

OHIO ASSOCIATION OF INDEPENDENT TITLE AGENTS

“OAITA”

BYLAWS

These second amended bylaws of the Ohio Association of Independent Title Agents were originally created on May 18, 2008, and the first amended form was ratified by the Trustees of the OAITA by vote held on January 30, 2009. The bylaws were amended a second time on July 27, 2010 and ratified by vote on July 27, 2010, and a third time on October 19, 2011, and ratified by vote on October 19, 2011.

I. Article One

A. Name

1. The name of the association shall be: “OHIO ASSOCIATION OF INDEPENDENT TITLE AGENTS”.

II. Article Two

A. Objects and Purposes

1. The objects and purposes of the Association are these:
 - a. To promote the general welfare of independent title agents in Ohio.
 - b. To promote change in the title insurance industry through political action, industry education and policy modification.
 - c. To promote the goals of independence in the abstract and title insurance industry.
 - d. To educate consumers about the role of the independent title insurance agent in real estate transactions.
 - e. To uphold the high standards and integrity of the title insurance process.

B. Exempt Purpose

1. OAITA is organized exclusively for purposes under section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to charitable and educational activities and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.
3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

III. Article Three

A. Emblem and Usage

1. The Association may adopt an emblem and seal at the discretion of the Board of Trustees.
2. Only members in good standing shall be entitled to use or display the emblem of this Association.

IV. Article Four

A. Fiscal Period

1. The fiscal year of the Association shall be the period commencing December 1st and ending November 30th.

V. Article Five

A. Membership

1. Classes of Membership: There shall be four classes of membership, designated as Active and Independent Associate, CBA Associate and Underwriter Associate.
 - a. Active: Any individual, sole proprietorship, partnership, corporation, or other business entity, including any employee, who is legally qualified to engage in the business of land title evidencing or insuring as an abstractor, who is not affiliated with a bank, mortgage broker, builder or real estate company, 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 Active membership in the Association.
 - b. Associate: Associate membership shall be limited to those not qualified for Active membership. Associate membership shall be available to any individual, sole proprietorship, partnership, corporation, or other business entity engaged in providing services related to the land title industry as defined by the Board, including but not limited to, banks, mortgage brokers, loan originators, real estate brokers, real estate agents, surveyors, appraisers, abstractors, examiners, notaries, and other real-estate related professions. Associate members shall have no voting rights and shall not be permitted to hold office or serve as Trustee.
 - c. Underwriter: Underwriter associate membership shall be limited to those title insurance underwriters and their employees who are not independent title insurance agents or CBA title insurance agents and whose total title insurance agency and/or title insurance agent base consists of no less than 90% independent title insurance agencies and/or agents. Underwriter membership shall be available to any individual, sole proprietorship, partnership, corporation, or other business entity engaged in providing services related to the land title industry as a title insurance underwriter and as defined by the Board. An Underwriter may hold office as Trustee and Officer subject to the rules as determined by the Board.
 - d. Dues:
 - a. Dues shall be fixed by the Board on an annual basis in consultation with the Membership Committee.

B. Application

1. Any corporation, partnership, association or individual desiring to become an active member of the Association shall make an application on a form prescribed by the Board of Trustees for such membership. Such applicant shall be required to produce the name of a reference and produce such additional information as requested by the Board of Trustees. The Board of Trustees shall make diligent inquiry upon the application and shall not approve same until it is assured that the applicant has satisfactorily responded to the questions contained in the application and has pledged to adhere to the Code of Ethics of the Association and agrees to be bound the Bylaws of the Association.

C. Admission

1. An applicant for admission may be admitted to the Association when a majority of the Board of Trustees has reviewed and approved the application.

D. Termination

1. The Board of Trustees, by an affirmative and unanimous vote of its members may terminate the membership of any member in the Association for any reason whatsoever; including, but not limited to:
 - a. Default in payment of dues;
 - b. Suspension or revocation of licensure with Ohio Department of Insurance;
 - c. Misconduct in the handling of escrow funds;
 - d. Misconduct in relations with the general public, the Association or its members;
 - e. Violation of the Code of Ethics established by the Association for governing the conduct of its members, as established herein.

E. Resignation

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

F. Transfer of Membership

1. Membership in the Association is not transferable or assignable.

G. Divestment of Property Interest

1. No member shall have or acquire any right, title or interest, whether legal or equitable, in any of the property of the Association.

VI. Rights Incident to Membership

A. Voting

1. Each active member or Underwriter Associate shall be entitled to cast one (1) vote at a membership meeting. When more than one (1) person representing a corporate or partnership member attends a meeting, one (1) shall be designated as the person to cast any vote, upon the request of the Association.

B. Publications

1. Each active member shall be entitled to a listing in the Membership Directory which shall be kept private unless otherwise authorized by the Board of Trustees and be entitled to a subscription to the Association's publications and other benefits in the discretion of the Board of Trustees.

VII. Dues

A. Annual Dues

1. The Board of Trustees may determine from time to time the amount of an initial fee, annual dues, and special assessments payable to the Association by members.
 - a. The Board may, in the exercise of its discretion pursuant to this section, determine rate discounts to

accommodate membership in any other local, state, regional or national title association that comport with the goals and philosophies of this organization, including but not limited to, the National Association of Independent Land Title Agents (NAILTA).

B. Payment of Dues

1. Dues and assessments shall be payable as determined by the Board of Trustees.

C. Notice of Default

1. A member's failure to pay dues within sixty (60) days of the due date shall immediately require a Notice of Default to be mailed to said member.

D. Non-payment of Dues

1. Membership of any member who has not paid his dues within thirty (30) days after Notice of Default has been mailed will be terminated without further action.

VIII. Meetings

A. Place and Time

1. All meetings of the members of this Association shall be held at such time and place as determined by the Board of Trustees.

B. Annual Meeting

1. An annual meeting of the members of the Association shall be held per the discretion of the Board of Trustees.

C. Special Meeting

1. Special meetings of the active members of the Association may be called by the President, a majority of the Board of Trustees or by written petition of not less than 1/10 of the active members in good standing of this Association.

D. Notice of Meeting

1. Written or printed notices stating the place, day and hour of any meeting of members shall be delivered to each member of the Association not less than ten (10) days nor more than sixty (60) days before the date of such meeting.

E. Trustee Meeting

1. The Board of Trustees shall organize and hold meetings of the Board at any time with notice to the Board at their discretion without the consent of the active members of the Association.

IX. Officers and Duties

A. Officers

1. The officers of this Association shall be a President, Vice-President, Secretary and Treasurer.

B. Election and Term of Office

1. Each officer shall be elected to serve staggered terms by the active members of the Association at the regular annual meeting of the active members of the Association and shall assume their office upon installation but in no event later than the adjournment of the regular annual meeting.
 - a. The office of President shall serve for a term of two (2) years with the term commencing immediately. In order to accommodate a staggered term, the first election for this office will occur in 2010.
 - b. The office of Vice President shall serve for a term of two (2) years. In order to accommodate a staggered term, the first election for this office will not occur until the 2011 calendar year.
 - c. The office of Secretary shall serve for a term of one (1) year. In order to accommodate a staggered term, the first election for this office will occur in 2009.
 - d. The office of Treasurer shall serve for a term of one (1) year. In order to accommodate a staggered term, the first election for this office will occur in 2010.

- e. At-large Trustees shall serve for a term of one (1) year. In order to accommodate a staggered term, the first election for this position will occur in 2009.

C. Duties of President

1. The President shall be the Chief Executive Officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and shall act as Chairman of the Board of Trustees. The President with the advice of the Board of Trustees, shall name all members of committees who unless otherwise provided for in these Bylaws shall serve until their successors are named and designated. The President shall be an Ex Officio member of all committees. The President may designate any such other committees as in his or her discretion is required for the performance of his or her duties.

D. Duties of Vice President

1. The Vice President shall act as the first assistance to the President of the Association and shall aid the President in the performance of his or her duties hereunder. Upon the death, resignation or removal of the President and pursuant to the Bylaws the Vice President shall succeed with full power to the office of President for the remainder of the term.

E. Duties of Secretary and Treasurer

1. The Secretary shall keep the minutes of the meeting of the members, of the Board of Trustees by one or more books, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the Association's records and its Seal and see that said Seal is affixed to all documents; keep and maintain a register of the address of each 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.
2. The Treasurer is responsible for the custody of all funds and securities of the Association, shall 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 of Trustees.

X. Board of Trustees

A. General Powers

1. The affairs of the Association shall be managed by the Board of Trustees elected from the active members of the Association.

B. The Board of Trustees

1. The Board of Trustees shall be comprised of the President, Vice President, Secretary, Treasurer and three (3) at-large Trustee for a total of up to seven (7) trustees.
2. Any active member and any one (1) Underwriter Associate are eligible to serve as Trustee provided that not more than one (1) person from a single agency may serve as an at-large Trustee on the Board at any one time.
3. The Board of Trustees may meet independently of the Annual Meeting.
4. Notice of any Board meetings shall be provided in writing to each member of the Board at least ten (10) days prior to the meeting.
5. An at-large Trustee shall be elected by a vote of the Active Membership at the annual meeting and shall serve for a term of one (1) year.
6. Powers and Duties
 - a. The Board shall have the power to fill any vacancy occurring in the Board of Trustees and any vacancy occurring in the Officer Personnel of this Association by an affirmative vote of all Board members. The Board shall have the power to remove any elected officer or appointed officer of the Association by an affirmative vote of all Board members whenever in its judgment the best interests of the Association would be served.
 - b. The Board shall have any and all additional powers deemed necessary by the Board of Trustees for carrying out the management of the Association so long as those powers are deemed consistent with the provisions hereto.

- c. Board members shall make every reasonable effort to attend organization-scheduled events, including bi-monthly Board meetings. If any Board member shall be absent for three consecutive Board meetings without a reasonable excuse as to the reasons for the absence, said Board member shall be excused from the Board and all rights and privileges thereto shall be terminated immediately. The remaining Board members shall exercise their power pursuant to Section 6(a) herein to fill any vacancy. If the Board wishes to suspend the automatic nature of this rule, the remaining Board members must vote unanimously to suspend. Otherwise, the absent Board member shall be automatically excused without further action required on the part of the remaining Board members.

XI. Grievances

A. Complaints

1. Complaints against members of the Association alleging misconduct in their relations with the general public, the Association, or its members, including violations of the Code of Ethics of the Association, 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 a copy shall be provided to the complained-of member with thirty (30) days to answer it in writing by providing a copy to the Association.
2. The Board of Trustees shall hold a hearing on the complaint within thirty (30) days of the expiration of the complained-of member's response time. At the hearing, the complainant and the complained-of member may appear personally and with or by counsel. Nevertheless, if, after preliminary investigation, the Board of Trustees deems the complaint groundless, it may dismiss it.
3. After an investigation by the Board of Trustees and a hearing on the complaint, the Board of Trustees' findings, based upon a preponderance of the evidence, recommendations and a decision shall be submitted in writing promptly to the complained-of member and the complainant.
4. The Board may find that the complained-of member engaged in misconduct or violated the Code of Ethics and, on that

basis, may adjudge that the member be censured, suspended, or expelled from the Association. No censure, suspension or expulsion shall occur, however, without the affirmative unanimous vote of the Board.

5. 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 decision of the Board shall be held in abeyance pending determination of the appeal by the membership. Upon appeal, the decision of the Board shall be affirmed or reversed by a majority vote of the members present and voting at any meeting.

XII. Indemnity

- A. 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 suit, or proceeding, whether civil, criminal, administrative, or investigative (other than a suit by or in the right of the Association) by reason of the fact that he is or was a director, officer, trustee, employee or agent of the Association, shall be indemnified by the Association for expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such cause of action, suit, or proceeding if he acted in good faith and in a manner he or she 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 his or her 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 in a manner which he or she 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 reasonable cause to believe that his or her conduct was unlawful.
- B. 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 his 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.

XIII. Dissolution

- A. Upon dissolution of the organization, any remaining assets held shall be held exclusively for exempt purposes, such as charitable, religious, educational and/or scientific purposes.
- B. The manner of dissolution shall be in accordance with Ohio Rev. Code § 1702.47.

XIV. Amendment and Repeal

- A. These provisions may be amended or repealed by an affirmative vote of 2/3rds vote of the active members present and entitled to vote at any meeting.
- B. Any proposed amendment by the active membership shall be submitted in writing to the President at least sixty (60) days before the date of said meeting.

XV. Code of Ethics

- A. Canons
 - 1. Members shall do nothing in their professional capacity that would create a conflict of interest between the business of title insurance and the business of their customers or create the appearance of impropriety in the conduct of their business.
 - 2. Members shall continuously endeavor to obtain and hold a reputation for honesty, integrity and avoid any circumstance in which the independence and autonomy of the title insurance agent may be questioned.
 - 3. Members shall support legislation throughout the country and/or private action within Ohio which is in the public interest and will unburden real estate from unnecessary restrictions and restraints on alienation so long as that legislation and/or private action preserves the sanctity and integrity of the title insurance agent and the title insurance industry as a whole.

4. Members shall support the organization and the development of those title associations that support the efforts of independent title insurance agents.
5. Members shall continue to issue abstracts of titles or policies of title insurance only after a complete and thorough investigation, founded upon adequate records and learned examination thereof, and shall otherwise so conduct their business that the needs of their customers shall be of paramount importance so long as those needs do not conflict with the role of an independent title insurance agent.
6. Members shall advocate for the preservation of the independent title insurance agent in Ohio and shall do all things legally necessary to ensure that prohibited persons do not act as agents for title insurance companies.

ADOPTED AND RATIFIED IN ALL RESPECT BY THE TRUSTEES, this ____ day of _____, 20__.

Douglas A. King, Esq.

Robert B. Holman

Kimberli Himmel

Robert H. Myers, Jr., Esq.

Steven J. Squeo