

By-Laws of The Wisconsin Land Title Association

Revised October 2009

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the Association shall be Wisconsin Land Title Association. The principal office shall be at the office of the Executive Officer of the Association or as designated by the Board of Directors.

ARTICLE II - OBJECTS AND PURPOSE

The objects and purposes of this Association shall be to promote the general welfare of the abstract and title insurance industry, to promote ethical business standards in the industry, to promote the enactment of sound legislation affecting the industry, to provide information and the education to the members of the public and this Association of the aims and issues of this industry. To this end the Code of Ethics of the Wisconsin Land Title Association is made an integral part of these By-Laws. The Wisconsin Land Title Association highly recommends, but does not require, its members to join the American Land Title Association.

ARTICLE III - MEMBERSHIP

Section 1 - Classes of Membership

There shall be 3 classes of membership designated as Active, Associate, and Honorary members.

Active members shall be limited to any individual, sole proprietorship, partnership, or other business entity who 1.) directly, legally, and regularly engages in the business of abstracting or insuring titles as a title insurance agent or title insurance underwriter; 2.) having subscribed to the Code of Ethics of this Association; 3.) having agreed to be governed by the By-Laws of this Association and 4.) if engaged in the business of insuring title to real estate shall be and remain in good standing with the Insurance Commissioner of the State of Wisconsin and shall have in force at all times a certificate of authority pursuant to Section 601.04 Wisconsin Statutes.

Associate members shall be limited to only individuals 1.) not qualified for active membership 2.) engaged in closely allied professions or businesses to the title industry 3.) approved by the Board of Directors, 4.) having subscribed to the Code of Ethics of this Association and 5.) having agreed to be governed by the By-Laws of this Association.

Honorary members shall be limited to those individuals so designated by the Board of Directors for the performance and/or meritorious service to the Association or to the profession of land title evidencing.

Section 2 - Qualification for and Election to Membership

A. Application for active or associate membership.

In addition to the requirements of Section 1 of this article, shall be made in writing on a form prescribed by the Board of Directors. Such applicant shall furnish any additional information satisfactory to the Board of Directors that will enable the Board to determine the eligibility of the applicant. Approval of an application for membership shall be by a majority vote of the entire Board of Directors.

B. Dues and Assessments.

Each active and associate member shall pay annual dues in accordance with a schedule to be fixed by the Board of Directors which may be changed only at the time of each annual convention for the ensuing year, payable on or before February 28th of such year. Honorary members shall pay no dues. Dues paid by new members during the last quarter of the year shall be credited in full for the following year.

The Board of Directors may assess each member in any emergency declared by them, an amount not more than twice the amount of the dues collected from said member for the date of said assessment.

Default of any payment of dues or assessments shall be reason for censure or expulsion under Article IX at the discretion of the Board of Directors.

Section 3 - Representation and Voting

Only active members in good standing shall vote, except that if after having been elected a Director or Officer, the active member's status changes to that of associate member, the associate member shall be entitled to vote.

No vote shall be cast by proxy. For Association business on the floor, each dues paying active member shall have one vote. Out of state members must have at least one branch in Wisconsin to vote.

If any active member is represented at any meeting by more than one person, upon the request of the Association, one person shall be designated as the person to vote.

Section 4 - Resignation of Members

Any member may resign by filing a written resignation with the Executive Officer of the Association, but such resignation shall not relieve the member so resigning of the obligation of paying any dues, assessments or other charges theretofore accrued and not paid.

Section 5 - Review of Status

Any sale of a member's business, in whole or in part including but not limited to goodwill, title plant, company assets or controlling shareholder or partnership interests, shall be reason for review by the Board of Directors of the membership status of said member. Upon such review, the Board of Directors may request a new application for membership.

Section 6 - Relationship of Principal Insurers and Agents

Any principal insurer, which is a member of the Wisconsin Land Title Association shall encourage all of its agents in Wisconsin to become eligible and apply for membership in the Wisconsin Land Title Association under Section 2 of this Article.

ARTICLE IV - GENERAL MEMBERSHIP MEETINGS

Section 1 - Annual Convention

An annual convention shall be held at such time and at such place as shall be determined by the Board of Directors.

Section 2 - Spring Meeting

A Spring meeting may be held at such a time and at such a place as shall be determined by the Board of Directors.

Section 3 - Notice of Convention and Meeting

Written or printed notice of each convention or meeting shall be mailed to all members at least one month prior to the convention or meeting date. Said notice shall include all proposals and matters to be brought before the membership for a vote.

Section 4 - Rules of Order

Roberts Rules of Order shall govern all meetings of this Association, its Board of Directors and committees.

Section 5 – Quorum

Those active members in good standing present in person constitute a quorum for the transaction of any business.

Section 6 - Regions

The State of Wisconsin shall be divided into four regions as follows:

Region No. 1 - Kenosha, Racine, Milwaukee, Ozaukee, Washington, Waukesha, Jefferson and Walworth Counties.

Region No. 2 - Brown, Oconto, Manitowoc, Kewaunee, Marinette, Outagamie, Calumet, Vilas, Winnebago, Forest, Florence, Oneida, Lincoln, Langlade, Marathon, Shawano, Wood, Portage, Waupaca, Sheboygan, Fond du Lac, Door and Menominee Counties.

Region No.3 - Douglas, Bayfield, Ashland, Iron, Price, Sawyer, Washburn, Burnett, Polk, Barron, Rusk, Chippewa, Dunn, St. Croix, Pierce, Pepin, Eau Claire, Buffalo, Trempealeau, Jackson, La Crosse, Monroe, Taylor, Clark, and Vernon Counties

Region No. 4 - Juneau, Adams, Waushara, Marquette, Green Lake, Dodge, La Fayette, Sauk, Richland, Crawford, Grant, Iowa, Dane, Rock, Columbia, and Green Counties.

ARTICLE V - OFFICERS

Section 1 – Officers

The officers of the Association shall be the President and President-elect. The officers shall be active members of the Association except that if after having been elected a Director, the active member's status changes to that of associate member, the Director shall remain eligible for election to the offices of President-elect and President notwithstanding he or she is an associate member. Officers must be Wisconsin residents.

Section 2 - Election of and Term of Office

The President-elect shall be elected at the annual convention by the newly elected Board of Directors. Only newly elected Directors shall be eligible for election to the office of President-elect.

The President-elect assumes office upon installation but in no event later than adjournment of the annual convention.

The President-elect shall hold office for one year or until such time as his or her successor has been elected or appointed.

The President-elect shall succeed to the office of President during the electoral year next following the annual convention at which he or she was elected to the office of President-elect.

The President-elect shall automatically assume the office of President upon the meeting of the Board of Directors held immediately after the Board of Directors election at the annual convention.

Section 3 – President

The President shall be the chief executive officer and spokesperson for the Association. The President shall preside at all meetings of the membership and Board of Directors. The President shall make all committee appointments, subject to Board approval of committee chairpersons. The President shall be an ex-officio member of all committees.

Section 4 - President-elect

The President-elect shall assume the duties of President in case of absence or inability to act.

ARTICLE VI - EMPLOYEES AND AGENTS

Section 1 - Executive Officer

- A. **Employment** - the President with the approval of the Board of Directors may employ an Executive Officer. The cost or salary for the Executive Officer shall be approved by the Board of Directors.
- B. **Duties** - Duties of the Executive Officer shall be those as directed by the Board of Directors.

Section 2 - Other Employees or Agents

The President with the approval of the Board of Directors, may employ legal counsel, lobbyists, and providers of any other necessary professional services. The cost or salary for such services shall be approved by the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 - Number, Qualification and Election

The number of directors shall be ten (10) composed of:

A. Officer Director: President

B. President-Elect

C. Regional Directors

1. Number

Each of the four regions, created pursuant to Article IV, Section 6, shall designate a member of the region who shall serve on the Board of Directors as a voting member thereof.

2. Election

Regional Directors shall be elected at a regional meeting for a two year term. If no such meeting is held, the outgoing Director and President-elect shall act as the nominating committee and submit at least 2 nominees for election to the regional members by mail coordinated through the office of Executive Officer.

Region Directors must be Wisconsin residents.

For Region Elections, each dues paying active member, with one or more branch offices, located in the Region, shall have one vote.

3. Status Change

If after having been elected a Region Director, the Region Director's status changes from that of active member to associate member, the Region Director is eligible to remain a Region Director until the remaining term of office ends.

D. Four at Large Directors Election

- 1.** As set forth in Article VIII, A.9. hereof, the nominating committee shall present at the closing session of the opening day of the annual convention its list of four (4) nominees for the Board of Directors as published in the summer edition of the Association's newsletter prior to the annual convention.

Additional nominations by any party other than the nominating committee may be made, provided that these names are submitted in writing to the Executive Secretary of the Association not less than 15 days prior to the Annual Convention, and provided that the names of the nominees shall also have been seconded by not less than 3 Association members.

2. Each of the nominating committee's four nominees shall be nominated separately from the nominating committee's other nominees; the nomination and election for the first nominee shall be held and consummated prior to the nomination of the nominating committee's second nominee, and the nominations and elections of the second and all subsequent nominees shall be held in a like manner, until an election held for the nominating committee's last nominee is in fact consummated.

Any nominee having been nominated but not elected, may not be nominated or re-nominated for at large director until the next regularly held election for at large director the following year.

3. If after having been elected an at large director, the director's status changes from that of active member to associate member, the director is eligible to remain a director until the remaining term of office ends.
4. Directors at Large must be Wisconsin residents.

E. Past President Director

The immediate past President shall be a voting ex-officio member of the Board of Directors as a resident or non-resident of Wisconsin.

Section 2 - Powers

The Board of Directors shall manage the affairs of the Association including, but not limited to:

A. Vacancies

The Board shall fill vacancies in any elective office or among the Board of Directors, such appointees to hold office until the next convention or until successors are duly elected and qualified or until removed under provision of Section B hereof.

B. Removal of Elective or Appointed Office

The Board of Directors may remove any elected or appointed officer for violation of the code of ethics or other sufficient cause by a majority vote. Said action shall be reported to the membership. The removed officer shall have the right to appeal to the Association membership. Reversal of removal shall require a two-thirds vote of all active members in attendance at the next annual convention. Upon receiving the two-thirds vote necessary for reinstatement, the officer shall be reinstated, but any action taken by his substitute during the officer's suspension shall be valid.

C. Removal of President

If the removal of the President is sought, the President-elect shall have the authority to call a special meeting of the Board to act under this section upon the written request of two other Directors.

Section 3 - Directors Meetings

A. Regular Meetings

The Board of Directors shall hold at least one business meeting at each Annual Convention and Spring Meeting and 2 other meetings as called by the President.

1. Quorum

Six (6) of the Board of Directors shall constitute a quorum of said Board.

2. Vote

A majority vote of the Board members present shall be required for any action.

B. Special Meetings

The President may call a meeting of the Board of Directors upon 24 hours notice to the Board members. A majority of Board members must be in attendance and a majority of the full board is required to approve any action. Said special meeting may be held by telephone conference.

ARTICLE VIII - COMMITTEES

Committees of the Wisconsin Land Title Association shall be classed as standing, convention, special committees, and Council of Past Presidents. Any officer or member of the Board of Directors or any members of any classification may serve as chairperson or member of any committee.

A. The Standing Committees

Shall be appointed by the President within a reasonable time after he or she shall assume office. Standing committees shall function from appointment by the President until the close of the next annual convention. Their composition and duties shall be as follows:

1. Budget Committee

Two or more members who shall recommend a budget for the ensuing year to be approved by the Board of Directors and which committee shall review the books of the Executive Officer at the annual convention.

2. Legislation and Government Liaison Committee

One or more members who shall observe, audit and report upon proposed legislation in Wisconsin affecting business of this Association or its members. It shall recommend to the Board of Directors positions and actions this Association should take with regard to all federal and state government action affecting the title industry; coordinate and participate in appropriate action to implement such Wisconsin Land Title Association policy, as authorized by the Board of Directors; carry out an educational program to improve the understanding of federal and state legislatures, regulators, and public agencies regarding the title industry; and be responsible for developing programs and activities to improve title industry rapport with federal and state legislators and agencies. Notwithstanding the foregoing, this

committee shall be empowered to take positions and actions in the Association's best interests with regard to federal and state governmental action affecting the title industry, with approval of the president, in the event time does not permit authorization by the Board of Directors.

3. Publicity and Public Relations Committee

One or more members who shall publicize appropriate news of the Association or its individual members as such information may become available. It may engage in any publicity program that will in its judgment benefit the Association or any group of its members, subject to the approval of the Board of Directors.

4. Grievance Committee

Three or more members composed of the Council of Past Presidents who shall have 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 violations of the principles of the Code of Ethics. The Committee may itself initiate investigation as to such misconduct and, on majority vote of its members, may become the complaining party to a grievance, or to undertake any such investigation upon complaint laid before it by a member or by any aggrieved party. The committee shall proceed in the manner provided by Article IX.

5. Program Committee

The President and two or more members who shall arrange the educational program for the Annual Convention and Spring Conference.

6. Education Committee

Three or more members who shall keep the Board of Directors informed as to educational developments for formal instruction in title evidencing and related subjects. At the Board of Director's direction the Committee may itself sponsor seminars or cooperate with educational institutions in such sponsorship for the formal training of members of this Association and their employees.

7. Membership Committee

Three or more members who shall endeavor to solicit and encourage applications for membership in the Association.

8. Nominating Committee

The nominating committee will be composed of the last three immediate past-presidents of the Wisconsin Land Title Association to be chaired by the most immediate past president plus not more than two other active members of the Wisconsin Land Title Association who may be past presidents. The committee shall identify four (4) nominees for the Board of Directors, and these nominees shall be selected by the committee sufficiently in advance of the Annual convention in order to assure the publication of the names of all the committee's nominees in the summer edition of the Association's newsletter.

9. The Convention Committee

The Convention Committee whose appointment and function assure a successful annual convention shall or may be appointed by the President at the time below specified. Convention committees shall function from appointment until the election of a new President.

B. Special Committees

The President may appoint one or more special committees composed of members of any classification as he or she may deem necessary to carry out the orderly functions of the Association in accordance with its purpose and objections, so long as the duties of any such committee are limited and proscribed at the time of appointment until the election of a new president.

C. Council of Past Presidents

The Council of Past Presidents shall be composed of all past Presidents, the chairmen of which shall be elected by the members of the Council present at each annual Convention. The Council may elect such other officers as may be determined expedient and proper. The Council of Past Presidents when requested shall, and on its own motion may, advise with and give counsel to the Board of Directors or any officers or committee on any measure deemed to advance the good of the Association, and shall report through the immediate past president at all meetings of the Board of Directors.

ARTICLE IX - PROCEDURES RESPECTING GRIEVANCES COMPLAINTS AND INVESTIGATION

Section 1 - Complaints

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 shall state plainly the matter and the section of the Code of Ethics or By-Laws complained of. Any such complaint shall be filed at the principal office of the Association and be referred to the Grievance Committee. The complained-of-member shall be furnished a copy of the complaint and be permitted thirty days to answer the same in writing. Such member shall cooperate with the Grievance Committee and, on request, disclose pertinent facts and records, not privileged, germane to the investigation.

Section 2 - Dismissal of Complaint or Hearing by Committee

After preliminary investigation, if the committee shall deem the complaint groundless, it may dismiss the complaint. If there is no such dismissal, then at a time and place designated by the Grievance Committee, said committee shall hold a hearing on the complaint, at which hearing the complainant and complained-of-member or any other person called by the committee may appear personally and by counsel.

Section 3 - Report of Committee and Hearing by Board

The Grievance Committee findings and recommendations after investigation and hearing of any complaint shall be reduced to writing and submitted promptly to the Board of Directors. A copy thereof shall be given to the complained-of-member. Upon the written request of the complained-of-member, the Board of Directors shall, before making a final decision, give

such member an opportunity to appear in person and by counsel and to be heard in their defense.

Section 4 - Review of Action by Board

The Board of Directors shall review the Grievance Committee findings and recommendations and may find the complained-of-member to be guilty or not guilty of the charges, and, if found guilty, may adjudge that the member be censured, suspended, or expelled from the association. No censure, suspension or expulsion shall be adjudged except by affirmative vote of all those members of the Board of Directors present, except that one abstention shall not affect such decision. Such decision of the Board of Directors shall be reduced to writing and a copy thereof furnished to the complainant and the complained-of-member.

Section 5 - Appeal of Membership

Any decision of the Board of Directors censoring, 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 in the principal office of the Association, a written appeal to the membership of the Association, in which event the decision of the Board of Directors shall be held in abeyance pending action by the members on the appeal at the next meeting or annual convention, whichever first occurs. Upon any such appeal the decision of the Board of Directors shall be affirmed or reversed by a majority vote of the active members present and voting at the meeting, but such appeal shall open to the membership all proceedings and communications involved in the case.

Section 6 - Communications

All communications, notices, or pleadings by or from any party to a grievance proceeding shall be sent by Certified or Registered mail addressed to the Association at its principal place of business. All notices or communications by or from the Association to any party to such proceedings shall be sent by Certified or Registered mail addressed to the principal office of said party as last entered upon the records of the Association.

ARTICLE X - AMENDMENTS

Section 1 - By the Board

By-laws may be adopted, altered, amended or reversed by;

A. Vote

Vote of not less than a majority of the directors present at any regular or special meeting of the Board of Directors; and

B. Written copy

Written copy of such adoption, alteration, amendment or revision shall have been sent to each member of the Board at least 10 days prior to a regular meeting and at least 5 days prior to a special meeting.

Such adoption, alteration, amendment, or revision of these by-laws, if approved by the Board, shall become effective immediately after the next meeting of the general membership, but only upon the following conditions:

1. That a written copy of such adoption, alteration, amendment, or revision together with explanatory statement to the general membership supporting the enactment thereof, shall have been included in the notice of the next meeting of the general membership.
2. That such adoption, alteration, amendment, or revision shall not have been disapproved by a vote of the majority of the Members present at the next meeting of the general membership.
3. That unless otherwise specifically provided herein, no amendment or revision of the By-laws, or any part thereof, by the Board of Directors shall affect or change the terms of the office, the power of authority of any officer, or any board member of this Association previously elected or appointed.

Section 2 - By the General Membership

By-laws may also be adopted, altered, amended or revised by a vote of a majority of the members present at any meeting of members, upon 30 days written notice to the membership.

ARTICLE XI - FISCAL YEAR

The fiscal year of this Association shall be the calendar year and its books shall be closed as of December 31 of each year. The financial report of the Treasurer at the annual convention shall be as of the last day of the month preceding the month in which such convention is held.

ARTICLE XII - NON-DISCRIMINATION

Wherever the words "he" or "his" appears written in these by-laws, the words "she" or "her" may be freely substituted.

ARTICLE XIII - OFFICERS AND DIRECTORS INDEMNIFICATION

This Association shall indemnify the officers, employees and directors or former officers, employees and directors of the Association against any recovery he or she becomes obligated to pay, and reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her, in connection with the defense of any civil, criminal or administration action, suit or proceedings in which he or she is made a part or which is threatened by reason of being or having been or because of any act as such officer or director, within the course of his or her duties or employment, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of his or her duties, and also except any action brought by this Association against any officer or director. In the event the question of misconduct is not decided in said action, then the indemnity shall be in effect unless it shall be found by a majority of a committee composed of the directors not involved in the matter or controversy (whether or not a quorum) that it is the best interests of the Association that the indemnity be provided, and that the party or parties involved acted in the scope of their authority as such officers or directors, and were not guilty of misconduct in the performance of his or her duties as such officer or director.

This Association may also reimburse any officer, employee and director for the reasonable costs of settlement of any such action, suit, or proceedings. If it shall be found by a majority of a committee composed of the directors not involved in the matter (whether or not a quorum) that it would be to the interests of the Association that such settlement be made and that such officers and directors were not guilty of misconduct. The Association may take out liability insurance to cover some or all of the obligations placed on the Association by the above provision, and if such insurance is in force, the individual and the Association shall first look to the insurance carrier under their coverage.

The right of indemnification herein provided shall extend to the estate, personal representative, administrator, guardian and conservator or any deceased or former officer or director who himself would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such officers, employees, and directors may be entitled.