

American Land Title Association (ALTA)

Association Bylaws



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Article I – Name

The name of this association is the American Land Title Association (hereafter Association). Its principal place of business will be designated by the Board of Governors (hereafter Board).

Article II – Objects and Purpose

The objects and purposes of the Association are these:

- To promote the safe and efficient transfer of ownership of, and interest in, real property within the free enterprise system.
- To provide information and education to its members; to those who regulate, supervise, or enact legislation affecting the land title industry; and to consumers.
- To maintain liaison with users of the products and services provided by its members and with government.
- To maintain professional standards and ethics.
- To provide information and education and maintain liaison with related industry associations.
- To perform any other functions that may be incidental to fulfilling the objects and purposes set forth above.

Article III – Membership

Section 1: Classes of Membership

There are four classes of membership, designated as Active, Associate, Honorary, and Emeritus.

- a) Active – Any sole proprietorship, partnership, limited liability company, corporation, or other business entity (hereinafter “Business Entity” or “Business Entities”) primarily engaged in and legally qualified to engage in the business of land title evidencing or insuring as an abstracter, title insurance agent, or title insurance underwriter, and agreeing to be governed by the Bylaws of the Association, is eligible for Active membership in the Association.
- b) Associate - Associate membership is limited to those not qualified for Active membership. Associate membership is available to any individual or Business Entity engaged in providing services related to the land title industry.
- c) Honorary - The Board, upon nomination from the Nominating Committee, or on its own motion, may award Honorary membership to any person for the performance of distinguished and meritorious service to the Association or to the land title industry.
- d) Emeritus - When an individual holding membership in the Association or an officer, partner, or employee of a member retires from active participation in the land title industry, then that individual is eligible to retain membership in the Association under the classification of Emeritus, provided, however, that the individual is not eligible for Active or Associate membership.

Section 2: Representation and Voting

Only Active members may vote on motions or actions before the Association or its Sections. Each Active

member has one vote. The vote of a Business Entity may only be cast by one authorized representative. No vote may be cast by proxy. Associate, Honorary, and Emeritus members, and delegates of state and regional land title associations may attend any meeting of the Association or its Sections, except executive sessions, and may participate in the deliberations and discussions but may not vote. Except as provided by Article VIII, Section 4, only Active members are eligible for elective office.

Section 3: Resignation from Membership

A member may resign from membership at any time. Resignation should be communicated directly to the Association and will be effective either immediately or on a later date designated by the member.

Section 4: Members' Interest in Association Property

No member, by virtue of membership, has 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 will be distributed to one or more regularly organized charitable, educational, scientific, or philanthropic organizations selected by the Board.

Article IV – Meetings

Section 1: Annual Meeting

The Association shall hold an Annual Meeting at a time and place fixed by the Board. Members will be given six months prior notification of the time and place of an Annual Meeting. To the extent allowed by law, at the discretion of the Board, the Annual Meeting may be held using remote communication. The Association may hold such additional general membership meetings each year as the Board may deem necessary after 30 days' notice to the membership.

Section 2: Executive Session

At each Annual Meeting there may be an executive session. Executive sessions, other than at the Annual Meeting, may be called by the Board and occur at a time and place established by the Board. Attendance at executive sessions is restricted to Active members of the Association or their personnel.

Section 3: Section Meetings

Each Section of the Association shall meet in conjunction with the Annual Meeting and may meet at other times during the year.

Section 4: Meetings with State and Regional Land Title Associations

The Officers of the Association may meet jointly with officers or delegates of state and regional land title associations at mutually agreed upon times or at the call of the President.

Section 5: Meetings of the Board

- a) Regular Meetings: Regular Meetings of the Board shall be held during the Annual Meeting at a time and place designated by the President. Additional Regular Meetings during the year may be held at a date and time designated by the President.
- b) Special Meetings: Special Meetings of the Board may be called by the President, or by not less than three Board members, with at least a five-day advance notification stating the date, time, and purpose of the meeting. Special Meetings may be held by telephone, videoconference, or in person and actions may also be taken via electronic mail in conjunction therewith.
- c) Emergency Meetings: When a matter arises between Regular Meetings of the Board that, in the opinion of the President, requires prompt action, after an attempt is made to convene a Special Meeting and a quorum cannot be obtained, the President may call an Emergency Meeting of the President, President-Elect, Chair of the Title Insurance Underwriters Section and Chair of the Abstracters and Title Insurance Agents Section. No prior notification is required. Emergency Meetings may be held by telephone, videoconference, or in person and actions may also be taken via electronic mail in conjunction therewith. At an Emergency Meeting a quorum is three. An affirmative vote of three is necessary to move any action.
- d) No member of the Board may be represented by proxy at any meeting.

Article V – Dues

Section 1: Payment and Amount

Each member shall pay annual dues in accordance with a schedule fixed by the Board. Retired Honorary members pay no dues, and they and their spouses receive a discount on meeting registration fees.

Section 2: Default in Payment of Dues

The Association shall notify a member in default of payment of its dues that member benefits have been suspended. A member may be reinstated upon payment of its current year's dues.

Article VI – Membership Sections

Section 1: Membership Sections

The following Sections of the Association are hereby established:

- a) Title Insurance Underwriters Section includes all Active members that are title insurers.
- b) Abstracters and Title Insurance Agents Section includes all Active members that are abstracters or title insurance agents. An affiliate of a title insurance underwriter that conducts business as an abstracter or a title insurance agent may be a member of this Section under a separate membership from its affiliated underwriter.

Section 2: Section Powers and Voting

Each Section may adopt bylaws and conduct activities that are consistent with the Bylaws of the Association. Voting on Section matters will be conducted in the manner set forth in Article III Section 2.

Section 3: Section Administration

- a) Administration of each Section is vested in an Executive Committee composed of a Chair, Vice Chair, Secretary, and seven other members, each of whom must be an Active member from that Section or an authorized representative of an Active member from that Section.
- b) Membership on the Abstracters and Title Insurance Agents Section Executive Committee is limited to individuals acting as an abstracter or title insurance agent, or principals or employees of an abstracter or title insurance agent which is not majority-owned by a title insurance underwriter. For purposes of this section, a title insurance agent is defined as a Business Entity which is party to an agency agreement with a title insurance underwriter or affiliate.
 - i. A principal or employee of a title insurance agent serving as a member of the Section Executive Committee when a title insurance underwriter obtains more than a fifty percent (50%) ownership interest in the title insurance agent will not be eligible to complete the term of office unless the change in ownership occurs in the third year of the term. If the change in ownership occurs during the first or second year of the individual's term of office, the member may complete the current year of the term.
 - ii. A principal or employee of a title insurance agent serving as President-Elect when a title insurance underwriter obtains more than a fifty percent (50%) ownership interest in the title insurance agent may complete the term as President-Elect, succeed to the office of President as provided in Article VII, Section 2(a), and serve as Past President, provided the individual continues to be active in land title evidencing or insuring.

Section 4: Nomination and Election of the Executive Committee of a Section

Each Section shall have a Nominating Committee as described in Article VIII, Section 2(e)(i), and shall elect members of its Executive Committee in the manner prescribed in Article IX, Section 11(a).

Section 5: Terms of Office

- a) The Chair of each Section serves a term of one year but may be renominated for an additional one-year term.
- b) The nine other members of the Executive Committee serve staggered three-year terms. Three members serve terms of one year, three members serve terms of two years, and three members serve terms of three years in order to provide continuity for the three-year staggered terms.

Article VII – Election or Appointment of Board of Governors, Officers, and Section Executive Committees

Section 1: Board of Governors

The Board consists of eleven members: the President, President-Elect, Treasurer, Chair of the Finance Committee, Immediate Past President, Chair of each Section, and two members from each Section Executive Committee.

Section 2: Officers

The Officers of the Association consist of President, President-Elect, Treasurer, Chair of the Finance Committee, Chair of the Abstracters and Title Insurance Agents Section, Chair of the Title Insurance Underwriters Section, Chief Executive Officer, Secretary, and other officers that the Board deems necessary.

- a) Election, Appointment, and Qualifications of Officers:
 - i. The President, President-Elect, Treasurer, and Chair of the Finance Committee must be Active members of the Association or members, employees, or officers of a partnership or other Business Entity that is an Active member of the Association.
 - ii. The President-Elect, Treasurer, and Chair of the Finance Committee will be elected in accordance with Article X, Section 2 for a one-year term commencing with the adjournment of the Annual Meeting, or, if there is no Annual Meeting or the Annual Meeting is terminated other than by adjournment, upon their election, and continuing until a successor is elected and assumes office. The Treasurer and the Chair of the Finance Committee may not serve more than three consecutive terms. The President-Elect will automatically succeed to the office of President and will serve as President for a one-year term commencing with the adjournment of the Annual Meeting or, if there is no Annual Meeting or the Annual Meeting is terminated other than by adjournment, until a successor is elected and assumes office.
 - iii. The Chair of the Abstracters and Title Insurance Agents Section and the Chair of the Title Insurance Underwriters Section will be elected in accordance with the provisions of Article IX, Section 11(a), of these Bylaws.
 - iv. The Chief Executive Officer, Secretary, and other officers that the Board deems necessary will be appointed annually by the Board.
- b) Vacancies:
 - i. If the office of President becomes vacant, the President-Elect will become President of the Association for the unexpired term, but this will not prevent the President-Elect from becoming President of the Association in accordance with Article VII, Section 2(a)(ii).
 - ii. If the office of President becomes vacant when the office of President-Elect is also vacant, the Board shall appoint a President for the remainder of the unexpired term.
 - iii. If the office of President-Elect becomes vacant, the Nominating Committee of the Association

- shall submit to the Board a candidate from among the members of the Section Executive Committee, or the Officers of the Association, in either case from the same Section of membership, to fill the unexpired term of the office. If the Board accepts the nominee by a majority vote, the nominee serves as President-Elect for the remainder of the unexpired term. The nominee automatically succeeds to the office of President. If the Board rejects a nominee, the Nominating Committee shall submit to the Board another nominee from among the members of the Section Executive Committee, or the Officers of the Association, in either case from the same Section of membership, until the Board accepts a nominee. If the accepted nominee is a Chair of a Section, the vacated Chair will be filled upon recommendation of the Section Nominating Committee, approved by a majority vote of the Section Executive Committee.
- iv. If the office of Treasurer, Chair of the Finance Committee, Chief Executive Officer, Secretary, or an office created by the Board becomes vacant or a vacancy occurs in the membership of the Board, the Board shall appoint a successor to serve for the remainder of the unexpired term.
 - v. If a vacancy occurs on one of the Section Executive Committees, the Section Nominating Committee shall submit to the Executive Committee of the Section a candidate to serve for the remainder of the unexpired term. If the Section Executive Committee accepts the nominee by a majority vote, the nominee serves for the remainder of the unexpired term. If the Section Executive Committee rejects a nominee, the Section Nominating Committee shall submit to the Section Executive Committee another nominee from among the members of the Section until the Section Executive Committee accepts a nominee.

Article VIII – Engagement Structure

Section 1: Engagement Structure

The Board may structure the work of the Association through such committees, groups, and communities (“Engagement Groups”) as the Board deems necessary.

- a) The Board or President is authorized and empowered:
 - i. to create any Engagement Group not provided for or specified in these Bylaws,
 - ii. to designate whether the Engagement Group is a Standing Committee,
 - iii. to specify its functions and powers,
 - iv. to determine and change the number of its members and their terms, and
 - v. to abolish the Engagement Group or terminate a member’s term.
- b) Unless otherwise provided in a resolution creating or designating an Engagement Group, the term of membership on Engagement Groups created or designated by the Board ends with the adjournment of the Annual Meeting following the member’s appointment or, if there is no Annual Meeting or the Annual Meeting is terminated other than by adjournment, with the election of Officers of the Association, but members of such Engagement Groups whose terms have expired continue to serve until the membership of the Engagement Group has been appointed.

Section 2: Standing Committees

The Standing Committees of the Association are ALTA Registry, Association Audit, Bylaws, Education, Finance, Government Affairs, Investment, Membership, National Title Professional (NTP) Council, Nominating, Planning, Title Action Network (TAN), Title Industry Political Action Committee (TIPAC), and Title Insurance Forms.

Except as specifically provided below, the President shall appoint and determine the composition and number of members of Standing Committees, including a Chair whose role will be to serve as the leader of the Committee and be the tie-breaking vote when needed. The term of membership ends with the adjournment of the Annual Meeting following the member's appointment or, if there is no Annual Meeting or the Annual Meeting is terminated other than by adjournment, with the election of officers of the Association, but members of the Standing Committees whose terms have expired continue to serve until the membership of the Committee has been appointed.

- a) The ASSOCIATION AUDIT COMMITTEE is composed of the President, President-Elect, Chair of the Finance Committee, and the Treasurer, who serves as the Chair.
- b) The FINANCE COMMITTEE is composed of a Chair, elected as provided in Article X, Section 2, the President, President-Elect, and Treasurer.
- c) The GOVERNMENT AFFAIRS COMMITTEE is composed of the President, the President-Elect, a chair, and other members. The Steering Committee of the Government Affairs Committee consists of the President, President-Elect, and Chair.
- d) The INVESTMENT COMMITTEE is composed of the President, President-Elect, Treasurer, the Chair of the Finance Committee, who serves as the Chair, and others as may be appointed by the President.
- e) The NOMINATING COMMITTEES consist of a Nominating Committee of each Section and the Nominating Committee of the Association.
 - i. The Nominating Committee of the Section of the Immediate Past President is composed of four members, being the President-Elect of the Association and the three most recent Past Presidents who are active in land title evidencing or insuring. The other Section Nominating Committee is composed of three members, being the President of the Association and the two most recent Past Presidents who are active in land title evidencing or insuring. The Past President with the longest tenure on the Committee will serve as Chair. If the requisite number of Past Presidents are not available from a Section, the Section Chair shall fill the vacancy or vacancies from the Section membership. If no Past President is available, the Section Chair shall appoint a Chair from the Section membership.
 - ii. The Nominating Committee of the Association is composed of the two Sections' Nominating Committees. The Chair of the Nominating Committee of the Section of the Immediate Past President serves as Chair. If no Past President is available, the President shall appoint an Active member or one of the personnel of an Active member as Chair.
- f) The PLANNING COMMITTEE is composed of the President-Elect, Immediate Past President, Chair of each Section, and Chair of the Finance Committee. The President-Elect serves as Chair of the Committee.

- g) The TITLE INSURANCE FORMS COMMITTEE is composed of a Chair and as many additional voting members with appropriate qualifications and experience as may be necessary to do the work of the Committee with the goal of achieving consensus whenever possible. In addition to voting members, non-voting advisory members may also be appointed. Every effort shall be made to assure representation for any interested ALTA member company from the Title Insurance Underwriters Section and the President may consult with the Chair of the Title Insurance Underwriters Section Executive Committee to determine composition and voting membership. A member, whose term has expired, may be reappointed. One of the members will be appointed Chair for a term of one year and may be reappointed as Chair.

Section 3: Other Committees

- a) The Board is authorized and empowered:
- i. to create Committees, not provided for or specified in these Bylaws, that it deems necessary to carry out the orderly functions of the Association in accordance with its purposes and objectives,
 - ii. to designate whether such a Committee is a Standing Committee or a Special Committee,
 - iii. to change its designation from Special to Standing or from Standing to Special,
 - iv. to specify its functions and powers,
 - v. to determine and change the number of its members and their terms, and
 - vi. to abolish the Committee or terminate a member's term.

Unless otherwise provided in a resolution creating or designating a Standing Committee, the term of membership on such Standing Committees created or designated by the Board ends with the adjournment of the Annual Meeting following the member's appointment or, if there is no Annual Meeting or the Annual Meeting is terminated other than by adjournment, with the election of Officers of the Association, but members of such Standing Committees whose terms have expired continue to serve until the membership of the Committee has been appointed.

Unless otherwise provided in a resolution creating or designating a Special Committee, the term of membership on Special Committees created or designated by the Board ends with the adjournment of the Annual Meeting or, if there is no Annual Meeting or the Annual Meeting is terminated other than by adjournment, either on the date of the termination of the Annual Meeting if there is an Annual Meeting, or one year after the effective date of the member's appointment, if there is no Annual Meeting.

- b) The President is authorized and empowered:
- i. to create Special Committees, not provided or specified in these Bylaws or created or designated by the Board, deemed by the President necessary to carry out the orderly functions of the Association in accordance with its purposes and objectives,
 - ii. to specify the functions and powers of such a Committee,
 - iii. to determine and change the number of its members, and

- iv. to abolish the Committee or terminate a member's term. The term of membership on Special Committees created by the President ends with the adjournment of the Annual Meeting or, if there is no Annual Meeting or the Annual Meeting is terminated other than by adjournment, either on the date of the termination of the Annual Meeting if there is an Annual Meeting, or one year after the effective date of the member's appointment if there is no Annual Meeting.

Section 4: Appointment of Engagement Group Members

The President, before the end of the calendar year in which elected, shall fill expired terms and vacancies, if any, in all Engagement Groups. Each consists of a Chair and the number and composition of members prescribed by the Bylaws or the resolution creating, or designating the Engagement Group, or, if not prescribed by the Bylaws or the resolution, the number and composition of members the President shall deem advisable. Except as otherwise provided in these Bylaws, the President shall fill vacancies occurring in an Engagement Group. Unless otherwise provided by the Association, appointments are limited to Active members or their personnel, or staff members of state and regional land title associations, except that the President may appoint Associate members or non-Association members to any Engagement Group where, in the opinion of the President, the special expertise of such members will be useful in the discharge of that Engagement Group's responsibilities.

Section 5: Term Limits for Engagement Group Chairs

The President may re-appoint a Chair for any Engagement Group but consecutive terms for Chairs are limited to five consecutive annual terms. Fewer consecutive terms may be appropriate.

Where the substantive work of an Engagement Group would benefit from a Chair serving more than five consecutive annual terms, the President may appoint a Chair for more than five consecutive annual terms.

Section 6: Engagement Group Reporting

Engagement Groups report to the Board through such reporting structures as the Board and President designate.

Article IX – Duties of the Board of Governors, Officers, and Engagement Groups

Section 1: Board

The BOARD is responsible for the welfare of the Association and has authority to perform all acts or duties necessary for the benefit of the Association. It is authorized to transact business between Annual Meetings and perform other duties assigned to it at an Annual Meeting. A majority of the Board constitutes a quorum and a quorum must be present to move any action. An affirmative vote of a majority of a quorum is sufficient to move any action.

Section 2: President

The PRESIDENT is an ex officio member of all Engagement Groups, including the Executive Committee of each Section, and, except as otherwise herein provided, appoints all Engagement Groups, fills all vacancies, and presides at all meetings of the Association.

Section 3: President-Elect

The PRESIDENT-ELECT performs the duties of the President in the event of the President's absence or inability to act.

Section 4: Chief Executive Officer

The CHIEF EXECUTIVE OFFICER is the chief administrative officer of the Association, holds office at the pleasure of the Board, is a full-time employee of the Association, receives a salary determined by the Board, and performs the duties prescribed by the Board.

Section 5: Secretary

The SECRETARY holds office at the pleasure of the Board, attests to the authenticity of all official documents of the Association, executes the minutes of the Board, and performs the duties prescribed by the Chief Executive Officer or the Board. The Chief Executive Officer may hold this office.

Section 6: Chairs of the Section Executive Committees

The CHAIRS of the TITLE INSURANCE UNDERWRITERS and ABSTRACTERS AND TITLE INSURANCE AGENTS SECTIONS are the chief executive officers of their Sections and preside at all meetings of their Sections.

Section 7: Chair of the Finance Committee

The CHAIR of the FINANCE COMMITTEE supervises the preparation of the annual budget and reports on behalf of the Finance Committee on the finances of the Association and the retirement plan provided for its staff.

Section 8: Treasurer

The TREASURER accounts for all moneys of the Association and, subject to the control of the Board, performs all other financial duties necessary for properly conducting the business of the Association.

Section 9: Other Duties of Board and Officers

The Board and Officers are authorized to perform other duties as provided by these Bylaws, as directed by the Active members at an Annual Meeting, or as directed by the Board or President.

Section 10: Duties of Engagement Groups

Except as provided in Section 11, the Purpose and Scope of each Engagement Group are defined by the Board and may be amended from time to time. Engagement Groups perform additional duties as directed by the Board or President.

Section 11: Nominating Committees

The NOMINATING COMMITTEES are organized to perform the following functions:

- a) The Nominating Committee of each Section:
 - i. selects candidates at least 60 days prior to the Annual Meeting to fill the expiring term for the office of Chair, and the expiring terms or vacancies for the offices of Vice Chair, Secretary, and the seven other members of the Executive Committee;
 - ii. designates from the Executive Committee, excluding the Chair, two members to serve on the Board;
 - iii. distributes its report to the membership of the Section at least 30 days prior to the Annual Meeting; and
 - iv. presents its report as one of the first orders of business on the first day of the Section meeting.
- b) The Nominating Committee of the Association:
 - i. selects candidates at least 60 days prior to the Annual Meeting to fill expiring terms for the offices of President-Elect, Treasurer, and Chair of the Finance Committee;
 - ii. selects a candidate for the office of President if the office of President-Elect has become vacant as described in Article VII, Section 2(b);
 - iii. is responsible for nominations for Honorary membership;
 - iv. distributes its report to Active members at least 30 days prior to the Annual Meeting; and
 - v. presents its report at an executive session on the last day of the Annual Meeting.

Article X – Nominations and Elections

Section 1: Executive Committees

Nominations for Section Executive Committee positions are made pursuant to Article IX, Section 11(a). Other nominations for Section Executive Committee positions may be made by members in good standing of that Section. These other nominations must be in writing and received by the Chief Executive Officer no later than 15 days prior to the Annual Meeting at which the nominations are to be considered.

Elections will be held at the executive session of each Section meeting at the Annual Meeting of the Association. If for any reason such executive session is not convened, the Association will distribute a ballot by U.S. Mail or an electronic communications technology to all Active members within 30 days of the date upon which such executive session was scheduled or, if no such executive session was scheduled, no later than December 1 of the same calendar year. The ballot will include instructions for return and deadlines. A majority of Active members of the Section returning a ballot will constitute a quorum.

Section 2: Association Officers

Nominations for Association Officers are made pursuant to Article IX, Section 11(b). Other nominations may be made by members in good standing. These other nominations must be in writing and received by the Chief Executive Officer no later than 15 days prior to the Annual Meeting at which the nominations are to be considered.

The election of Officers will be held at the executive session on the last day of the Annual Meeting. If for any reason such executive session is not convened, the Association will distribute a ballot by U.S. Mail or an electronic communications technology to all Active members within 30 days of the date upon which such executive session was scheduled or, if no such executive session was scheduled, no later than December 1 of the same calendar year. The ballot will include instructions for return and deadlines. A majority of Active members returning a ballot will constitute a quorum.

Article XI – Parliamentary Authority

The rules contained in the current editions of Robert’s Rules of Order Newly Revised govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Article XII – Indemnification

The Association shall indemnify a present or former Officer, Board member, Engagement Group member, director, trustee or employee of the Association or any appointed person who served as an officer, director, trustee, or employee of a corporation or other entity that the Association controls (hereafter indemnitee) acting on behalf of the Association provided that their actions were not grossly negligent or constituted willful misconduct. Each indemnitee is entitled to indemnity from the Association against any judgments, settlements, and expenses, including costs and attorney fees, actually incurred in connection with an action, suit, proceeding, or appeal, whether civil or criminal in nature, in which the indemnitee is made a party by reason of being or having been an Officer, Board member, Engagement Group member, director, trustee, or employee.

Notice of any known action or claim will be brought to the attention of the Association and Board by the prospective indemnitee immediately, but in no event later than 5 business days after notice is received by the prospective indemnitee. When practical, the Association and Board will be provided the opportunity to review and, where appropriate, manage the litigation.

In all cases, both the indemnitee and the Board will act in good faith and fair dealing when addressing matters that trigger a possible indemnification obligation for the Association.

These rights of indemnification and reimbursement are not exclusive of any other rights that an indemnitee may be entitled to by law or under any Bylaw, agreement, or vote of the members of the Association.

The foregoing right of indemnification inures to the heirs, executors, or administrators of the indemnitee, and does not enlarge the rights of indemnification provided under the applicable laws of the District of Columbia.

Article XIII – Amendment of Bylaws

The Bylaws may be amended in whole or in part as follows:

Section 1: Process

- a) A Proposal to amend the Bylaws may be submitted in writing by either the Bylaws Committee or any five Active members of the Association to the Board. The proposal must be addressed in care of the Chief Executive Officer and submitted at least 90 days prior to the meeting of the Board at which the matter may be considered. The Chief Executive Officer will work with the President to consider the proposal and determine if it should be brought before the full Board for action. The proposal must summarize the substance of the amendment but not necessarily provide the specific text. If the Board finds merit in the proposal, the Board will refer the suggested amendment to the Bylaws Committee for development of a formal proposal to amend the Bylaws.
- b) After the Bylaws Committee has prepared the specific text of the proposed amendment, the Association will send a notice to each Active Member at least 60 days in advance of the Board meeting where the amendment will be considered. The notice will: (1) include the text of the proposed amendment; (2) advise the member of the date, time, and place the amendment will be considered by the Board; (3) advise the member of the opportunity to appear in person or, if permitted by the Board, virtually at the Board meeting to speak either in favor of or opposition to the amendment; and (4) require any member wishing to speak at the Board meeting to advise the Chief Executive Officer of the member's intention to appear in person or, if permitted by the Board, virtually at the meeting and to provide a brief position statement on the amendment, at least 30 days in advance of the Board meeting.
- c) The Chief Executive Officer will circulate to the Board, at least 10 days prior to the meeting at which the matter will be considered, any requests by members to appear before it and copies of the members' position statements.
- d) At the date, time, and place specified, those members who have given notice in accordance with this section will be heard by the Board.
- e) Adoption of amendments under this section requires an affirmative vote of two-thirds of the Board present.

Section 2: Polling of Members

The Board may direct that amendments to the Bylaws be distributed to all Active members for a vote. In such cases, the membership will be given written notice. The notice will: (1) include the text of the proposed amendment; (2) state the specific means by which the member may vote upon the proposed

amendment; and (3) state the deadline for submitting a vote, which must be at least 60 days from the date of the notice. Amendments are adopted if no more than a one-third negative vote of all Active members is received.

Section 3: Emergency Amendment

In cases of emergency, the Bylaws may be amended by an affirmative vote of three-quarters of the whole Board without prior membership notification or participation. All Active members will be notified of such action within 30 days.

Section 4: Publication of Adopted Amendment

Adopted amendments to the Bylaws will be published within a reasonable time after adoption.