

**BYLAWS  
OF THE  
LAND TITLE ASSOCIATION OF MISSISSIPPI**

**1. Offices.**

1.01. Principal Office. The principal office of the Land Title Association of Mississippi (the "Association") shall be at the office of the Executive Director, if appointed, of the Association or as designated by the Board of Directors ("Board"). The Association may relocate the principal office, and may also establish such other offices, as the Board shall direct if the business of the Association so requires.

1.02. Registered Office and Agent. The Association shall maintain a registered office and a registered agent within the State of Mississippi in accordance with the requirements of the Mississippi Nonprofit Corporation Act. The location of the registered office and the designation of the registered agent shall be approved by the Board of Directors.

**2. Purpose.**

2.01. General Purpose. The Association is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Mississippi Nonprofit Corporation Act and is organized for the purposes set forth in Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law.

2.02. Specific Purposes. Within the context of these general purposes, the Association's specific purposes shall be:

- a. to promote the general welfare of the abstract and land title industry;
- b. to promote professional standards and ethics;
- c. to promote the safe and efficient transfer of ownership of and interest in real property within the free enterprise system;
- d. to provide information and education to consumers, to those who regulate, supervise, or enact legislation affecting the land title industry, and to its members; and
- e. to maintain liaison with users of the products and services provided by its members, and also with government.

Notwithstanding any other provision in these Bylaws, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of this Association, and the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax

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under Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law.

2.03. Dedication of Property. All corporate property is irrevocably dedicated to the purposes set forth in section 2.01 and 2.02. No part of the net earnings of the Association shall inure to the benefit of any of its directors, trustees, officers, or members, or to the benefit of any private person except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the Association for the accomplishment of its purposes. On the winding up and dissolution of the Association, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to nonprofit funds, foundations or corporations which have established their tax-exempt status under Internal Revenue Code sections 501(c)(3) or 501(c)(6), or the corresponding provision of any future United States internal revenue law, and which have their principal area of activities in the State of Mississippi and which have as their principal purpose to promote the general welfare of the abstract and title industry.

### 3. **Membership.**

3.01. Classes. The Association shall have five (5) primary classes of membership, designated as Agent, Underwriter, Abstractor, Associate, and Honorary. The specific qualifications for and voting rights, if any, of each class of membership is as follows:

a. *Agent.* Any individual title insurance producer appointed by a title insurance company operating in the State of Mississippi, or any principal or attorney of a sole proprietorship, partnership, corporation, or other business entity that primarily engages in and is legally qualified to engage in the land title business in the State of Mississippi, subscribes and adheres to the Code of Ethics of the Association as adopted, amended, or interpreted as herein provided, and agrees to be governed by the Bylaws of the Association shall be eligible for Agent membership in the Association.

b. *Underwriter.* Any employee of a business entity that primarily engages in and is legally qualified to engage in the land title business as a title insurance underwriter in the State of Mississippi, subscribes and adheres to the Code of Ethics of the Association as adopted, amended, or interpreted as herein provided, and agrees to be governed by the Bylaws of the Association shall be eligible for Underwriter membership in the Association.

c. *Abstractor.* Any individual that primarily engages in and is legally qualified to engage in the land title business in the State of Mississippi as an abstractor, subscribes and adheres to the Code of Ethics of the Association as adopted, amended, or interpreted as herein provided, and agrees to be governed by the Bylaws of the Association shall be eligible for Abstractor membership in the Association.

d. *Associate.* Any individual or business entity engaged in providing services related to the land title industry as defined by the Board, but not otherwise eligible

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for Agent, Underwriter, or Abstractor membership, shall be eligible for Associate membership in the Association.

e. *Honorary.* Any Agent, Underwriter, or Abstractor member nominated by the Board may be elected as an Honorary member in recognition of extraordinary service to the Association and to the real property title industry. Honorary members shall enjoy and be entitled to all the rights and privileges of their prior class of membership but shall not be required to pay annual dues.

3.02. Other Categories of Membership.

a. *Agent Staff.* Any individual employed by an Agent member, that is not a principal of the Agent member, a licensed attorney, or a title insurance producer appointed by a title insurance company operating in the State of Mississippi, shall be eligible for an Agent Staff membership in the Association. Agent Staff members shall be non-voting members and shall not be listed in the member directory or eligible to serve as an officer or on the Board. However, Agent Staff members shall be entitled to participate on and chair committees, attend all conferences, and utilize all online resources made available to members generally.

b. *Additional Categories.* Additional categories, subcategories or classifications of membership may be created by an affirmative vote of a super-majority of the Board in which event the Board shall determine such rights and benefits as may be appropriate to the class, but such other categories shall be non-voting unless they are a subcategory within an existing voting class of membership.

3.03. Representation and Voting. Only Agent, Underwriter, or Abstractor members shall vote. Each Agent, Underwriter, or Abstractor member shall have one vote. No vote may be cast by proxy. Agent Staff, Associate and Honorary members may attend any meeting of the Association, except executive sessions, and may participate in the deliberations and discussions but may not vote.

3.04. Resignation. A member not in default of dues may file a resignation in writing with the Association, and it shall become effective as of the date of filing when accepted by the Board; provided, however, 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.

3.05. Application; Admissions. Any person or business entity eligible for membership in this Association as an Agent, Agent Staff, Abstractor, Underwriter or Associate Member shall complete and file with the Association a written application for membership. Upon the receipt of the completed application and appropriate dues payment according to the current dues schedule, the applicant shall immediately become a member of this Association.

**4. Dues and Assessments.**

4.01. Annual Dues. The Board may determine from time to time the amount of the annual dues payable to the Association by members of each class.

4.02. Payment of Association Dues. Dues will be due and payable on January 1st of each year.

4.03. Default. Any member who shall be delinquent in payment of dues shall be suspended, automatically, and shall lose all voting privileges during the period of suspension.

4.04. Failure to Pay Dues and/or Assessments. The Secretary or Executive Director, if appointed, shall report to the Board at its first meeting held after February 1, a list of all members whose dues have not been paid and who thereby have become delinquent and suspended, and shall also report to the Board, as required by it, a list of all members delinquent in the payment of assessments. The Board shall at any such meeting either immediately revoke the membership of such delinquent members for non-payment of dues and/or assessments or continue the suspension for an additional sixty (60) days computed from the time of such meeting, at which time the suspension shall automatically become a revocation. A member who has been automatically suspended for non-payment of dues and/or assessments shall be reinstated only upon payment of all dues and/or assessments past due, prior to revocation of membership. If the membership or a suspended member is revoked, and said member applies for a new membership in the Association, said applicant must submit his application, together with payment of all dues and/or assessments owed to the Association at the time of revocation.

4.05. Sustaining Fund. In order that this Association may be adequately financed and thereby enabled more effectively to carry out the common goals and purposes set forth in the Mission Statement, provision is hereby made for the creation of a sustaining fund (the "Sustaining Fund") to be paid by voluntary subscriptions of the members on such basis as the Board shall prescribe. Members who contribute to this fund shall be additionally designated and credited on the records of the Secretary or the Executive Director, if appointed, as Sustaining Fund Members in recognition of the services rendered. The Sustaining Fund shall be subject to the provisions regarding control as to deposits, investments and expenditures thereof as are all other funds of the Association.

**5. Meetings of Members.**

5.01. Place and Time. All meetings of the members of the Association shall be held at such time and place as determined by the Board.

5.02. Annual Meeting. An annual meeting of the members of the Association shall be held at such time and place as determined by the Board. The Board, in its sole discretion, may elect to hold the annual meeting solely by means of the Internet or other electronic communications technology.

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5.03. Special Meeting. Special meetings of the members of the Association may be called by the President, a majority of the Board, or by signed, dated, and written petition of not less than five percent (5%) of the Agent, Underwriter, or Abstractor members in good standing of the Association. The person or persons calling the special meeting shall designate in writing a place within the State of Mississippi for holding of such special meeting.

5.04. Notice of Meeting. Notice of each meeting of the members shall be provided to each member of the Association by email and given as soon as is practicable prior to such meeting. Any applicable notice shall be sent to the member's email address as it appears in the membership records of the Association, or if no such address appears, to the member's last known email address. In case of a special meeting the purpose or purposes for which the meeting is called shall be stated in the notice. Any notice provided to a member in accordance with the terms of this section, shall, regardless of receipt, be deemed to have been duly served. Notice of a meeting of members need not be given to any member who signs a waiver of notice either before or after the meeting. Neither the business transacted, nor the purpose of the meeting need be specified in the waiver. Attendance of a member at a Meeting shall of itself constitute a waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any objections to the transaction of business.

5.05. Quorum. Those Agent, Abstractor, and Underwriter Members present at a regular annual meeting shall constitute a quorum. For any meeting other than an annual meeting, the presence of any combination of ten (10) Agent and Abstractor members in good standing and three (3) Underwriter members in good standing, shall constitute a quorum.

## 6. **Officers and Duties.**

6.01. Officers. The officers of this Association shall be a President, a Vice President, a Secretary, a Treasurer, an Immediate Past President, and such other officers as the Board may determine.

6.02. Appointment and Term of Office. The officers of the Association shall be appointed by the Board immediately following the regular annual meeting of the members of the Association and shall assume their office upon installation but in no event later than one week after the adjournment of the regular annual meeting. Each officer shall hold office for one (1) year or until such time as such officer's successor has been appointed and shall have qualified. The Treasurer shall be eligible to serve not more than three (3) consecutive terms. No person shall hold more than one office at any time given (except the offices of Secretary and Treasurer may be combined by action of the Board).

6.03. President. The President shall be the chief executive officer of the Association and shall in general supervise and control all the business and affairs of the Association. The President shall preside at all meetings and shall act as Chair of the

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Board of Directors. The President shall be an ex-officio member of all committees. The President may designate from time to time such committees as may be required for the efficient performance of the President's duties hereunder.

6.04. Vice-President. The Vice-President shall act as first assistant to the President of the Association and shall aid the President in the performance of duties hereunder. The Vice-President shall be devoted to the task of understanding operations of the Association and the business of the Association to the extent that upon becoming President of the Association the Vice-President will better understand its functions purposes and activities. Upon the death, resignation, or removal of the President, the Vice-President shall succeed with full power to the office of President for the remainder of the term. In the absence of the President, or in the event of the President's inability or refusal to act upon the direction of the Board, the Vice-President shall perform the duties of the President, and when so acting shall have all power of and be subject to all restrictions upon the President. The Vice-President shall succeed to the office of the President of the Association during the year next following the appointment to such office; provided however, in the event the Vice-President succeeds to the office of the President during the term as Vice-President, a President shall be appointed by the Board following at the next annual meeting.

6.05. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board in one or more books, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Association's records, keep and maintain a register of the post office and email addresses of each member which shall be furnished to the Secretary by such member, and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

6.06. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipt for monies due and payable to the Association from all sources and make deposit of all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be determined by the Board and in general perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the President or by the Board. The Treasurer will be responsible for the audit of the Association and has the option to call for an audit in the Treasurer's sole discretion.

6.07. Immediate Past President. The President shall succeed to the office of Immediate Past President of the Association during the year next following the annual meeting when appointed to office. In the absence of the President and the Vice-President or when delegated by either of them as presiding officer, the Immediate Past President shall preside at a meeting of the Board. The Immediate Past President shall be responsible to call the roll of Directors at each meeting of the Board and for declaring that a quorum is present at each meeting of the members and at each meeting of the Board. The Immediate Past President shall represent the Association at the request of the President.

## 7. Board of Directors.

7.01. General Powers. The affairs of the Association shall be managed by the Board elected from the Agent, Underwriter, and Abstractor members of the Association during the annual meeting or any special meeting.

7.02. The Board. The Board shall be composed of:

a. *Officers.* President, Vice-President, Secretary, Treasurer, and Immediate Past President of the Association; provided, however, that officers of the Association who sit on the Board shall not be classified as having been elected to the Board;

b. *Agent and Abstractor Directors.* Four (4) directors from among the Agent and Abstractor members consisting of one (1) member from each of the four (4) regions of the State of Mississippi as defined in Section 7.03. An Agent or Abstractor member shall be eligible for election to the Board as a director in the region where he or she resides or holds a place of employment on a regular basis; provided, however, not more than one (1) member from a single title insurance agency or abstract company may serve as an officer or director on the Board at any one time;

c. *Underwriter Directors.* Not less than three (3) nor more than five (5) directors from among the Underwriter members from any region of the State of Mississippi. Any Underwriter member shall be eligible to serve as a director; provided, however, not more than two (2) members from a single title insurance company may serve as an officer or director on the Board at any one time; and

d. *Executive Director.* The Executive Director, if appointed, shall serve as an ex officio member, without a vote, of the Board.

The membership of the Board may further be increased from time to time should the then-serving Board deem such an increase to be required or desirable for the benefit of the Association.

7.03. Regions. The Association shall be divided into four (4) regions: Northwest, Northeast, Southwest, and Southeast, a map of which is attached hereto as Exhibit A and incorporated herein by reference. The regions shall consist of the counties identified below:

a. *Northwest Region (also known as Region 1).* The Northwest region shall consist of the following counties: Bolivar, Carroll, Coahoma, Desoto, Grenada, Holmes, Humphreys, Issaquena, Leflore, Madison, Montgomery, Panola, Quitman, Sharkey, Sunflower, Tallahatchie, Tate, Tunica, Washington, Yalobusha, and Yazoo.

b. *Northeast Region (also known as Region 2).* The Northeast region shall consist of the following counties: Alcorn, Attala, Benton, Calhoun, Chickasaw, Choctaw, Clay, Itawamba, Kemper, Lafayette, Leake, Lee, Lowndes, Marshall, Monroe,

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Neshoba, Newton, Noxubee, Oktibbeha, Pontotoc, Prentiss, Rankin, Scott, Tippah, Tishomingo, Union, Webster, and Winston.

c. *Southwest Region (also known as Region 3)*. The Southwest region shall consist of the following counties: Adams, Amite, Claiborne, Copiah, Franklin, Hinds, Jefferson, Lawrence, Lincoln, Pike, Walthall, Warren, and Wilkinson.

d. *Southeast Region (also known as Region 4)*. The Southeast region shall consist of the following counties: Clarke, Covington, Forrest, George, Greene, Hancock, Harrison, Jackson, Jasper, Jefferson Davis, Jones, Lamar, Lauderdale, Marion, Pearl River, Perry, Simpson, Smith, Stone, and Wayne.

7.04. Election to Board. Two (2) directors from among the Agent and Abstractor members and two (2) directors from among the Underwriter members shall be elected to the Board at the regular annual meeting of the members to serve for a term of two (2) consecutive years. The election of directors shall be decided by a plurality of the votes cast by the members entitled to vote in the election (e.g., an electoral process in which the candidate who polls more votes than any other candidate is elected). No director from among the Agent and Abstractor members may be elected to more than two (2) consecutive terms. The newly elected Board shall assume office upon adjournment of the regular annual meeting of the members.

Initially, two (2) directors from among the Agent and Abstractor members from the Northwest and Southeast regions and two (2) directors from among the Underwriter members (being Underwriter 1 and 3) shall serve until their replacements are elected at the Association's first annual meeting and two (2) directors from among the Agent and Abstractor members from the Northeast and Southwest regions and two (2) directors from among the Underwriter members (being Underwriter 2 and 4) shall serve until their replacements are elected at the Association's first annual meeting.

7.05. Nomination of Director Candidates. Nominations for the election of Directors may be made by the Membership Committee or any member of the Board of Directors. Nominations may also be made by any Agent, Underwriter, and/or Abstractor members by delivering the written nomination to the Secretary of the Association not later than the close of business on the ninetieth (90th) day prior to the annual meeting. Prior to being listed on the voting slate, all nominees shall be consulted and shall agree in writing to serve as Director. There shall be no other process for nomination or inclusion on the election ballot than those stated in this Article.

7.06. Regular Meetings. Regular meetings of the Board shall be held at least three (3) times a year, with one such regular meeting held at the same place and in conjunction with the annual meeting of the Association. At the discretion of the President, other regular meetings of the Board may be held in each year at such time and place as may be determined by the President. Attendance may be in person or by video or telephonic conference.

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7.07. Special Meetings. A special meeting of the Board may be called for any purpose by the President or by any two (2) members of the Board, at the time and place as may be determined by the President. Attendance may be in person or by video or telephonic conference.

7.08. Action Without Formal Meeting. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a formal meeting if, prior to such action, written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

7.09. Notice of Meetings. Written notice of each meeting of the Board, stating the time and place, shall be given each member of the Board, by email addressed to the last known email address of each member, at least five (5) days before any such meeting; provided, however, that any required notice of a meeting of the Board need not be given to any Board member who signs a waiver of notice either before or after the Board meeting. No notice shall be required to be provided to the members of the Board with respect to Board meetings held in conjunction with the annual meeting of members, other than such notice as they would be entitled to receive based upon their status as a member of the Association.

7.10. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is present, the affirmative vote of a majority of those present shall be the Board's act. If a quorum is not present, the members present may adjourn the meeting from time to time without further notice.

7.11. Powers and Duties. Without limiting its general powers, the Board shall have the following additional powers:

a. *Power to Fill Vacancies*. Any vacancy occurring in the Board of this Association may be filled by an affirmative vote of a majority of members of the Board. A director or officer appointed to fill such a vacancy shall serve only for the unexpired term of the predecessor in office. Such vacancies shall be filled by the Board not more than (60) days after the vacancy occurs.

b. *Removal from Office*. Any director or officer of the Association may be removed by an affirmative vote of a majority of members of the Board whenever in its judgment the best interests of the Association would be served; provided, however, the Board shall remove any officer or director who moves out of state or ceases to do business in the state or ceases to represent an Association member.

c. *Compensation*. Neither the directors, nor any of the officers, shall be compensated for their service although the Board may determine to reimburse reasonable expenses incurred on behalf of the Association.

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d. *Other Powers.* The Board shall have any and all additional powers deemed necessary by the Board for carrying out the management of the Association provided such powers are deemed consistent with the provisions herein.

e. *Manner of Acting.* The act of the majority of the Board members present at a Board meeting at which a quorum is present shall constitute the act of the Board unless the act of a greater number is required by law or by these Bylaws. Action taken by a mail (or email) ballot or facsimile transmission of the members of the Board in which at least five (5) of such Board members indicate in writing their agreement, shall constitute a valid action of the Board, if so reported at the next regular or special Board meeting.

f. *Goal.* In its appointment of officers, the Board will endeavor to have the office of the President alternate from year to year between a person representing the agents, a person representing the underwriters, and a person representing the abstractors.

7.12. Resignation. Any member of the Board may resign from the Board by filing a written resignation with the Executive Director of the Association. If there is no Executive Director, then written resignation shall be submitted to the President.

7.13. Awards. The Title Person of the Year Award, Professional Excellence Award, and Volunteer of the Year Award may be given to any individual member in good standing who has shown leadership and outstanding service to the Association and the industry. Each year the Board, in its sole discretion, shall determine whether any of the awards should be given and if so, who shall receive the awards. Nominations may be submitted by any member in writing to the Board by April 1 each year. The Board shall make its determinations at a duly called Board meeting held after that date.

7.14. Right to Attend. All members of the Association or their representatives may attend all meetings of the Board except at the discretion of the Board and the best interests of the Association. However, the right to attend meetings does not include the right to participate in discussions or deliberations of the Board unless such privilege is expressly granted by the President or by the member of the Board acting in the capacity of the President. No notice of any meeting of the Board shall be required to be sent to any member of the Association who is not otherwise entitled to such notice.

**8. Executive Director.**

The Board may, in its discretion, appoint an Executive Director of the Association, who shall work under the direction of the Board. The term of the Executive Director so appointed shall be fixed by an affirmative vote of a majority of members of the Board. The Executive Director of the Association shall have the following duties: (a) attend all meetings of the Board; (b) keep and maintain the minutes of the meetings of members and of the Board in one or more books provided for that purpose and shall see that all notices are given in accordance with the provisions of these Bylaws; (c) be the custodian of the corporate records; (d) keep a register of the post office address and email address

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of each member of the Association as furnished by the member; (e) oversee the preparation of the budget and daily finances; and (f) perform other duties as may from time to time be assigned by the President or the Board of Directors. The Board may remove the Executive Director from office any time with the approval of a majority of the members of the Board sitting in regular or special meeting called for that purpose.

## 9. **Committees.**

9.01. Committees. The Association shall have four (4) standing committees, which shall be: Conference, Education, Legislation, and Membership. The Board may from time to time establish such special committees as the Board may deem appropriate and advisable. At least one director shall participate as a member of each standing committee, as assigned or designated upon by a majority of the Board. The Executive Director, if appointed, shall serve as an ex officio member on all standing committees.

9.02. Committee Chair. The Board shall appoint the chair of each standing committee. The chair of any special committee shall be elected by a majority of the committee members unless appointed by the Board.

9.03. Committee Members. The chair of each standing or special committee shall choose its members; provided, however, each standing committee shall be composed primarily of individuals other than officers and members of the Board of the Association and each member of the Board on each standing committee shall report to the Board as to the actions of the committee of which he is a member. No person who is not a dues paying member shall be eligible to serve on a committee; provided, however, that (a) not more than two persons from a single family of companies (including all entities, subsidiaries, and affiliates within that single family of companies) may serve on any one committee at any one time, except with the approval of the Board, and (b) not more than one-third of any committee shall consist of Associate members, nor may an associate member serve as Chair of a committee, unless approved by the Board. The President shall also have the authority to remove, for cause, any member of any committee from membership thereon, subject to the approval of a majority of the Board. Notwithstanding the foregoing, the Real Property Section of The Mississippi Bar may appoint one (1) member of its executive committee to serve as an ex-officio member the Legislative Committee.

9.04. Reports. The chair of any such committee shall maintain complete and accurate records of the committee's actions and undertakings. The chair of each such committee shall provide a report to the Board at the next regularly scheduled meeting of the Board.

9.05. Meetings. Each committee shall meet from time to time at the call of the Chair. A meeting may be held by telephone conference, provided that each member is given notice by personal delivery, by mail, or by other mode of electronic transmittal of the time when such telephone conference shall be held.

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9.06. Termination. In the event any committee established under the terms of these Bylaws shall become unnecessary or ineffective in carrying out the objectives and purposes of the Association, the Board may, by an affirmative majority vote, terminate the existence of such committee.

## 10. **Procedures Involving Grievances.**

10.01. Complaints. Complaints against members of the Association alleging misconduct in their relations with the general public, the Association, or its members, shall be in writing and signed by the complaining party and shall state plainly the complaint. They shall be filed at the principal office of the Association and referred to the Board. The complained-of member(s) shall be given a copy of the complaint and have thirty (30) days to answer it in writing. The member shall cooperate with the Board and, on request, shall disclose pertinent, but not privileged, facts and records germane to the investigation.

10.02. Hearing. At a time and place designated by it, the Board shall hold a hearing on the complaint. At the hearing, the complainant and the complained-of member may appear personally and with or by counsel. Nevertheless, if, after the preliminary investigation, the Board deems the complaint groundless, it may dismiss it.

10.03. Referral. The Board shall have the right to refer a complaint to the complained-of member's affiliated association and request an investigation and report or to work concurrently with a similar committee of the affiliated association, provided however, that any referral to an affiliated association may be withdrawn if its investigation and report are not completed within three (3) months.

10.04. Judgment. The Board, after reviewing its findings and recommendations, may find that the complained-of member engaged in misconduct and, on the basis of such a finding, may adjudge that the member be censured, suspended, or expelled from the Association. No censure, suspension, or expulsion shall occur, however, except by an affirmative vote of a super-majority of the members of the Board. The decision of the Board shall be put in writing, and a copy shall be given to the complainant and the complained-of member.

10.05. Appeal. Any decision of the Board suspending or expelling a member shall be final and shall become effective according to its terms unless, within thirty (30) 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 discussion of the Board shall be held in abeyance pending determination of the appeal at the next annual meeting. Upon appeal, the decision of the Board shall be affirmed or reversed by a majority vote of the Agent, Underwriter, and Abstractor members present and voting at the annual meeting.

10.06. Communications. All communications, notices, or pleadings by or from a party to a grievance proceeding shall be sent by certified or registered mail to the Association at its principal place of business. All notices or communications by or from the Association to a party to the proceeding shall be sent by certified or registered mail to the principal office of the party as last entered upon the records of the Association.

**11. Order of Business.**

Robert's Rules of Order shall be recognized as the authority governing all meetings of the members of the Association, as well as the Board, the Articles of Incorporation and these Bylaws.

**12. Indemnity.**

12.01. Indemnity. Any person who was or is threatened to be made a party to any threatened, pending or completed cause of action suit, or proceeding, whether civil, criminal, administrative, or investigative (other than a suit by or in the right of the Association) by reason of being a director, officer, employee, or agent of the Association, shall be indemnified by the Association for expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such cause of action, suit, or proceeding if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

12.02. Further Indemnity. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed cause of action or suit by or in the right of the Association to procure a judgment in its favor by reason of being a director, officer, employee, or agent of the Association shall be indemnified by the Association against expenses (including reasonable attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of this duty to the Association unless, and only to the extent that, the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

12.03. Board Determination. Any indemnification under sections 1 and 2 (unless otherwise ordered by a court of competent jurisdiction) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, trustee or agent is proper in the circumstances because the applicable standard of conduct has been met. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel

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in a written opinion. Notwithstanding the foregoing, to the extent that a director, officer, employee, or agent of the Association has been successful on the merits, or otherwise, in defense of any action, suit or proceeding referred to in such sections, or in the defense of any claim, issue, or matter therein, such person shall, in any event, be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred in connection therewith.

12.04. Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association before the final disposition of such action, suit, or proceeding. Such expenses may be authorized by the Board in a specific case only upon receipt by the Association of an undertaking by or on behalf of the director, officer, employee, or agent to repay any such amount unless it shall ultimately be determined that such person is entitled to be indemnified in such amount by the Association.

12.05. Other Indemnification. The indemnification provided by this Article shall not be determined exclusive of any other rights to which those seeking indemnification may be entitled by any law of the State of Mississippi, by law, agreement, vote or stockholders or disinterested directors, or otherwise, both as to action taken in an official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee, or agent and such rights shall inure to the benefit of such person's heirs, executors and administrators.

**13. Amendment and Repeal.**

13.01. Amendment. Except as otherwise provided, these Bylaws may be amended or repealed by affirmative vote of two thirds (2/3) vote of the Agent, Underwriter, and Abstractor members present and entitled to vote at any annual meeting of the membership or at a special meeting called for that purpose.

13.02. Notice. Any proposed amendment by the membership shall be submitted in writing to the President at least seventy (70) days before the date of said meeting and shall be a part of the notice of meeting prescribed herein.

13.03. Board Amendment. Articles 4, 5, 9, 10, 11, 15, and 16 may be amended or repealed by affirmative vote of a majority of the members of the Board. Any proposed amendment to one of those articles shall be submitted in writing to the President at least thirty (30) days before any regularly scheduled Board meeting and shall be a part of the notice prescribed for such meeting.

**14. Gender and Usage.**

Whenever any words are used in these Bylaws in the masculine gender, they shall be construed as though they were also used in the feminine gender in all cases and where any words are used in the singular form they shall also be construed as though they were also used in the plural form in all cases where they would so apply.

**15. Fiscal Year and Audits.**

The fiscal year of the Association shall be from January 1 to December 31 of each year. The Treasurer or Executive Director, if any, shall keep appropriate books and financial statements and submit them to the certified public accountant for the Association for audit and accounting purposes.

**16. Code of Ethics.**

All members shall be subject to the Association's Code of Ethics and Standards of Conduct, a copy of which is attached hereto as Exhibit B and incorporated herein by reference (the "Code of Ethics"). Any member who pays membership dues agrees to be bound by the Code of Ethics, and any sanctions for violations thereof as provided by these Bylaws or as otherwise established by the Board or by the Association.

**[Certificate of Adoption of Bylaws to Follow]**

### CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned, being all the persons elected to the Board of Directors of the Land Title Association of Mississippi, a Mississippi non-profit corporation (the "Association"), hereby consent to the foregoing Bylaws, and adopt the same as the Bylaws of the Association.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Adoption of Bylaws on the date shown opposite each signature, which may be signed in counterparts including faxed or electronic copies of such counterparts but made effective for all purposes as of September 15, 2018.

Date: 11/12/2018 3:20:31 PM PST

DocuSigned by:  
*Debbie Horn*  
73898549AE8749E...  
**Debbie Horn, Director**

Date: 11/14/2018 9:50:47 AM PST

DocuSigned by:  
*Cory Williamson*  
230D072372414A1...  
**Cory Williamson, Director**

Date: 11/8/2018 8:40:18 AM PST

DocuSigned by:  
*Neill Bryant*  
27ABD369579C4E2...  
**Neill Bryant, Director**

Date: 11/12/2018 7:21:26 AM PST

DocuSigned by:  
*Andrew Marion*  
6ABEA65744C64FD...  
**Andrew Marion, Director**

Date: 11/8/2018 8:46:50 AM PST

DocuSigned by:  
*Kenneth Farmer*  
42B73F348C4D447...  
**Kenneth Farmer, Director**

Date: 11/14/2018 11:15:10 AM PST

DocuSigned by:  
*Danny Crotwell*  
D258BFB9B1A5441...  
**Danny Crotwell, Director**

Date: 11/25/2018 11:59:02 AM PST

DocuSigned by:  
*Roy Perilloux*  
05B5A6228EB4403...  
**Roy Perilloux, Director**

Date: 11/14/2018 12:52:40 PM PST

DocuSigned by:  
*Sean Culhane*  
C937590ADB50410...  
**Sean Culhane, Director**

**EXHIBIT A**  
**REGION MAP**



## EXHIBIT B

### CODE OF ETHICS

Under all is the land. The American way of life depends in large part upon the foundation of real estate and the land title record systems developed over the years to both facilitate real estate transactions and provide reliable protection of all the data required to support those transactions.

The methods, acts or practices set forth herein shall be the ethics and standards of conduct governing the activities of all Association members. The failure to comply with said ethics and standards shall constitute grounds for denial, suspension or revocation of membership. Members shall:

A. Offer professional services with integrity and refrain from engaging in any discriminatory practices prohibited by law in the conduct of their business.

B. Comply with every law, rule, regulation or ordinance of the United States Government or any state or any of its political subdivisions or any agency thereof relating to the land title industry.

C. Perform their duties in an honest, ethical and fair manner without engaging in any unfair or deceptive acts or practices.

D. Maintain the highest standards of business conduct and refrain from engaging in any practices detrimental to the public interest and the continued integrity and stability of the land title industry.

E. Exercise the highest standards of fidelity in the handling money or property held on behalf of others in a prudent, identifiable manner and transfer it only for the purposes intended.

F. Refrain from splitting fees, accepting or paying referral fees prohibited by law.

G. Use discretion and act in a manner that protects the confidentiality of all information received throughout a real estate transaction.

H. Promptly disclose any financial or other conflicts of interest.

I. Refrain from making any material misstatement in the Application for membership or any information furnished to the Association.

J. Refrain from making any material misstatement in the Application for a License or in any information furnished to the Department of Insurance or any other governmental agency.

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K. Provide proper training and instruction for all employees to maintain professional competence.

L. Support legislation both in Mississippi and throughout the country which is in the public interest and will unburden real estate from unnecessary restrictions and restraints on alienation.

M. Work to ensure better public understanding of the land title industry.

N. Refrain from causing to be published any advertising which is misleading or inaccurate in any material manner.

O. Refrain from using the name and/or logo of the Association without first submitting a sample copy to the Board of Directors.

Any matter regarding an alleged violation of the principles set forth in this Code of Ethics may be submitted to the Board of Directors of the Association.