the corporation shall be the **PALMETTO LAND TITLE ASSOCIATION** and the permanent address of the Association shall be Post Office Box 11372, Columbia, South Carolina, 29211.

## **ARTICLE II**

OBJECTS AND PURPOSES: The objects and purposes of this Association are:

- 1. To promote the safe and efficient transfer of ownership and interest in real property within the free enterprise system.
- 2. 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.
- 3. To maintain liaison with users of the product and services provided by our members and with government.
- 4. To maintain professional standards and ethics.

# **ARTICLE III**

MEMBERSHIP: Members of the Association shall be classified as follows:

- 1. Regular Members: Regular Members of the Association shall consist of employers and/or duly authorized representatives of any title insurance corporation, Co. or agency/agent which meets the following qualifications:
- (a) It is directly and primarily engaged in the real estate title industry as underwriter or agent and issues title insurance on properties located in the State of South Carolina.
  - (b) It shall not be engaged in any class of insurance other than title insurance.
- (c) It shall be licensed by the appropriate regulatory authority of the State of South Carolina in the real estate title insurance industry or the real estate title insurance issuing agent industry within the State of South Carolina.
- (d) It shall have submitted a written, signed application containing evidence satisfactory to the Board of Directors of said applicant's qualifications as set forth under Item I of this Article for such membership. Said application must be accompanied with a check in the monetary amount set by the Board of Directors as dues for Regular Members.
- 2. Associate Members: Associate Members of the Association shall consist of persons, corporations, companies, or businesses licensed by the State of South Carolina as title insurer, title agency or title insurance agent, but does not issue title insurance on properties located in the State

of South Carolina; or any persons, corporations, companies or businesses involved in a real estate related field other than what would qualify as a Regular Member. Persons seeking membership as an Associate Member of this Association must have submitted a signed written application for membership containing evidence satisfactory to the Board of Directors of said applicant's qualifications under this Section for membership, along with a check in the monetary amount set by the Board of Directors as dues for Associate Members. A person or business entity which is a resident of or a domiciliary of the State of South Carolina may not be an associate member if said person or entity or any owner of an interest in said entity derives a direct or indirect financial benefit from title insurance premiums.

- 3. Honorary Members: Honorary Members of the Association shall consist of those persons who shall have been elected by the Board of Directors to such membership on the basis of performance of such person for distinguished and meritorious service to this Association; or in furtherance of the objects and purposes of this Association or the title insurance industry. Candidates for Honorary Membership must be submitted to the Board of Directors for approval and may be nominated by any member of the Association in good standing.
- 4. Emeritus: When an individual holding membership in the Association, an officer or employee of a corporate member, or a member or employee of a partnership or other business entity that is a member shall retire from active participation in the land title industry, then that individual shall be eligible to retain membership in the Association under the classification of Emeritus, provided, however, that the individual is not eligible for Regular or Associate Membership.
- 5. Student Student Members of the Association shall consist of second and third year law students actively enrolled in and currently attending a fully accredited South Carolina Law School. Any Student Member may attend meetings of the Association and participate in deliberations and discussions pertaining to the business of the Association; however, they shall have no voting rights in any matter. In addition, no member holding a Student Membership can hold office in the Association.
- 6. Resignation of Members: A member may file its resignation in writing with the Board of Directors and, upon approval by the Board, shall become effective immediately. However, any member in default of dues may resign from the Association, but shall not be released by reason of such withdrawal from any liability for arrears in dues or other obligations to the Association. Any member who has resigned from the Association that was a member in good standing may reapply for membership as provided herein.

#### **ARTICLE IV**

MEETINGS: The membership meeting of this Association shall be held at the Annual Convention upon the date and at such place as shall be determined by the Board of Directors by the end of the calendar year or no later than 90 days prior to the Annual Convention. The Executive Director shall cause to be mailed to every member in good standing at its e-mail or facsimile address as it appears on the membership roster of this Association an electronic transmittal telling the time and

place of such meetings not more than sixty (60) days nor less than thirty (30) days prior to the scheduled date of the Annual Convention. Attendance of ten (10) or more Regular Members at the business meeting shall establish a quorum.

Special meetings of this Association may be called by the President when he/she deems it for the best interest of the Association. Notices of such meetings shall be communicated by any combination of email, fax, or regular mail to all members at their addresses as they appear on the membership roster at least ten (10) days, but not more than thirty (30) days prior to the scheduled date set for such special meetings. Such notice shall state the reason that such meeting has been called, the business to be transacted at such special meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all Regular Members present at such meeting. Attendance of ten (10) or more Regular Members shall establish a quorum. At the request of any member of the Board of Directors or any Regular Member of the Association, the President shall cause a special meeting to be called, but such request must be made in writing and submitted to the Board of Directors at least thirty (30) days before the requested date of such meeting.

# ARTICLE V

#### VOTING AND THE ELECTION OF OFFICERS AND DIRECTORS:

1. Only employees and/or duly authorized representatives of Regular Members shall be entitled to vote or hold office with the exception of the associate member who may sit on the Board of Directors and who shall have the right to vote at meetings of the Board of Directors only.

Prior any voting, each Regular Member or its Proxy must register with the Secretary of the Association its authorized representative who has the power to vote on behalf of said Regular Member.

Proxy voting shall be allowed, as long as the Proxy is given to another Regular Member of the Association, and the official written record of such Proxy duly filed with the Secretary prior to any such vote.

Each Regular Member shall have one vote at all business meetings and special meetings of the Association and shall be entitled to vote on such matters as the election of officers and directors.

The vote of any Regular Member which is a partnership, corporation, association, or business may be cast by an authorized partner or employee of such entity who shall be known as the registered representative of each Regular Member.

2. Associate Members, Emeritus Members, Student Members, and Honorary Members may attend any meeting of the Association and may participate in deliberations and discussions pertaining to the business of the Association, however, they shall have no voting rights on any matter. The Associate Member elected to the Board of Directors may have the right to vote at such meetings of the Board of Directors only.

3. Election of officers and directors shall be held at the Annual Convention of the Association.

The Elections Committee shall submit in writing to the Regular Membership of the Association, at least 90 days prior to the date of the Annual Convention a request for nominations of persons to be considered by the committee for each office.

Such nominations are to be made in writing and returned to the Committee no later than 60 days prior to the Annual Convention.

At least 45 days prior to the Annual Convention, the Election Committee shall qualify nominees and select one candidate to fill expiring terms for the offices of President-Elect, Secretary, Treasurer and Directors, as applicable, and select one candidate for each for the Slate of Officers and Directors.

If the office of President-Elect has become vacant or the President-Elect is unwilling or otherwise unable to serve as President for the next term of office of the President, the Election Committee shall also select a candidate for the office of President.

At least 30 days prior to the Annual Convention, the Election Committee shall distribute its report to Regular Members of the Association. Such report shall include notice of the procedure for making additional nominations as set forth under Item 4 of this Article.

The Election Committee shall qualify all nominees under the following criteria:

The nominees for President, President-Elect, Secretary and Treasurer must be a Regular Member in good standing with dues paid in full or employee thereof.

The nominees for Directors must be a Regular or Associate Member in good standing with dues paid in full or employee thereof.

The Election Committee shall determine the qualifications and willingness of all nominees to serve, if elected, in the office for which they have been nominated and advise nominees of the duties of the office for which they have been nominated, and request biographical sketches which will be submitted with its report to the Membership

The Election Committee shall prepare the report and ballots containing the Slate of Officers and Directors and all names of qualified and willing nominees as derived under Item 4 of this Article, and, no later than 20 days prior to the Annual Convention, distribute its final report to all Regular Members of the Association.

The Election Committee shall present its report and ballots at the business meeting of the Association, held at the Annual Convention.

4. Other nominations may be made. They must be in writing and signed by at least three (3) Regular Members' registered representatives and received by the Election Committee no later than 20 days prior to the Annual Convention.

Such names so submitted and qualified will automatically be placed on the ballot.

5. The President shall, at the Annual Convention of the Association, open the election of Officers and Directors by presentation of the report of the Election Committee.

The election of Officers and Directors will be by a viva voce vote or by secret ballots cast by the registered representative of each Regular Member. Election to such office will be by the majority.

- 6. In the event no nominee for President, President-Elect, Secretary and Treasurer receives a majority on the first ballot there will be a runoff between the top two nominees receiving the highest number of votes.
- 7. The nominees for Directors receiving the highest number of votes shall be elected as directors to fill the vacancies.

In the event of a tie between those receiving the highest number of votes, there will be a runoff.

8. Notwithstanding the term limitations under Article VIII below, if the Election Committee is unable to fill any vacancy with qualified nominees, then the Election Committee, in its sole discretion, may waive the term limitation in Article VIII below.

# **ARTICLE VI**

ORDER OF BUSINESS: The following will be the proper procedure for all meetings of the Association.

- 1. Roll Call
- 2. Reading of the minutes of the preceding meeting.
- 3. Reports of Committees\*.
- 4. Reports of Officers.
- 5. Old and unfinished business.
- 6. New business.
- 7. Good and welfare.
- 8. Adjournment.

Roberts Rules of Order shall prevail at all meetings.

\*Officers who are chairpersons of committees by virtue of their office may combine officer reports with committee reports.

#### **ARTICLE VII**

BOARD OF DIRECTORS: The business of this Association shall be managed by a Board of Directors consisting of five (5) elected Directors, that is, five (5) Regular Members or four (4) Regular Members and one Associate Member; together with the Officers of this Association, and the Immediate Past President who will be an automatic ex officio member of the Board of Directors.

The Board of Directors and Officers, except for President and President-Elect, shall serve staggered terms of two years, and shall be re-elected based on the following rotation: The President-Elect, Secretary, and two Directors seats shall be re-elected on odd numbered years, and The President-Elect, Treasurer, and three Directors seats shall be re-elected on even numbered years.

The Board of Directors shall have the control and management of the affairs and business of this Association. Such Board of Directors shall only act in the name of the Association when it shall be regularly convened by its Chairperson after due notice to all directors of such meeting, or, without a meeting if the action is taken by all members of the board, as evidenced by written consent describing the action, signed by each Officer and Director, and included in the minutes filed with the corporate records reflecting the action taken.

Five (5) members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the call of the President. The President, by virtue of its office, shall be the Chairperson of the Board of Directors. Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

The Board of Directors shall set the monetary amount of all dues and assessments, and approve the date and location of the Annual Convention by the end of each calendar year.

In November of each year, the Board shall consider the annual budget proposed by the Treasurer and, by December 31st, make final decisions based on recommendations from each committee.

Notices of all Board meetings will be posted on the web-site. All meetings of the Board of Directors shall be open to any member of the Association.

Any member elected to the Board of Directors must accept the responsibility of attending board meetings and, if the member cannot attend such board meetings, they should so notify the Chairperson that they are unable to attend. Any elected member who fails to attend two consecutive board meetings without approval of the Chairperson **may** be removed at the discretion of the Board.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board for the balance of the unexpired term.

This Association will protect and hold harmless members of the Board of Directors from any liability or claim for damages which may arise against the individual Directors as a result of or in the course of serving in such capacity.

# **ARTICLE VIII**

OFFICERS: The officers of the Association shall be the President, President-Elect, Secretary and Treasurer.

- 1. The President shall preside at all membership meetings. The President shall, by virtue of its office, be Chairperson of the Board of Directors. The President shall present at each meeting of the Association a report on the work of the Association. The President shall see that all books, reports, and certificates as required by law are properly kept or filed. The President shall be one of the officers who may sign the checks and drafts of the Association. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization. The President will be a member of the Legislative Committee. The President shall hold office for a one (1) year term, or until election of a new President, or succession from the office of President-Elect. No President shall serve consecutive terms; however, subject to waiver in Article V (8) above, consecutive terms may be allowed.
- 2. The President-Elect shall, in the event of the absence or inability of the President to exercise its office, become acting President of the Association with all the rights, privileges, and powers as if the President-Elect had been the duly elected president. Said President-Elect, by virtue of its office, shall be this Association's official delegate if said officer should attend the American Land Title Association convention and/or mid-year meeting. The Board, at its discretion, may designate an alternate official delegate to attend such ALTA convention and/or meeting if said President-Elect is unable or unwilling to attend such convention and/or meeting. In addition, the President-Elect shall serve as Chairperson of the PLTA convention committee. Said President-Elect shall serve for a one (1) year term or until election of a new President-Elect. No President-Elect shall serve consecutive terms; however, subject to waiver in Article V (8) above, consecutive terms may be allowed.
- 3. The Secretary shall be the official custodian of the records, By-Laws, and Charter of this Association. The Secretary shall keep the minutes and records of the Association in appropriate books. It shall be the Secretary's duty to file any certificates required by any statute, federal or

state. The Secretary may be one of the officers required to sign the checks or drafts of this Association.

The Secretary shall attend to all correspondence of the Association and shall exercise all duties incident to the office of Secretary. The Secretary shall upon request, make available to the Membership any motions, reports of officers or committees, and any other business of the Association.

The Secretary will be chairperson of the By-Laws Committee. The Secretary will keep the record of the registered authorized representative of each Regular Member allowed to vote on matters affecting this Association and will call the roll prior to votes being cast. The Secretary shall serve for a term of two (2) years or until the election of a new secretary. No Secretary shall serve consecutive terms; however, subject to waiver in Article V (8) above, consecutive terms may be allowed.

4. The Treasurer shall be the custodian of all funds and financial records of the Association and shall duly account for all monies and, subject to the control of the Board, shall perform all other financial duties necessary for properly conducting the business of the Association.

The Treasurer shall hold office for a term of two (2) years or until the election of a new Treasurer. No Treasurer shall serve consecutive terms; however, subject to waiver in Article V (8) above, consecutive terms may be allowed.

In the event of the absence of the President and President-Elect, the Treasurer shall preside at all meetings of the Membership or the Board of Directors.

The Treasurer is charged with the responsibility of maintaining full and accurate records for all monies remitted to or disbursed by the Association, including but not limited to, "Accounts Receivable," "Accounts Payable," and "General" ledgers. The Treasurer will ensure that the correct address appears on all checking and savings accounts of the Association. The Treasurer will be one of the officers who has the authority to sign checks or drafts on behalf of the Association. All monies will be maintained in accounts approved by the Board.

The Treasurer shall maintain in the regular checking account a balance not to exceed Four Thousand (\$4,000.00) Dollars, with any excess funds being transferred to an interest-bearing account. However, the Treasurer may retain any sums collected for conventions and/or seminars until final payment of costs associated with such seminars and/or conventions, at which time any remaining funds in excess of Four Thousand (\$4,000.00) Dollars shall be transferred to an interest-bearing account.

The Treasurer shall maintain an Accounts Receivable Ledger, which consists of a separate ledger for each member and indicates the appropriate dates, amounts billed, and amounts collected. The Accounts Receivable Ledger should be divided into the respective types of collections (that is, dues, convention, meeting or seminar) and must be reconciled periodically to the appropriate revenue accounts in the Association's General Ledger.

The Treasurer shall have the authority to pay, without approval of the Board of Directors, any obligation of the Association that does not exceed the sum of Five Hundred (\$500.00) Dollars,

provided said expenditure is documented as hereinafter set forth, excluding PLTA Payroll and PLTA Taxes.

All disbursements of the Association shall be supported by appropriate invoice, receipt, or written statement signed by the Treasurer, which fully describes such disbursement as to date, amount, payee and purpose. Each invoice must have recorded on its face the number and date of the respective check. All checks must be filed in numerical order and retained for audit purposes.

At periods determined by the Board of Directors, the Treasurer shall render a written account of the finances of the Association, and such reports shall be affixed to the minutes of the Board of Directors' meeting. The Treasurer must prepare and file all necessary tax returns for the Association, and copies of said returns or a summary shall be reported in the minutes of the next Board of Directors meeting. Such reports may, but are not required to be included with or affixed to the approved minutes of Board meetings provided to the Membership in the quarterly newsletter. Annually, the Treasurer shall turn over all ledgers, receipts, check stubs and financial records to the financial professional chosen by the Board of Directors, if a review is requested by the Board.

- 5. No officer shall for any reason of his/her office be entitled to receive any salary or compensation.
- 6. This Association will protect and hold harmless its elected Officers from any liability or claim for damages which may arise against the individual Officers as a result of or in the course of serving in such capacity.
- 7. In the event any officer, excluding President, as set forth in Paragraph 1 above, of this Association is unable or unwilling to fulfill the duties of the office to which he or she is elected, such vacancy shall be filled by a vote of the majority of the members of the Board of Directors for the remainder of the term of the position vacated.

## **ARTICLE IX**

CERTIFICATES: The Association shall not issue stock to the Membership. The Secretary may issue certificates evidencing membership in the Association signed by the Secretary and President showing type of membership held and the date of said membership.

#### **ARTICLE X**

COMMITTEES: All committees of the Association shall be appointed by the President or the Board of Directors. The President of the Association or the Board of Directors shall appoint members from the membership roster to serve as chairperson on said committees with the exception of Awards, By-Laws, Convention and Election Committees.

The Chairpersons of all committees shall make reports at each meeting of the Membership and at each Board of Directors meeting. Said reports shall be reported in the minutes of said meeting. Each committee shall have an annual budget set by the Board of Directors and shall have the power to charge and collect monies from the public or Membership for activities presented by said committee, subject to the approval of the Board of Directors. The permanent committees of this Association shall be:

- 1. The Awards Committee: The Awards Committee shall be composed of the last five (5) recipients and be chaired by the previous year's recipient of the J. Lee McDonald Award. The purpose of this committee will be to select a recipient for the J. Lee McDonald Award and/or other awards. The committee, in conjunction with the Executive Director, will have the responsibility of purchasing all awards for the Annual Convention to include the outgoing President's plaque.
- 2. The By-Laws Committee: The By-Laws Committee will be chaired by the Secretary of the Association and will be activated when the Board of Directors deems it necessary. This committee will be charged with the responsibility of reviewing, revising or amending any articles or provisions of the By-Laws to be submitted to the Membership for a vote pursuant to Article XII of these By-Laws.
- 3. The Convention Committee: The Convention Committee is charged with the responsibility of planning and presenting the Annual Convention. This includes, but is not limited to, coordinating vendors, hotel rooms, and any social events for the convention. The deadline for finalizing the date of the Annual Convention shall be December 31st or no later than 90 days prior the Annual Convention. This committee will work with the Education Committee in coordinating the topics, speakers, locations, venues, and events for the Annual Convention. The President-Elect shall be the Chairperson of this committee. The Chairperson of the Convention Committee along with the Executive Director is charged with the responsibility of coordinating future convention(s) dates and places along with preparing a proposed budget and estimated costs for said convention(s) to be presented to the Board of Directors for Approval.
- 4. The Education Committee: This Committee has the responsibility of planning and presenting educational programs including at the Annual Convention and any additional seminar(s). This committee has the responsibility of obtaining the Speakers, Planning and Presenting Educational Programs for the Annual Convention and any additional seminar(s). The chairperson of this committee is charged with the responsibility of selecting and booking an adequate meeting facility for any additional seminar(s), and working with the Convention Committee in coordinating the topics, speakers, location, venues, and events for the Annual Convention.
- 5. The Election Committee: This committee shall be composed of the last five (5) past presidents of the Association. The Election Committee is charged with responsibilities as set forth in Item 3 of ARTICLE V of these By-Laws. The immediate past President shall chair the committee. In the event one of the last five (5) presidents is not available to serve on this committee, the Board of Directors may select another Regular Member to fill the vacancy. The immediate past two Presidents shall not be eligible for nomination by the Election Committee as an Officer or Director of the Association.
- 6. The Committees outlined in Subsection 6 of Article X <u>The Government Liaison Commitment</u> and Subsection 7 of Article X <u>The Legislative Committee</u> combined.
- 7. The Government Liaison/Legislative Action Committee: The Government Liaison/Legislative Action Committee is charged with the responsibility of monitoring state and federal legislation which affects the land title industry. The committee shall recommend to the Board positions and actions the Association should take regard to all federal and state legislation and government agencies affecting the land title industry.

The committee shall coordinate and implement Association policy, authorized by the Board, by introducing and implementing legislation which benefits the land title industry. The committee

shall develop programs and activities to improve the land title industry rapport with Federal, State, and County agencies and implement educational programs to improve the understanding of Federal, State, and County regulators regarding the land title industry, and otherwise work with the Federal, State, and County regulators in order to further a more complete understanding of the business of the land title industry.

The Committee may, upon approval by the Board, employ a law clerk or other similar person, to facilitate the duties of the Committee, subject to any terms and limitations impose by the Board.

- 8. The Membership/Public Relations Committee: This committee is responsible for promoting the Title Insurance Industry through PLTA to the public sector through industry related trade shows, Real Estate Bar, Paralegal Associations, Abstractors, County Register of Deeds, etc., and finding volunteer speakers for the PLTA Speakers Bureau. This committee is also responsible for recruiting new members as well as promoting PLTA benefits of Membership to the Real Estate Community of South Carolina.
- 9. The Scholarship Committee: The Scholarship Committee is responsible for the receipt, management and disbursement of all scholarship funds. The committee will review all of the applications and make a decision as to the recipient of the scholarship, with all decisions of the committee being final. The Committee will also be charged with the responsibility of negotiation and administration of any agreements concerning scholarships between the Association and an institution of higher learning. All funds of the committee shall be placed in the Association Scholarship account or such other accounts or investments as the Board shall direct.
- 10. The Palmetto Land Title Association Political Action Committee, Inc. (PAL-PAC): The Palmetto Land Title Association Political Action Committee, Inc. is a non-profit corporation responsible for raising funds to support the election of any elected official representing constituents in South Carolina who have indicated an understanding of the needs and problems confronting the title insurance industry and to support or oppose pending legislation affecting the title insurance industry. The committee shall be chaired by the Immediate Past President and shall be composed of the current President, Secretary, Treasurer and Legislative Chair. The Chairperson shall have the right to add members as deemed necessary. All funds of the committee shall be placed in the association's Political Action Committee account or such other accounts as the Board shall direct.
- 11. The Palmetto Land Title Association Education Foundation: The Palmetto Land Title Association Educational Foundation is responsible for raising funds to support the scholarship efforts of the Association, as set out in Article X, Section 9. The members of the Palmetto Land Title Association Educational Foundation shall be the President, President-Elect, Immediate Past President and Chair of the Scholarship Committee.
- 12. The Communications Committee is responsible for advancing the scope and variety of information to the public regarding the PLTA and draft changes deemed necessary. Its duties will include preparing a quarterly newsletter to the Association members, and others, and establishing, maintaining and monitoring the Association's website. The newsletter is to consist of information of benefit to Association members, including, but not limited to, articles regarding title or real estate issues, governmental changes, Association projects and good and welfare news items. The Chairperson for the Membership/Public Relations committee shall also serve on the Communications Committee. The Committee shall have the authority to sell advertising space to offset the cost of production.

# **ARTICLE XI**

DUES: The dues of the Association shall be set by the Board of Directors upon such basis as the Board deems equitable. The annual dues shall be due and payable by the end of the calendar year.

New applicants who have never held a membership with this Association will be entitled to have their dues prorated as of the first day of the month in which they apply for membership, however said proration shall not be less than Fifty Percent (50%) of the original amount for dues.

At such time as deemed necessary by the Board of Directors, additional assessments shall be levied equally among the Membership. Such Assessments shall be due and payable thirty (30) days from billing. Honorary Members and Emeritus Members shall be exempt from dues and assessments.

Any member who has not paid its dues by January 31st of each year may automatically be stricken from the membership roster and all rights in respect thereto of such member shall thereupon cease. However, such member may be reinstated according to ARTICLE III of the By-Laws upon payment in full of any outstanding dues.

# **ARTICLE XII**

AMENDMENT AND ADOPTION OF ARTICLES: These By-Laws may be altered, amended, repealed or added to as follows:

- 1. At a general meeting of the Association, upon written motion being duly made, seconded and passed by a two-thirds (2/3) majority of the Regular Member registered representatives present at the meeting, or
- 2. At any other time by the proposed written amendment or revision being first presented to the Board of Directors for approval. Said meeting of the Board of Directors shall be open to any member of the Association for discussion and, upon approval of the proposed amendment or revision by the Board, the correct procedure shall be:

Ballots shall be mailed to the Regular Members of the Association for a vote. The amendment or revision shall be passed by a two-thirds (2/3) majority of the Regular Member registered representatives; or

The President shall call a special meeting of the Association as provided in ARTICLE IV of these By-Laws for the purpose of voting on said amendment or revision. Said amendment or revision shall be passed by a two-thirds (2/3) majority vote of registered representatives present at such meeting pursuant to ARTICLE V.

3. The proposed By-Law changes will take effect immediately upon adoption by the Regular Members of the Association pursuant to Items One (1) or Two (2) above.

#### **ARTICLE XIII**

NATIONAL AFFILIATION: This Association shall not be subordinate to the authority of any other group, association or organization, but shall at all times endeavor to cooperate with, seek and obtain affiliation with others of common or similar purposes including, but not limited to, The American Land Title Association. Members of this Association are not required to be, but are encouraged to be, members of the American Land Title Association.

## **ARTICLE XIV**

CODE OF ETHICS: The foundation of the American heritage of personal freedom is widely allocated ownership and use of the land. Upon the furtherance of that heritage, depends the survival and growth of free institutions and of our civilization. The land title profession is the instrumentality through which titles to land reach their highest accuracy and attain the widest distribution.

The title profession having become such a vital and integral part of our country's economy, there are imposed on each member of the Palmetto Land Title Association obligations above and beyond those customarily required of participants in ordinary commercial pursuits and a code of ethics higher and purer than ordinarily considered acceptable in the marketplace, to the fulfillment of which the title profession is dedicated. Each member of the Palmetto Land Title Association shall be ever zealous to maintain and improve the quality of service in his/her chosen calling, and shall assume personal responsibility for maintaining the highest possible standards of business practices, and to those purposes shall pledge observance and furtherance of the letter and spirit of the following Code of Ethics.

- 1. Governed by the law, customs and usages of the respective communities they serve, and with the realization that ready transferability results from accuracy and perfection of titles, members shall issue abstracts of title or policies of title insurance only after a complete and thorough investigation, founded on adequate records and learned examination thereof, and shall otherwise so conduct their business that the needs of their customers shall be of paramount importance.
- 2. Every member shall obtain and justifiably hold a reputation for honesty and integrity, always standing sponsor for his/her work intellectually and financially.
- 3. Ever striving to serve the owners of interests in real estate, members shall endeavor (a) to facilitate transfers of title by elimination of delays and unnecessary exceptions and (b) to make their services available in a manner which will encourage transferability of title, provide adequately for obligations which they assume in connection therewith, and afford a fair return on the value of services rendered and capital employed.
- 4. Members shall support legislation throughout the country which is in the public interest and will unburden real estate from unnecessary restrictions and restraints on alienation.
- 5. Members shall not engage in any unfair or deceptive acts or practices and shall conduct their business so as to promote the public interest and the continuing integrity and stability of the profession.

# ARTICLE XV

Executive Director – The Executive Director is responsible for maintaining an up-to-date membership roster for the Association. The Executive Director shall mail out membership notices in (November) of each year and collect the dues derived there from. The Executive Director shall mail notices of delinquent dues in (December) of each year. Any member failing to pay dues by (January 31<sup>st)</sup> of each year will automatically be dropped from the membership roster, pursuant to Article XI of these By-Laws.

The Executive Director shall give and serve all notices to the members of this Association. The Executive Director shall notify the Membership via e-mail or other communication, of the posting on the association's website of the quarterly newsletter advising the Membership of the business of the Association to include approved minutes of Board meetings and general membership meetings since the last publication.

It shall be the Executive Director's responsibility to order membership certificates as needed for the business of the Association.

The Executive Director may also be assigned other duties from time to time by the discretion of the Board.