

BYLAWS  
OF  
INDEPENDENT TITLE AGENTS OF TEXAS

ARTICLE ONE

NAME AND LOCATION

1.01 The name of this Association shall be the INDEPENDENT TITLE AGENTS OF TEXAS and is referred to hereafter as "the Association" or "ITAT".

1.02 The principal office of this association shall be located at Beaumont, Texas, or such other place as the Board of Directors may from time to time designate.

ARTICLE TWO

PURPOSE

2.01 The purposes of the Association are:

- a) To provide a forum where Independent Abstractors and Title Agents can meet and discuss items of common interest to their business.
- b) To educate members and other interested Independent Abstractors and Title Agents in modern techniques of the abstract and title business in present situations.
- c) To foster cooperation amongst Independent Abstractors and Title Agents, the Texas Land Title Association, the Texas Department of Insurance, and the Texas House and Senate.

ARTICLE THREE

MEMBERSHIP AND DUES

3.01 Regular members of the Association shall be those duly licensed Abstractor and/or Title Agents in Texas who are "independent" in the sense that no part of them is owned or controlled by any Title Insurance Underwriter, affiliate of any Title Insurance Underwriter and who have paid their annual dues before default.

3.02 Membership dues for Regular members shall be \$250.00 per year or as determined by the Board of Directors. The fiscal year shall be the calendar year (January 1 -December 31).

3.03 Associate Members of the Association shall be any person or firm interested or involved in the business of abstracting or title insurance, who has been accepted by vote of the Association, the Board of Directors or the Executive Committee and has paid the established annual Associate Membership dues.

3.04 Honorary Members of the Association shall be any present or former Abstractor or Title Agent, who has been accepted by vote of the Association. Honorary Members shall receive an Honorary Membership Certificate acknowledging their award signed by the President and attested by the Secretary of the Association. Potential Honorary Members shall be proposed to

the Executive Secretary of the Association no later than 90 days prior to the Association's Annual Meeting.

3.05 Suspension, Termination, Reinstatement and Transfer of Membership shall be accomplished in the following manner:

- a) Any member may be dropped by a majority vote of the Board of Directors for non-payment of dues.
- b) Any member may be suspended or expelled from the Association, if, in the opinion of the Board of Directors, as evidenced by a majority vote of such members of the Board as are present at any meeting that may vote upon the matter, it shall be considered desirable or in the best interest of the Association or its members that the member be suspended or expelled. Such action shall only be taken upon a complaint in writing, signed by at least one person (who need not be a member). The accused member shall have the right in every instance to a copy of the complaint and an opportunity to face the accuser and make such response as the accused member shall desire. The accused member shall have the right to employ and be represented by counsel and shall be advised of such right in writing prior to any other action being taken upon said complaint.
- c) A vote of two-thirds (2/3) of the entire Board of Directors shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this Section.

#### ARTICLE FOUR

##### OFFICERS

4.01 The officers of the Association enumerated below shall be elected during the Annual Meeting of the Association during the Annual Conference of the Texas Land Title Association as noticed in the Schedule of Events of the Conference and shall take office immediately following election and shall hold office for a term of one (1) year from the date of election or until their successors are elected and duly qualified:

- a) President: shall be the chief officer of the Association and shall preside at its meetings and those of the Board of Directors. He shall be the official spokesman of the Association in matters of public policy. He shall appoint all committees, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office.
- b) Vice President: who shall, in the absence of the President or upon his direction, perform the duties of the President.
- c) Secretary/Treasurer: Causes the Minutes of all of the Association, Board of Director and Executive Committee meetings to be kept and presented for approval at the next following appropriate meeting. Responsible for official correspondence of the Association. Maintains the official membership and address lists of the Association. In the event of a vacancy in the office of Secretary/Treasurer, the Committee may appoint an Interim Secretary to act temporarily.
- d) Executive Secretary: to be employed by the society, under the direction of the Board of Directors and the supervision of the Secretary/Treasurer, at a salary to be determined by the Board of Directors.

4.02 The duties of the Executive Secretary of the Association shall be:

- a) to supervise the entire staff and perform such other duties as may be delegated to him/her by the Board of Directors or the President;
- b) to foster communication between the Association and its members;
- c) to cause the financial books of the Association to be audited biannually, or upon such occasions as the Board of Directors may deem appropriate;
- d) to advise the elected officers of the Association in the performance of their duties.

4.03 There shall be an Executive Committee of the Board of Directors of the Association consisting of: the President, Vice President, Secretary/Treasurer and the Immediate Past President.

4.04 The duties of the Executive Committee of the Association shall be:

- a) to act for the Board of Directors in the interim between Regular and Called meetings of the Board of Directors;
- b) to generally monitor and oversee the Annual Plan of Work of the Association;
- c) to select and direct the affairs of an Executive Secretary with Board approval.

## ARTICLE FIVE

### COMMITTEES

5.01 Standing Committees of the Association and their Chairpersons shall be:

Budget Committee:	Secretary/Treasurer
Bylaws Committee:	To be appointed by the President
Legislative Committee:	To be appointed by the President
Membership Committee:	To be appointed by the President
Program Committee:	To be appointed by the President
Public Information Committee:	To be appointed by the President

Each committee shall be selected by the President after consulting with the Chairperson and shall represent a cross section of the Association.

The Budget Committee shall have the responsibility for the development and submission of an annual budget for approval by the Board of Directors.

The Bylaws Committee shall have the responsibility for ensuring that the Bylaws of the Association are kept current and shall provide an interpretation of the Bylaws, as needed.

The Legislative Committee shall be responsible for updating the Board of Directors on local, state and national legislative matters of concern to the industry and recommending participation as deemed appropriate.

The Membership Committee shall have the responsibility for the recruitment and retention of members for the Association.

The Program Committee shall have the responsibility of coordinating the meetings and arranging for programs appropriate to the stated goals of the Association, and may, at the discretion of the President, be combined with another committee.

The Public Information Committee shall have the responsibility for the proper dissemination of information regarding the activities of the Association, and shall oversee the publication of the Association's newsletter.

5.02 Special Committees. The President may create such other committees as deemed appropriate to the purposes and activities of the Association and shall appoint the chairperson of such committees.

5.03 Committee Meetings. The chairperson shall call all committee meetings. Committee action shall require the approval of a majority of the members present at a meeting.

5.04 A quorum of all committees shall consist of those members present, so long as at least three (3) members are present.

## ARTICLE SIX

### MEETINGS AND QUORUM

6.01 There shall be a Mandatory Annual Meeting of the Association, Board of Directors and Executive Committee held during the TLTA Annual Conference. Notice of this meeting shall be given in the Texas Land Title Association notice of their annual conference; or, in the event that is not done, then by the Executive Secretary of the Association.

6.02 Regular Meetings of the Board of Directors and the Executive Committee shall be held in conjunction with the regularly scheduled and called meetings of the Board of Directors of the Texas Land Title Association and at regional seminars.

6.03 Special Meetings of the membership of the Association may be called at any time by the President or two (2) of the Board of Directors. Notice shall be given of the date, hour and place of all meetings in writing to each member five (5) days in advance. This notice shall be mailed, faxed or emailed.

#### 6.04 Quorums and Proxies

- a) A quorum of any meeting of the Association shall consist of those members present, so long as at least three (3) elective officers are present;
- b) A quorum of the Board of Directors shall consist of not less than one-half (1/2) of its members;
- c) Written proxies are permissible for all meetings;
- d) Any Texas duly licensed Abstractor or Title Agent is eligible to attend and speak at any meeting of the Association; however, such Abstractor or Title Agent shall not have a vote until he/she attains Regular Membership status through payment of dues.

## ARTICLE SEVEN

### ELECTIONS

7.01 The Nominating Committee shall be appointed by the President, and shall:

- a) Solicit and consider the recommendations of the membership as to candidates for each office and directorship to be filled, and make its report at the Annual Meeting.

7.02 Additional Nominations may be made from the floor, provided the nominee has consented to his nomination and has agreed to serve if elected.

7.03 Acceptance of Report of the Nominating Committee by the membership shall constitute election of the Officers and Directors so nominated.

7.04 If additional nominations are made from the floor, a vote shall be taken and, except as provided in Section 5, the candidate receiving the most votes for one office shall be considered elected.

7.05 In the event more than two (2) candidates are nominated for any one office, a majority of the members voting shall be necessary to elect. In the event such majority is not obtained, then a second vote shall be taken upon the two (2) leading candidates.

## ARTICLE EIGHT

### LIABILITY LIMITATION AND INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES

8.01 Liability Limitation. A Director is not liable to the Association or its members for monetary damages for an act or omission in his/her capacity, as a director, except for: a breach in the director's duty of loyalty to the Association or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which the director received an improper benefit whether or not the benefit resulted from an action taken within the scope of the director's office; or an act or omission for which liability of the director is expressly provided for by statute.

8.02 Indemnification. Every officer, director and employee of the ITAT shall be indemnified by the ITAT against all expenses and liabilities including counsel fees reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved by reason of being or having been in such a position, or any settlement thereof whether the person is in such position at the time such expenses are incurred. Such indemnification shall apply, except in such cases wherein the officer, director or employee commits a breach of duty of loyalty to the Association or its members, an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which is received an improper benefit, whether or not the benefit from an action taken within the scope of their office or position; an act or omission for which liability is expressly provided for by statute; or an act related to an unlawful payment of a dividend; or is finally adjudged liable, by due legal process, of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other right to which such position may be entitled.

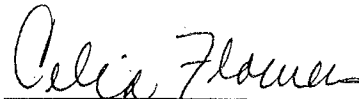
## ARTICLE NINE

### AMENDMENTS


9.01 These Bylaws may be amended only after written notice of such proposed changes have been submitted to the Association membership at least two (2) weeks prior to the meeting at which they are to be considered, and then only upon favorable vote of two-thirds (2/3) of those Association members present and voting. If these Bylaws are to be amended at the Mandatory Annual Meeting of the Association, then written notice to each member is required to be given in addition to the standard notice of such meeting in the notice of the annual conference of the Texas Land Title Association.

These Bylaws shall become effective upon the approval of the Board of Directors and shall be dated accordingly.

The above and foregoing Bylaws of INDEPENDENT TITLE AGENTS OF TEXAS, were unanimously adopted by all Directors present at the organizational meeting of the Directors held at the annual meeting of the Directors held at the Westin Riverwalk in San Antonio, on June 6, 2008.

  
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Celia Flowers, President

ATTEST:

  
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G. Austin Dishman, Secretary-Treasurer