

**CONSTITUTION AND BY-LAWS  
OF THE WASHINGTON LAND TITLE ASSOCIATION**

As Amended June 17, 2021 [insert revision date]

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**CONSTITUTION AND BY-LAWS  
OF THE WASHINGTON LAND TITLE ASSOCIATION**

As Amended **[DRAFT AS OF] January 28, 2025**

**1.0 NAME**

The name of the Association shall be the “WASHINGTON LAND TITLE ASSOCIATION.” Its principle place of business shall be as designated from time to time by the Board of Directors.

**2.0 OBJECTS AND PURPOSES**

The objects and purposes of the Association shall be to promote sound and ethical business practices among its members; to provide for the collection, study and dissemination of information relating to problems of and improvements in land title evidence; to promote the safe and efficient transfer of ownership and interest in real property within the free enterprise system; to promote and encourage sound legislation affecting land titles; to recommend, prepare and encourage use of policy forms, endorsements and practices which will best serve the public interest; to do any and all things that may be incidental to, implied from or appropriate for the promotion and encouragement of these objects and purposes.

Neither the Association nor any member thereof shall engage in any act or enter into any agreement (a) whereby any person or entity is restrained from lawfully engaging in the business of title insurance in this state or (b) that is in violation of any law or regulation of the State of Washington.

**3.0 MEMBERSHIP**

Membership in the Association shall be as follows:

**3.1 CLASSES OF MEMBERSHIP**

Members of the Association shall be classified as Underwriter, Agent, Associate, Affiliate, Reciprocal and Honorary.

**3.2 UNDERWRITER MEMBER**

Any partnership, corporation, limited liability company or similar legal entity, or wholly owned subsidiary of such entity, holding a certificate of authority to guarantee or insure title to real property in the State of Washington is eligible for membership and can retain membership in the Association as an Underwriter member if said entity is legally engaged in the business of title insurance in the State of Washington, and writes title insurance policies of a title insurer (pursuant to Chapter 48.29 RCW as it may be amended), either directly or through a wholly owned subsidiary entity through its own office or offices in one (1) or more counties in the State of Washington.

An Underwriter member for purposes of this Constitution and By-~~Laws~~-laws also includes any entity which is more than fifty percent (50%) owned by an Underwriter or an Associate member, which other entity, if not for that fact, could otherwise qualify as an Agent member of the Association.

An entity that would qualify as an Underwriter member but

1. does not write policies directly or through a wholly owned subsidiary entity through its own office or offices in any county in the State of Washington, *and* either
2. writes title insurance policies through an Agent member of the Association, or
3. writes title insurance policies through an entity that would otherwise qualify as an Agent member, but which policy issuing entity is not a member of the Association,

may elect to be either an Underwriter member or an Associate member of the Association. However, an entity can qualify only as an Underwriter member if it writes policies directly or through a wholly owned subsidiary through its own office or offices in any county in the State of Washington.

### **3.3 AGENT MEMBER**

Any individual, partnership, corporation, limited liability company or similar legal entity or wholly owned subsidiary of such entity acting as a Title Insurance Agent (as defined in RCW 48.17.010(16) as it may be amended) and holding a Title Insurance Agent’s license from the Washington State Office of the Insurance Commissioner is eligible for membership and can retain membership in the Association as an Agent member if said entity is legally engaged in the title business in the State of Washington.

An Agent member for purposes of this Constitution and By-laws does not include an entity which is more than fifty percent (50%) owned by (a) an Underwriter or (b) an Associate member, which entity, if not for that fact, would otherwise qualify as an Agent member of the Association. Such an entity can only qualify as an Underwriter member of the Association.

### **3.4 ASSOCIATE MEMBER**

Any individual, partnership, corporation, limited liability company or similar legal entity regularly and generally engaged in the business of abstracting, certifying, guaranteeing or insuring title to real property in any state other than Washington, including as an agent of a title insurer, but that does not write policies of title insurance directly or through a wholly owned subsidiary of such entity through one (1) or more offices in any county in the State of Washington, is eligible to apply for and maintain membership in the Association as an Associate member.

An Associate member for purposes of these By-laws may include an entity for which another entity writes its policies of title insurance as an agent (whether or not such entity is an Agent member of the Association), or as a reinsurer or coinsurer, and which entity would otherwise qualify as a Underwriter member if it wrote such policies in its own name as provided for in the definition of Underwriter member in “Underwriter Member” in §3.2 above on page 4.

An Associate member for purposes of these By-laws does not include an entity that would otherwise qualify as an Underwriter or Agent member. Such entities are required to qualify first as either an Underwriter member if it meets the definition in “Underwriter Member” in §3.2 above on page 4, or as an Agent member of the Association if it meets the definition of Agent member in “Agent Member” in §3.3 above above.

An Associate member or partner, officer or other employee of an Associate member is not automatically qualified to be an officer or director of the Association or a committee chair of any committee constituted pursuant to these By-laws, in accordance with the provisions of “Officers,

Directors and Committees” in §7.0 below on page 16, but may, at the discretion of the Board of Directors, serve as a Director or as a committee chair or committee member.

### **3.5 AFFILIATE MEMBER**

Any individual, partnership, corporation, limited liability company or similar legal entity engaged in the business of a real estate related industry, including but not limited to the escrow or settlement closings, real estate construction, conveyancing, finance, law, sales, or surveying, or an individual, partnership, corporation, limited liability company or similar legal entity that is engaged in the business of supplying goods or services to such an entity, is eligible for and can maintain an Affiliate membership in the Association.

Affiliate membership is designed for the benefit of inter-industry education and communication on matters of common interest. Affiliate members may not hold office in the Association nor have voting privileges. An Affiliate member or a partner, officer or other employee of an Affiliate member may serve on any committee as a non-voting member at the discretion of the President or Board of Directors.

### **3.6 RECIPROCAL MEMBERS**

A Reciprocal member shall be any other association or similar entity in a related field, including other land title associations, escrow associations, surveyors’ associations or legal or professional associations, whether in this state or another state, that allows the Association to be a non-dues paying member of that association. Any other association that requires the Association to pay dues as a condition of membership in that association can apply for Affiliate membership in the Association.

A condition of reciprocal membership between the Association and another association shall be that the Reciprocal member confer upon members and employees of Underwriter, Agent and Affiliate members of the Association all member discounts for events offered directly by such Reciprocal member associations to its members. Similar member discounts for events offered by the Association shall be conferred upon individual members, or employees of members, of such qualifying Reciprocal associations.

### **3.7 HONORARY MEMBERS**

Honorary members shall be those individuals who have performed distinguished and meritorious service in furtherance of the objects of the Association.

### **3.8 QUALIFICATION OF UNDERWRITER AND AGENT MEMBERS**

An Underwriter and Agent member of the Association must agree to:

1. base its title evidence (other than, with respect to an Underwriter member, with respect to reinsurance or excess coinsurance in accordance with industry standards) in the State of Washington upon adequate examination of title in accordance with Chapter 48.29 RCW,
2. be legally engaged in the business of title insurance in the State of Washington and undertake to maintain financial integrity and provide competent services to the public according to the ethical standards set forth in the Code of Ethics of the American Land

Title Association and the Association, as they may be adopted from time to time, and who agree to be governed by the By-laws of the Association, and

3. qualify for each county in which it writes title insurance policies as an Underwriter or Agent member.

### **3.9 QUALIFICATION OF EMPLOYEES**

Any partner, officer or other employee of an Underwriter or Agent member is qualified to be an officer or director of the Association or a committee chair or member of any committee constituted pursuant to these By-Laws, in accordance with the provisions of “Officers, Directors and Committees” in §7.0 below on page 16.

### **3.10 ELECTION TO MEMBERSHIP**

There shall be two (2) methods for becoming a member of the Association.

#### **3.10.1 APPLICATION**

Any legal entity that is eligible for membership in the Association as an Underwriter, Agent, Associate, or Affiliate member may apply by filing with the Executive Director of the Association a written application for membership in the class for which the applicant is eligible. The Executive Director shall transmit the application with a recommendation thereon to the Board of Directors. Membership pursuant to such application shall be confirmed upon the approval by a majority of the Board of Directors, but may at the request of the President be referred to a Membership Committee which shall consider such application to determine whether the applicant meets the qualifications set forth in “Membership” in §3.0 above on page 4.

#### **3.10.2 HONORARY MEMBER**

The nomination of any person to Honorary membership may be made by the recommendation of any Underwriter or Agent member to the Board of Directors. The Board of Directors shall consider the nomination and the recommendation and take such action thereon as it deems proper. An affirmative majority vote of the members of the Board of Directors shall be deemed to approve such Honorary membership status.

### **3.11 GRANDFATHER CLAUSE**

Each member in good standing on the effective date of the adoption of these By-laws, against whom or which no grievance is then pending, shall be deemed as of said date to have met the qualifications for membership set forth in these By-laws. However, if appropriate, any member may at any time request official re-classification of membership in accordance with the definitions in “Membership” in §3.0 above on page 4, which shall be granted at the discretion of the Board of Directors.

### **3.12 TERMINATION OF MEMBERSHIP**

There shall be three (3) methods to terminate membership in the Association.

### 3.12.1 WITHDRAWAL

Any Underwriter, Agent, Associate or Affiliate member may terminate membership in the Association by (a) filing a written withdrawal from the Association with the Executive Director, or (b) failing to pay delinquent dues after receiving notice from the Executive Director as set forth in “Notice” in §6.2 below on page 14. However, no member shall be released from liability for arrears in dues or other obligations to the Association by reason of such withdrawal except as approved by the Board of Directors. At the discretion of the Board of Directors, non-payment of delinquent dues may result in a suspension of membership rather than a withdrawal.

At the discretion of the Board of Directors, any member that is delinquent in payment of dues shall be withdrawn from membership in the Association until such dues are fully paid.

### 3.12.2 SUSPENSION

Any member no longer legally engaged in the business of title insurance or whose business is taken over for receivership, conservation or liquidation by a duly constituted authority may be suspended by action of the Board of Directors from membership in the Association for and during the period of such receivership, conservatorship or liquidation, and upon final liquidation of such business, the membership in the Association of such member shall thereupon cease and terminate. If such taking over be adjudged to have been wrongful by a court of competent jurisdiction, and such adjudication shall become final prior to liquidation of the business of such member, the suspension shall cease upon approval by the Board of Directors.

At the discretion of the Board of Directors, any member that is delinquent in payment of dues shall be ~~either withdrawn or~~ suspended from membership in the Association until such dues are fully paid.

### 3.12.3 REVOCATION

The Board of Directors of the Association shall have power to revoke the membership of any member of the Association following a proper report by the Grievance Committee for investigation and report pursuant standards and procedures as may be adopted by the Board of Directors from time to time. A proper hearing shall be held before the Board of Directors at which the complained of member shall be afforded the right to be heard and to present any pertinent evidence in its behalf.

Any complaint against a member of the Association shall be either addressed to the Executive Director, ~~which and~~ shall be referred to the President and the Board of Directors, or addressed to the President for referral to the Board of Directors.

### 3.13 DIVESTMENT OF PROPERTY INTEREST

No member shall have or acquire any right, title or interest, either legal or equitable in or to the property of the Association. In the event of dissolution, any assets of the Association remaining after payment of its obligations shall be distributed in a manner and method to be determined solely by the Board of Directors.

## 4.0 VOTING POWER

The voting power of the Association, the Board of Directors and the other committees of the Association shall be vested and exercised as follows:

### 4.1 THE ASSOCIATION

The voting power of the Association shall be vested and exercised as follows:

#### 4.1.1 VOTING POWER

1. The voting power of the Association shall be vested in the Underwriter and Agent members.

Only Underwriter and Agent members in good standing with the Association shall vote.

Each Underwriter member shall have one (1) vote for each county in this State in which it (a) writes policies of title insurance directly or through a wholly owned subsidiary (but not where its policies are written solely by an agent of such Underwriter member, whether or not that agent is an Agent member of the Association), or (b) maintains a regular business office that conducts escrow closings.

Each Agent member shall have one (1) vote for each county in Washington State in which it (a) writes policies as an agent, or (b) maintains a regular business office that conducts escrow closings.

No Underwriter or Agent member shall have more than one (1) vote per county.

For votes taken at any meeting, one (1) person from each qualified member county in attendance at a meeting may vote for that county, subject to the proxy provisions of “Proxies” in §4.1.3 below.

For votes taken in the absence of a meeting, each member shall be entitled to cast one (1) ballot (including by email, telephone or other electronic communication) for each county in which the member qualifies.

Members may, but are not required to, designate in writing to the Executive Director an employee of the member who is authorized to vote on behalf of any one (1) or more designated counties at any meeting ([including by email, telephone or other electronic communication](#)) of the Association.

2. Associate, Affiliate and Honorary members may attend any meeting of the Association or Board of Directors and may participate in the discussion but shall have no vote.
3. The voting power of the Association may be exercised at an annual or special meeting of the Association or, upon the call of the President in the absence of an annual or special meeting, by ballot filed with the Executive Director of the Association pursuant to Item 4 below of “Voting Power” in §4.1.1 above.
4. Voting, including in the case of the election of President and Vice President of the Association, must be done by ballot (including a written ballot or by email, telephone or other electronic communication) if demand is made by any voting member before the vote begins, but otherwise may be voice or email, telephone or other electronic communication for any member not physically present.

In the absence of a meeting, votes by email, telephone or other electronic communication, including that for the election of President and Vice President of the Association, must be received by the Executive Director within ten (10) days of delivery of the ballot to the voting member, or such earlier time as determined by the President or Vice President.

#### **4.1.2 VOTES REQUIRED; QUORUM**

The votes of a majority of the voting power present in person or by proxy at any meeting of the Association or, in the absence of a meeting, ballots (including email, telephone or other electronic communication) representing a majority of votes received representing a majority of members of the Association (as determined by Item 1 above in “Voting Power” in §4.1.1 above) shall be sufficient to authorize or approve any action taken by or on behalf of the Association.

Actions taken by the Association voted upon electronically shall become effective upon the tally of the required number of votes, notwithstanding that not all votes have been received, unless a later effective date is otherwise provided for in the action or approved by the Board of Directors.

#### **4.1.3 PROXIES**

A proxy shall be in such written form as is acceptable to the President or presiding officer, but the holder of a proxy shall be a full-time employee of any voting member, and need not be an employee of the member granting the proxy. Member votes may be cast by proxy in the following manner:

Any member of the Association entitled to vote may, by an instrument in writing (including email) bearing a date not more than thirty (30) days in advance of the meeting at which a vote is scheduled or may be taken, designate a person, who is otherwise entitled to vote for a voting member, in the place and stead of the member granting the proxy. The proxy must identify the county or counties represented by the proxy, and the time period that the proxy is effective. Unless limited in scope, a proxy shall entitle the designated proxy to exercise all powers of the member granting the proxy that could be exercised if such member were present at the meeting (including by email, telephone or other electronic communication) or scheduled vote.

### **4.2 THE BOARD OF DIRECTORS**

An individual who is a partner, officer or other employee of an Underwriter member or Agent member is qualified to be a member of the Board of Directors.

The voting power of the Board of Directors shall be vested and exercised as follows:

#### **4.2.1 VOTING POWER**

Each member of the Board of Directors shall have one (1) vote. An employee of an Associate member who has been duly appointed as a director by the Board of Directors may vote on matters requiring a vote of the Board of Directors.

#### **4.2.2 VOTES REQUIRED**

The votes of a majority of Board members present in person, by telephone or email or by proxy at any meeting of the Board of Directors (including by email, telephone or other electronic

communication) shall be sufficient to authorize or approve any action taken or to be taken by the Board of Directors. Any vote taken without a meeting of the Board of Directors shall require a majority of the entire membership of the Board. Votes by email, telephone or other electronic communication must be received by the Executive Director within ten (10) days of delivery of the ballot to the voting member, or such earlier time as determined by the President or Vice President.

#### **4.2.3 QUORUM**

At any meeting conducted in person or by telephone or other electronic communication, a majority of the Board of Directors as constituted in accordance with “Board of Directors” in §7.3 below on page 17, present in person or by proxy, or by telephone or other electronic communication, shall be necessary to constitute a quorum for the conduct of business.

At any ~~committee~~ meeting or vote conducted electronically the return of votes of more than fifty percent (50%) of voting members of the Board of Directors shall constitute a quorum.

Actions taken by the Board voted upon electronically shall become effective upon the tally of the required number of votes, notwithstanding that not all votes have been received, unless a later effective date is otherwise provided for in the action or approved by the Board of Directors.

Any vote or action taken by the Board of Directors by email, telephone or other electronic communication outside of a regular board meeting shall be ratified at the next regular meeting of the Board of Directors.

#### **4.2.4 PROXIES**

A proxy shall be in such written form as is acceptable to the chair of the committee.

Director votes may be cast by proxy in the following manner:

Any Director entitled to vote may, by an instrument in writing (including email) bearing a date not more than thirty (30) days in advance of the meeting at which a vote is scheduled or may be taken, designate either (1) another Director, who is otherwise entitled to vote, in the place and stead of the Director granting the proxy and who need not be an officer, partner or other employee of the member represented by the individual granting the proxy, or (2) another partner, officer or other employee of that Underwriter member or Agent member, who need not be another Board member. Unless limited in scope, a proxy shall entitle the designated proxy to exercise all powers of the Director granting the proxy that could be exercised if such Director were present at the meeting or scheduled vote.

#### **4.3 OTHER COMMITTEES OF THE ASSOCIATION**

Subject to “Committees of the Association” in §7.6 below on page 19 with respect to the Legislative Committee and subject to “Legislative Committee” in §9.1 below on page 21, and subject to “Nominating Committee” in § 9.2 below on page 22 with respect to the Nominating Committee, nothing in this section shall prohibit any individual from being a chair, co-chair or member of a committee who is not a partner, officer or other employee of an Underwriter member or Agent member, and who is appointed by the President based on experience, knowledge or other qualification to serve in that capacity. Any such appointment as a committee chair or co-chair shall

be subject to the approval of a majority of the Board, but appointments of members of a committee other than as chair or co-chair is not subject to Board approval.

The voting power of other committees of the Association shall be vested and exercised by those individuals who are members of the committee as follows:

#### **4.3.1 VOTING POWER**

At any meeting, either in person or electronically, of any other committees of the Association each committee member ~~who is a Regular member or a full-time employee of a Regular member~~ shall have one (1) vote. An employee of an Associate member who has been duly approved as a committee chair or committee member by the Board of Directors may vote on matters requiring a vote by that committee.

#### **4.3.2 VOTES REQUIRED**

The votes of a majority of the committee members present in person, by proxy or by telephone or other electronic communication at any committee meeting shall be sufficient to authorize or approve any action taken or to be taken by the committee. A proxy shall be in such written form as is acceptable to the chair of the committee, but the holder of the proxy shall be a full-time employee of a Regular member.

#### **4.3.3 QUORUM**

At any committee meeting, including electronically, a quorum shall consist of a majority of the committee members, present in person, by proxy or by telephone or other electronic communication. At any committee meeting or vote conducted electronically the return of votes of more than fifty percent (50%) of voting members shall constitute a quorum. Votes by email, telephone or other electronic communication must be received by the committee chair within such time period as set by the committee chair.

#### **4.3.4 PROXIES**

A proxy shall be in such written form as is acceptable to the chair of the committee, ~~but the holder of the proxy shall be a full-time employee of a voting committee member~~. Committee member votes may be cast by proxy in the following manner:

Any committee member entitled to vote may, by an instrument in writing (including email) bearing a date not more than thirty (30) days in advance of the meeting at which a vote is scheduled or may be taken, designate either (1) another committee member who is otherwise entitled to vote in the place and stead of the committee member granting the proxy, or (2) an employee of the member represented by the individual granting the proxy, who need not be another committee member. Unless limited in scope, a proxy shall entitle the designated proxy to exercise all powers of the committee member granting the proxy that could be exercised if such committee member were present at the meeting or scheduled vote.

## **5.0 MEMBERSHIP, BOARD AND COMMITTEE MEETINGS**

Meetings of the membership, Board and committees shall be conducted as follows.

### **5.1 CONVENTION**

The Association may hold an annual convention at such time and place as may be fixed by the Board of Directors, or may, in the alternative, participate at a multi-state annual convention of other state land title associations. Participation in such conventions shall be on the terms agreed to by the Board of Directors.

If prior to the holding of the convention, there shall exist a national or state emergency which in the opinion of the Board of Directors makes the participation in or holding of the convention impractical or impossible, the Board of Directors may, by resolution, waive the participation in or holding of such convention, and cause notice of their action to be given to the membership immediately.

The Executive Director of the Association shall cause to be communicated by mail, email, telephone or other electronic communication a notice of the time and place of every convention of the Association membership to each of its members at least thirty (30) days before the opening date of the convention.

### **5.2 ANNUAL MEETING**

The Association shall hold an annual meeting at such time and place as may be fixed at the preceding annual meeting or by the Board of Directors. The annual meeting may be held at or in conjunction with a convention held by the Association, or at any convention in which the Association participates.

If prior to the holding of the annual meeting, there shall exist a national or state emergency which in the opinion of the Board of Directors makes the holding of the annual meeting impractical or impossible, the Board of Directors may, by resolution, waive the holding of such annual meeting, and cause notice of that action to be given to the membership immediately.

An annual meeting may be conducted telephonically or by other electronic communication. Members may attend an annual meeting in person, by telephone or other electronic means.

The Executive Director of the Association shall cause to be communicated by mail, email, telephone or other electronic communication a notice of the time and place of every annual meeting of the Association membership to each of its members at least thirty (30) days before the opening date of the meeting.

### **5.3 SPECIAL MEETINGS**

Special meetings of the membership may be called at any time by the President of the Association, or by the Board of Directors whenever seven (7) or more Underwriter or Agent members in good standing shall, in writing addressed to the President and Executive Director, so request. Notice of every special meeting, including stating the specific business to be transacted at such meeting, shall be communicated by mail, email, telephone or other electronic means to each member at the last known address or other appropriate contact information at least two (2) weeks prior to such

meeting, and shall state fully the objects for which it is called. A special meeting may be conducted telephonically or by other electronic communication. No other business shall be transacted at such special meeting than that set forth in the call of such meeting.

#### **5.4 BOARD AND COMMITTEE MEETINGS**

Meetings of the Board of Directors shall be held approximately quarterly at the call of the President. Meetings of the Board of Directors of the Association may be conducted in person or telephonically or by email or other electronic communication.

Committee meetings shall be held at the discretion of the committee and may be conducted in person or telephonically or by email or other electronic communication.

#### **6.0 DUES**

Dues shall be payable by Members as follows.

##### **6.1 RESPONSIBILITY FOR PAYMENT**

Each Underwriter, Agent, Associate and Affiliate member shall pay dues in accordance with a schedule and amounts to be approved by the Board of Directors at least annually prior to January 1 of the year in which the dues will be payable, but the Board may amend the schedule and amounts from time to time. No dues shall be levied or assessed for Honorary members of the Association.

Dues shall be payable on or before the last day of February of the year in which they are due or within thirty (30) days of the date of the invoice therefore and are delinquent if not paid when due. A member who is delinquent in payment of dues shall be subject to the procedures set forth in “Default in Payment of Dues” in §6.3 below.

Dues for a new Underwriter or Agent member may, at the discretion of the Board of Directors, be pro-rated on a monthly basis for the calendar year during which the membership was approved in accordance with in “Membership” in §3.0 above on page 4, but shall in no event be less than \$500 for Underwriter members or \$250 for Agent members, or such other minimum amount set by the Board of Directors. Such pro-rated dues shall be payable thirty (30) days after the invoice for dues is given to such new member. A new member shall only qualify as a member upon receipt of payment of dues.

Minimum dues for Underwriter or Agent members and dues for Associate and Affiliate Members shall not be pro-rated.

##### **6.2 NOTICE**

The Executive Director shall mail or otherwise provide written notice of the amount of dues assessed to each member at least thirty (30) days prior to their due date.

### **6.3 DEFAULT IN PAYMENT OF DUES**

Default in payment of dues shall be handled as follows.

#### **6.3.1 WITHDRAWAL OR SUSPENSION OF MEMBERSHIP**

Any member in default in the payment of dues shall, at the discretion of the Board of Directors, be either suspended or withdrawn from membership. Notice of delinquency by any member shall be provided to the President and the Board of Directors by the Executive Director within thirty (30) days of such delinquency.

The Board of Directors shall, by majority vote, but not including a Board member who is a partner, officer or employee of the delinquent member, then direct the Executive Director to either withdraw or suspend such member, and proscribe such other action as is within the discretion of the Board of Directors pursuant to “Qualification of Employees” in §3.9 above on page 7. Such action by the Board does not require a special meeting of the Board and shall be evidenced in writing (including email or other electronic correspondence). The Executive Director, without further notice, shall take such other action as directed by the Board.

The Board of Directors may, in its discretion by affirmative vote of a majority of the entire membership of the Board of Directors, but not including any Board member who is a partner, officer or employee of the delinquent member, reinstate such delinquent member upon payment of all unpaid items.

#### **6.3.2 TERMINATION OR SUSPENSION OF MEMBERSHIP BENEFITS**

As to any member that is suspended or terminated pursuant to this §6.3:

1. no partner, officer or employee of an Underwriter or Agent member will be qualified to be an officer or director of the Association or a committee chair of any committee constituted pursuant to these By-laws, and any such employee then being an officer, director or committee chair will cease to be such as of the date of termination or suspension of membership in the Association,
2. the member will not qualify for inclusion on the Association’s official web page,
3. the member will not be allowed to advertise or represent itself as a member of the Association, nor be allowed to use or display the logo or emblem of the Association,
4. employees of such member will not qualify for applicable reduced registration fees for any educational seminar or other event sponsored or presented by the Association, and
5. the member may be subject to such other sanctions, restrictions or actions established by the Board of Directors.

Any sanctions, restrictions or actions imposed by this §6.0 or the Board of Directors may be implemented by the Executive Director at the direction of the President or the Board and will be lifted upon full payment of dues. Any partner, officer or employee of a delinquent member who was disqualified as a Director or committee chair by virtue of this §6.0 may, upon confirmation of such sanctions, restrictions or actions being lifted, be reinstated in accordance with the procedures for being named to such positions established by these By-Laws, except that officers of the Association may be reinstated only upon a majority vote of the Board of Directors.

## 7.0 OFFICERS, DIRECTORS AND COMMITTEES

The officers, directors and committees of the Association shall be as follows.

### 7.1 OFFICERS

The officers of the Association shall consist of a President, Vice President and Executive Director. The President and Vice President shall be a partner, officer or full-time employee of an Underwriter or Agent member.

Only an individual who is a partner, officer or other employee of an Underwriter member or Agent member is qualified to be President or Vice President.

The President and Vice President shall be elected at the annual meeting of the Association, and in alternate years one shall be a member of the Underwriter Section and the other shall be a member of the Agent Section, such that if the Vice President is a member of the Agent Section, the President shall be a member of the Underwriter Section, and if the Vice President is a member of the Underwriter Section the President shall be a member of the Agent Section.

The Executive Director may be an Honorary member or other competent person within or outside the title insurance industry. The Executive Director shall be nominated by the President and confirmed by the Board of Directors, which shall approve the compensation and terms of employment of the Executive Director.

The Board of Directors may appoint such other officers as it deems necessary and in such event shall prescribe their duties. Only an individual who is a partner, officer or other employee of an Underwriter member or Agent member is qualified to be such officer.

If an annual meeting is not waived pursuant to “Annual Meeting” in §5.2 above on page 13, the President and Vice President shall be elected at the annual meeting to a term of one (1) year commencing with the adjournment of the meeting during which the officer is elected and continuing until that officer’s successor has been elected and has assumed office.

If an annual meeting is waived or is held electronically pursuant to “Annual Meeting” in §5.2 above on page 13, the President and Vice President shall be elected pursuant to the provisions of Items 3 and 4 of “Voting Power” in §4.1.1 above on page 9, to a term of one (1) year commencing with the confirmation of the vote with which the officer is elected and continuing until that officer’s successor has been elected and has assumed office.

The President and Vice President may not serve consecutive terms, except that a President or Vice President appointed by the Board pursuant to “Vacancies in Offices” in §7.2 below may serve as President or Vice President, respectively, for the next term upon being duly elected to that office, subject to the provisions in this section that require that the President and Vice President are not both employees of an Underwriter member or an Agent member. Nothing shall prevent an individual from serving as President or Vice President more than once.

### 7.2 VACANCIES IN OFFICES

If the office of President shall become vacant, the Vice President shall thereupon become President for the unexpired term and continue in office until a successor (as determined by “Officers” in §7.1 above) is elected and has assumed office.

In the event the office of President becomes vacant when the office of Vice President is also vacant, the Board of Directors shall, by majority vote, appoint an eligible person (as determined by “Officers” in §7.1 above) to the office of President for the remainder of the unexpired term.

In the event the office of Vice President becomes vacant, the Board of Directors, upon recommendation of the Nominating Committee, shall, by majority vote, appoint an eligible person (as determined by “Officers” in §7.1 above) to the office of Vice President for the remainder of the unexpired term.

### 7.3 BOARD OF DIRECTORS

The government of the Association shall be vested in the Board of Directors which shall be composed of individuals who are the President, the immediate past President, the Vice President, the Chair of the Agent Section, the Chair of the Underwriter Section, the Agent member representative Co-Chair of the Legislative Committee, the Underwriter member representative Co-Chairs ~~or a designated representative~~ of the Legislative Committee, the Liaison to the Office of the Insurance Commissioner, and not less than thirteen (13) nor more than eighteen (18) additional at large members equitably appointed by the incoming President from the voting membership at large, maintaining as near as practicable the ratio of one-half ~~of which shall be~~ing members of the Agents Section as defined in “Membership” in §7.4.1 below on page 18 and one-half being members ~~from of~~ the Underwriter Section as defined in “Membership” in §7.5.1 below on page 18. Maintaining as near as practicable, the ratio of ~~One~~one-half of such additional members shall be appointed each year to serve for a period of two (2) years. Nothing shall prevent a Board member from serving consecutive terms as a Director.

The President shall appoint one or more new Directors from time to time if necessary to comply with the provisions of this section, and may from time to time appoint one or more additional Directors if doing so will not violate the provisions of this section.

Notwithstanding any of the above, the incoming President shall not appoint in aggregate more than three (3) Directors who are

1. full-time employees of the President’s member company, or
2. ~~who are~~ employed by an agent or underwritten company which is owned more than fifty-percent (50%) by the title insurance company with which the President is associated, or
3. ~~who are~~ employed by the agent or title insurance company with which the President is associated.

A member of the Board of Directors may be removed from office at the discretion of the Board by a vote of the majority of the remaining Board members (not including the member subject to the vote) if the Director subject to the vote has two (2) unexcused absences or if the Director no longer meets the criteria for membership on the Board of Directors as defined in these By-laws. The President may, but is not required to, appoint a new Director to replace the removed Director.

### 7.4 AGENT SECTION

There shall be an Agent Section, to be organized as follows.

#### **7.4.1 MEMBERSHIP**

The Agent Section shall include all Agent members as defined in “Agent Member” in §3.3 above on page 5.

#### **7.4.2 POWERS AND VOTING**

The Agent Section may adopt such By-laws and conduct such activities as will not conflict with the Articles of Incorporation of the Association or these By-laws.

Voting on Agent Section procedures and actions shall be limited to members of this section. The votes of a majority of the voting power of the Agent Section shall be sufficient to authorize or approve any action taken by or on behalf of the Agent Section. Any member of the Agent Section entitled to vote may utilize the proxy provisions of “Proxies” in §4.3.4 above on page 12, or (b) by an instrument in writing (including email, telephone or other electronic communication) bearing a date not more than thirty (30) days in advance of the meeting in which the proxy is to be used, designate another member of the Agent Section to vote in that Agent member’s place and stead.

#### **7.4.3 ADMINISTRATION**

Administration of the activities of the Agent Section may be vested in a Chair and such other individuals as authorized by the By-laws adopted by the Agent Section, each of whom shall be a partner or officer the Agent member or an employee designated by a partner or officer of the Agent member. Such authorized individuals shall be elected by the members of the Agent Section and shall serve a term or terms as provided by the By-laws of the Agent Section. The Chair of the Agent Section and any other officer of the Agent Section may serve consecutive terms. Election to the Chair of the Agent Section gives that person the right to represent the Agent Section on the Board of Directors of the Washington Land Title Association.

#### **7.5 UNDERWRITER SECTION**

There shall be an Underwriter Section, to be organized as follows.

##### **7.5.1 MEMBERSHIP**

An Underwriter Section may, but is not required, to be constituted by all Underwriter members as defined in “Underwriter Member” in §3.2 above on page 4.

##### **7.5.2 POWERS AND VOTING**

The Underwriter Section may adopt such By-laws and conduct such activities as will not conflict with the Articles of Incorporation and By-laws of the Association.

Voting on Underwriter Section procedures and actions shall be limited to members of the Underwriter Section. The votes of a majority of the voting power of the Underwriter Section shall be sufficient to authorize or approve any action taken by or on behalf of the Underwriter Section. Any member of the Underwriter Section entitled to vote may (a) utilize the proxy provisions of “Proxies” in §4.3.4 above on page 12, or (b) by an instrument in writing (including email, telephone or other electronic communication) bearing a date not more than thirty (30) days in

advance of the meeting in which the proxy is to be used, designate another member of the Underwriter Section to vote in that Underwriter member's place and stead.

### **7.5.3 ADMINISTRATON**

Administration of the activities of the Underwriter Section may be vested in a Chair and such other individuals as authorized by the By-laws adopted by the Underwriter Section, each of whom shall be a partner of a firm, officer of a corporation, or managing member of a limited liability company or similar entity which is a member of the Underwriter Section or an employee designated by such partner, officer or managing member of the Underwriter member. Such authorized individuals shall be elected by the members of the Underwriter Section and shall serve a term or terms as provided by the By-laws of the Underwriter Section. The Chair of the Underwriter Section, and any other officer or member of the Underwriter Section may serve consecutive terms. Election to the Chair of the Underwriter Section gives that person the right to represent the Underwriter Section on the Board of Directors of the Washington Land Title Association.

### **7.6 COMMITTEES OF THE ASSOCIATION**

The President, within two (2) weeks after election, shall appoint two (2) individuals as Co-Chairs of a standing Legislative Committee, one of whom shall be an employee of an Underwriter member and the other who shall be an employee of an Agent member. [The President may appoint an individual as Vice Chair of the standing Legislative Committee.](#)

The President shall appoint Chairs of such other committees as may have been authorized by the Board of Directors or by the members, which committees may include Judiciary, Education, **Indian Native American** Affairs, Technology, Publications, Grievance, Customer and Community Relations, including interaction [as liaison](#) with the Office of the Insurance Commissioner of the State of Washington, and any political action committee, including TITAC.

Unless otherwise provided in these By-laws or permitted by the Board of Directors, each committee shall consist of a chair and such other members named by the President after consultation with the respective Chairs or Co-Chairs. Nothing in this section, however, shall be construed as prohibiting the President from appointing such special committees as the President may deem necessary or as requested by a majority of the Board of Directors.

A standing Nominating Committee shall be established as set forth in "Nominating Committee" in §9.2 below on page 22.

The Chair and members of each of the committees referred to in this section shall continue in office until their respective successors are appointed.

### **8.0 DUTIES AND POWERS OF OFFICERS AND BOARD OF DIRECTORS**

The duties and powers of officers and Board of Directors shall be as follows.

#### **8.1 PRESIDENT**

The President shall be the executive head of the Association and the Chair of the Board of Directors, a member ex-officio of all committees except the Agent Section and the Underwriter

Section, unless qualified for membership in either Section under “Agent Section” in §7.4 above on page 17 or “Underwriter Section” in §7.5 above on page 18, respectively.

Except as otherwise provided in these By-laws, the President shall appoint all committees of the Association except the Agent Section and Underwriter Section, fill all vacancies in office except for the Vice President, and preside at all meetings of the Association except the Agent Section and Underwriter Section unless qualified for membership in either Section under “Agent Section” in §7.4 above on page 17 or “Underwriter Section” in §7.5 above on page 18, respectively.

## **8.2 VICE PRESIDENT**

The Vice President shall preside over all regular, special and annual meetings in the absence of the President and shall perform the duties of the President during any period of the President’s absence or inability to act.

## **8.3 EXECUTIVE DIRECTOR**

The Executive Director shall be nominated by the President and confirmed by the Board of Directors and hold office at the pleasure of the Board of Directors. The Executive Director shall receive such compensation as the Board of Directors may fix from time to time. The Executive Director shall attend and act as secretary of all meetings of the Board of Directors as may be practical and keep accurate minutes thereof.

The Executive Director shall have charge of the office and records of the Association; collect dues from members and issue to members invoices and receipts therefor; keep proper and accurate accounts of monies of the Association coming into the Executive Director’s hands and the disbursements thereof; make arrangements for the meetings of the Board of Directors and committees of the Association and give due and proper notices thereof; compile and cause to be published the official report of the proceedings of the annual meeting and furnish to each member a copy thereof, and shall submit to the Association at its annual meeting a report of the business of the Association for the past year.

The Executive Director shall deliver promptly to a successor Executive Director, to an auditing committee or to such other person or person as the Board of Directors may direct, all books, vouchers, securities, documents and property of every kind for which the Executive Director is the custodian for the Association, and shall do and perform such further acts as may be directed by the Board of Directors.

## **8.4 THE BOARD OF DIRECTORS**

The Board of Directors shall have the care of the welfare of the Association and shall have authority to perform all acts or duties necessary for its benefit.

It shall direct the activities of the Association; determine at least annually the budget of the Association and shall schedule and apportion the dues to be collected from the members of the Association in such manner and in such proportions as the Board deems advisable as provided in “Dues” in §6.0 above on page 14; authorize the expenditures of the funds of the association; direct the activities of the Association and the Executive Director in fulfilling the objects of the Association and furthering its purposes; arrange for and have charge of the program and other

details of all meetings of the Association and generally and in all things manage, direct and carry into effect the affairs and business of the Association.

The Board of Directors shall meet at the annual meeting of the Association and shall meet from time to time throughout the year, but at least quarterly, on the call of the President upon at least one (1) week's notice (including by email, telephone or other electronic communication) to each member of the Board of Directors at the contact information maintained by the Executive Director.

The President may call for actions by the Board of Directors on matters that would otherwise require a formal meeting of the Board. Such actions require approval by a majority of the participating Directors, which approval will be evidenced or ratified in writing (including by email or other electronic format). Such actions of the Board will be documented by the Executive Director or President in special minutes and distributed to the membership of the Association.

It shall be the duty of the President, or in the absence of the President, the Vice President, to preside at each meeting of the Board of Directors. In the absence of both the President and Vice President, the remaining Directors shall by majority vote elect a presiding officer from among those remaining Directors to preside at meetings of the Board.

## **9.0 DUTIES AND POWERS OF STANDING COMMITTEES**

The standing committees of the Association, their membership, duties and powers, shall be as follows:

### **9.1 LEGISLATIVE COMMITTEE**

A Legislative Committee shall be composed of a Co-Chair representing the Underwriter members and a Co-Chair representing the Agent members, and at the discretion of the President, a Vice Chair, and a minimum of one (1) additional member chosen from the Underwriter members and one (1) additional member chosen from the Agent members, unless a smaller number of members is approved by the Board of Directors, and shall support, oppose, propose and/or monitor such legislation as may be deemed necessary by the Board of Directors for the welfare of or affecting or relating to the interest of members of the land title industry generally

The Legislative Committee shall be the primary liaison with any lobbyist retained or employed by the Association.

The Legislative Committee shall have the authority to respond to urgent bills, amendments to bills and other time-sensitive matters without specific approval by the Board of Directors provided it adheres to the following procedure:

The Co-Chairs of the Legislative Committee shall contact as many members of the Legislative Committee as practical in the circumstances and a consensus is reached as to what action shall be taken. Any action taken on behalf of the Association must be approved by the President of the Association, or, if the President is unavailable, the Vice President. Any action taken under this procedure must be referred to the Board of Directors for ratification.

## **9.2 NOMINATING COMMITTEE**

A Nominating Committee shall be appointed by the President and shall be composed of the most recent Past Presidents of the Association, not more, however, than five (5) in number, who are still actively associated with an Underwriter member or Agent member. The most recent Past President shall be the Chair.

The duties of the Nominating Committee shall consist of putting forth the names of candidates for President and Vice President at the annual meeting of the Association, if the annual meeting is not waived pursuant to “Annual Meeting” in §5.2 above on page 13. The report of the Nominating Committee shall be made at the annual meeting of members and such additional nominations, if any, shall be made immediately following such report from the floor of a general session of the convention.

If an annual meeting is waived or is held electronically pursuant to “Annual Meeting” in §5.2 above on page 13, the report of the Nominating Committee shall be made to the Board prior to the time otherwise set for the waived annual meeting. The nominations shall be forwarded to the membership by the Executive Director for voting pursuant to “Annual Meeting” in §5.2 above on page 13, Items 3 and 4 of “Voting Power” in §4.1.1 above on page 9.

## **9.3 MEETINGS**

Meetings of committees of the Association may be conducted telephonically or by email or other electronic communication.

## **10.0 TERMINATION OR SUSPENSION OF OFFICER, DIRECTOR, COMMITTEE CHAIR OR MEMBER**

Upon the withdrawal, suspension or revocation of membership of a member in accordance with the provisions of “Termination of Membership” in §3.12 above on page 7, any employee of a withdrawn or revoked member who is an officer or director of the Association or who is a committee chair of any committee established pursuant to these By-laws shall cease to be such officer, director or committee chair, and shall have not have any rights or authority. The position occupied by such person shall remain vacant, but nothing herein contained shall be construed to (a) prevent the reappointment of any such officer, director, committee chair or committee member who thereafter affiliates with another member of this Association, nor (b) prevent the appointment of a successor accordance with the provisions of “Dues” in §6.0 above on page 14.

Upon suspension of a member, any employee of a suspended member who is an officer or director of the Association or who is a committee chair of any committee established pursuant to these By-laws may, at the discretion of the Board of Directors, cease to be such officer, director or committee chair during such period of suspension. The position occupied by such person shall remain vacant, but nothing herein contained shall be construed to

1. prevent the reappointment of any such officer, director, committee chair or committee member who thereafter affiliates with another member of the Association, nor
2. prevent the reinstatement of such person to such office upon the lifting of the suspension of the member, nor

3. prevent the appointment of a temporary successor during such period of suspension in accordance with the provisions of “Dues” in §6.0 above on page 14.

## 11.0 NATIONAL ORGANIZATION

This Association, being affiliated with the American Land Title Association, acknowledges and declares its allegiance and loyalty thereto.

## ARTICLE XII

### 12.0 AMENDMENT OR REVISION

These By-laws may be amended or revised as follows.

1. A motion or resolution for amendment or revision of the Constitution and By-laws may be offered at any meeting of the members of the Association, and adopted by a vote of two-thirds (2/3) of the Underwriter and Agent members in attendance in person, by telephone or other electronic communication.

Notice of such proposed amendments or revisions shall be sent to each member not less than ten (10) days nor more than sixty (60) days before such meeting.

2. A motion or resolution for amendment or revision of the Constitution and By-laws may be offered at any annual meeting without prior notice thereof as required in Item 1 of this section, provided a three-fourths (3/4) affirmative vote of all Underwriter and Agent members of the Association in attendance, in person, by telephone or other electronic communication, shall be given approving such amendment or revision.
3. An amendment or revision of the Constitution and By-Laws may be adopted without a meeting if approved by a vote of a majority of Underwriter and Agent members of the Association received by email or similar electronic communication. Notice of such proposed amendments or revisions shall be sent to each member not less than twenty (20) days nor more than sixty (60) days before a vote is scheduled. The ballot for proposed amendments or revisions shall be sent to the membership by the Executive Director by email or other electronic communication. Affirmative votes will include all votes in favor and all votes that do not affirmatively vote “no” on the proposed amendment or revision. All such votes put to the members shall allow one (1) week for a response in favor of or against such amendments or revisions, and if approved shall be effective immediately upon ratification thereof by a majority of the Board of Directors.

CERTIFIED:

Adopted and Ratified by the Board of Directors and Members as of: June 17, 2021

By:   
\_\_\_\_\_

Executive Director