# BY-LAWS OF OREGON LAND TITLE ASSOCIATION

**(REVISED OCTOBER 8, 2025)**

## ARTICLE I
## MEMBERSHIP

**Section 1. Classes of Members.**

Members of the Association shall be classified as Regular Members, Associate Members, Honorary Members, and Affiliate Members.

**Section 2. Regular Members.**

Any individual, firm, or company, regularly and generally engaged in the business of issuing title insurance policies for real property in the State of Oregon is eligible to apply for membership in the Association as a Regular Member, if such individual, firm, or company subscribes to the purposes of the Association, possesses the necessary experience in such business, has financial responsibility, and operates and maintains a title plant meeting the requirements of the Association and the statutes and regulations of the State of Oregon.

**Section 3. Associate Members.**

Any individual, firm, or company regularly and generally engaged in the business of abstracting, certifying, guaranteeing or insuring title to real property in any state other than Oregon is eligible to apply for membership in the Association as an associate member, provided that said individual, firm, or company (a) is a member of the state title association in its home state, if there is such an association, and (b) is a member of the American Land Title Association.

**Section 4. Honorary Members.**

Any person who has rendered significant service to the title industry in Oregon through participation in Association activities in furtherance of the purposes of this Association shall be eligible for election to Honorary Membership in this Association.

**Section 5. Affiliate Members.**

(a) Any individual, firm, or company that subscribes to the purposes of the Association is eligible to apply for membership in the Association as an Affiliate Member in accordance with this section, with all the rights and benefits set forth in this section.

(b) Affiliate Members shall be entitled to receive the newsletter of the Association and shall be entitled to attend the non-business sessions of the Association at its annual meeting. A firm or company holding Affiliate Membership may register more than one representative to attend the annual meeting. Attendance at the annual meeting by Affiliate Members shall be limited to a number of representatives established by the Board of Directors ("Directors"). In the event of excess registrations, the Secretary-Treasurer of the Association shall determine the registrants entitled to attend, based on the order in which registrations are received, refunding registration fees to those not entitled to attend.

(c) Affiliate Membership status 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 or Agents' Section and may not be appointed to standing committees of the Association. The President of the Association and the Chair of the Agents' Section may appoint Affiliate Members as non-voting members of such special committees as they deem advisable.

**Section 6. Election to Membership.**

(a) Any individual, firm, or company eligible for membership in this Association as a Regular Member, Associate Member, or Affiliate Member may file with the Secretary-Treasurer of this Association a written application for membership in the class for which the applicant is eligible. Application for Regular Membership shall be accompanied by a producer's license or certificate of authority issued by the State of Oregon and certification by the applicant that they meet Oregon's statutory title plant requirements, or any such documentation the Directors may deem necessary.

Thereupon, the application shall be referred to the Membership Committee, which shall consider the application to determine whether it meets the requirements prescribed by Article I of these By-Laws. The Membership Committee shall transmit the application, its report, and recommendation to the Directors. The Directors shall consider the application and the Membership Committee's report and recommendation. The Directors shall vote on said application.

Upon approval by the Directors of the application for regular membership, the new Regular Member shall apply for active membership in the American Land Title Association and, upon being accepted, shall thereafter maintain active membership therein while a Regular Member of Oregon Land Title Association.

(b) Nominations for the election of any person to Honorary Membership may be made by any Regular Member by submitting the same to the Directors.

The Directors may submit the nominations to the membership of the Association for a vote at the next Annual Meeting or take such other action thereon as it deems proper.

**Section 7. Termination of Membership**.

(a) Any Regular Member, Associate Member, or Affiliate Member may terminate its membership in the Association by filing written notice of withdrawal from the Association with the Secretary-Treasurer, or by failing to pay delinquent dues after receiving notice from the Secretary-Treasurer as set forth in subsection (d) of this Section 7, but shall not be released by reason of such withdrawal from liability for arrears in dues or other obligations to the Association.

(b) Any member whose business is taken over for receivership or liquidation by a duly constituted authority may be suspended by action of the Directors from membership in the Association for and during the period of such receivership or liquidation, and, upon final liquidation of such member's business, the membership in this Association of such member shall thereupon cease and terminate. If such taking over is judged 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 from membership shall cease.

(c) The Directors, upon their own motion or upon the written complaint of any member of the Association, at any duly and regularly called meeting, may revoke the membership of any member of this Association upon any ground or practice the continuance of which the Directors deems to be adverse to the best interests of the public and the purposes of the Association. No membership shall be so revoked until the offending member has been provided with reasonable notice and an opportunity to be heard by the Directors.

(d) Dues are delinquent if not paid on or before the 30th day after the notice of dues is sent. The Secretary-Treasurer shall provide notice of delinquency to the delinquent member at their last known email address and postal address appearing in the records of the Association. The Board may, at its discretion, terminate membership for failure by the member to pay its dues.

## ARTICLE II
## BOARD OF DIRECTORS

**Section 1. General Powers.**

(a) The Board of Directors, referred to as the Directors, shall manage the business and affairs of the Association. The Directors shall, in all cases, act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association, as they may deem proper, not inconsistent with these By-Laws and the laws of this state.

(b) The Directors shall annually establish a budget and assess dues on the Membership in such manner and in such proportions and at such time as the Directors deem advisable. The Directors have the power to authorize the expenditure of the funds of the Association.

(c) The Directors may call a meeting of the Association pursuant to the provisions of Section 3 and Section 4 herein.

**Section 2. Number, Tenure, and Qualification.**

(a) The Board of Directors of the Association shall be comprised of the following:

1. the President, ex-officio,
2. the Vice President, ex-officio,
3. the Immediate Past President of the Association, ex-officio,
4. the Chair of the Executive Committee of the Agents' Section, ex-officio,
5. the Vice Chair of the Executive Committee of the Agents' Section, ex-officio,
6. One representative from each Regular Member company who is either qualified as a title insurer in the State of Oregon or is majority owned or controlled directly or indirectly by a title insurer for whom the member company acts as agent or by that insurer’s holding company,
7. One representative from each Regular Member company who is a member of the Agents’ Section and operates in at least five counties pursuant to Article I, Section 2 of the By-Laws (hereinafter “the five-county rule”), and
8. Two representatives at large from the Agents’ Section who are unrelated to one another by common ownership and are not affiliated with the agents qualifying for representation pursuant to the five-county rule.

(b) The number of Directors shall be no fewer than eight. An individual may hold more than one Director position.

(c) The members at large of the Directors shall be elected at the Annual Meeting to serve until the next Annual Meeting or until their successors have been elected and qualified.

(d) A Regular Member company with a representative on the board shall designate by email or other written notice to the Secretary-Treasurer of the Association the representative who is authorized to act on its behalf.

**Section 3. Regular Meetings.**

Any Meetings scheduled by the President, the Directors, the Agents’ Section, or the Committees may be held in person, audio/visual format, or telephone conference call.

The regular meeting of the Directors shall be held annually immediately after the final adjournment of the Annual Meeting of the Association or, in the absence of a quorum, within six weeks thereafter at a time and format set by the President and noticed by email or phone call from the President or the Secretary-Treasurer to all Directors at least two weeks before the meeting. The Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

**Section 4. Special and Emergency Meetings.**

Any Meetings scheduled by the President, the Directors, the Agents’ Section, or the Committees may be held in person, audio/visual format, or telephone conference call.

(a) Special Meetings.

Special meetings of the Directors may be called by the President or by any two Directors at any reasonable time. The people authorized to call special meetings of the Directors may fix the place, date, and time for holding any special meeting of the Directors called by them. Notice of any special meeting shall be given at least seven (7) days prior to the date set by the person(s) calling the meeting.

(b) Emergency Voting Procedure.

The President or Secretary-Treasurer may call for an Emergency Vote by the Directors for the purpose of approving any proposed action. Notice of the proposed action and vote must be sent to all Directors via email. If a response of 75% of the voting Directors is received within two (2) business days and results in a unanimous vote, the vote shall be deemed complete with no further meeting or vote needed. If the vote is not unanimous or less than 75% of the Board responds within 48 hours, then the President or Secretary-Treasurer shall schedule an Emergency Meeting so that the matter can be discussed and voted on in the Emergency Meeting.

(c) Emergency Meetings.

The Secretary-Treasurer or the President may call an emergency meeting of the Directors for the purpose of approving any proposed actions. Notice to all Directors must be given at least two (2) business days before the meeting date, and the notice shall include a copy of any form, practice, or proposed vote.

**Section 5. Quorum.**

The Immediate Past President, Secretary-Treasurer, and Assistant Secretary, if such assistant is appointed by the Directors, shall have a voice but no vote in meetings of the Directors. At any meeting of the Directors, a majority of the voting Directors shall constitute a quorum for the transaction of business. A Director eligible to vote who is unable to attend a meeting may designate by proxy a representative from the same or another Regular Member company to attend and vote on behalf of the absent Director, provided such proxy is in writing or e-mail and deposited with the Secretary-Treasurer of the Association. If less than a majority of the voting Directors are present, in person or by proxy, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 6. Vacancies.**

Vacancies occurring in the Board for any reason, such as resignation, death, or removal, shall be filled in accordance with the requirements of Section 2 of this Article II. The vacancy of an elected position on the Board shall be filled by a vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor.

**Section 7. Compensation.**

No compensation shall be paid to the Directors for their services. Directors are precluded from serving the Association in any capacity for which they would receive compensation from the Association.

## ARTICLE III
## OFFICERS

**Section 1. President.**

The President shall be elected at the Annual Meeting of the Association and shall hold office for one year unless re-elected or until a successor is elected and qualified. The President shall be the principal executive officer of the Association. The President, subject to the control of the Directors, shall, in general, supervise and control all of the business and affairs of the Association. The President shall call all Association Meetings pursuant to Article II, Section 3 and Section 4. The President shall, when present, preside at all meetings of the Association and of the Directors; shall name, except as otherwise provided, the chairs and the members of all committees; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.

**Section 2. Vice President.**

The Vice President shall be elected at the Annual Meeting of the Association and shall hold office for one year unless re-elected or until a successor is elected and qualified. The Vice President shall discharge the duties of the President in the President's absence or during the President's failure to act from any cause and shall perform such other duties as may be prescribed by the Directors from time to time.

**Section 3. Secretary-Treasurer.**

The Secretary-Treasurer shall be appointed by, and hold office at the pleasure of, the Directors. The Secretary-Treasurer shall do or cause to be done the following:

(a) Attend all meetings of the Directors and the committees as may be practicable and keep correct minutes thereof.

(b) Keep charge of the records of the Association; collect dues from members and issue receipts; keep proper and accurate account of the monies of the Association coming into his or her hands; and make disbursements of Association funds authorized by the Directors or the President.

(c) Make arrangements for the meetings of the Directors and give due and proper notice thereof, consistent with the provisions of these by-laws; compile and cause to be published the official reports of the proceedings of the Directors and give due and proper notice thereof; and compile and cause to be published the official report of the proceedings of the Annual Meeting of the Association and furnish to each member a copy thereof.

(d) Deliver promptly to his or her successor, to an Auditing Committee, or to such other person or persons as the Directors may designate, all books, vouchers, securities, documents, and property of every kind for which the Secretary-Treasurer is responsible to the Association.

(e) Do and perform such further acts as may be prescribed by the Directors from time to time.

**Section 4. Delegation of Duties**

The Directors may contract with third parties to assist with the administration of the association, including, but not limited to, executive assistants and tax preparers. Said third parties may exercise the powers of an officer as delegated by the officer or authorized by the Directors. Any reference to an officer herein shall include any action delegated to said third party.

## ARTICLE IV
## COMMITTEES

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

**Section 1. Membership Committee.**

The Membership Committee shall consist of the President, the Vice President, and at least one other representative of a Regular Member appointed by the President. The committee shall be composed of representatives from at least two unaffiliated Regular Members. The Membership Committee shall consider all membership applications, make a recommendation of approval or rejection thereof, and transmit the application together with a report thereon to the Directors.

**Section 2. Nominating Committee.**

The Nominating Committee shall be appointed by the President. It shall be composed of a minimum of three (3) representatives, including the past President, one (1) member of the Agents' Section, and one (1) member who qualifies as a title insurer. If the past President is unavailable, the Secretary-Treasurer will serve. At the Annual Meeting, the Nominating Committee shall nominate a President, a Vice President, and two (2) representatives at large from the Agents' Section to serve as Directors who shall be elected at such meeting. Any officer, manager, or partner of a Regular Member shall be eligible for election to such offices.

**Section 3. Legislative Committee.**

The Legislative Committee shall be appointed by the President and shall be composed of not less than three (3) representatives of different Regular Members of the Association. The Legislative Committee shall circulate an Annual Report that summarizes the legislative changes on or before November 15th. It shall be the duty of the Committee, as directed by the Association Membership, to endeavor to secure the enactment, repeal, or defeat of legislation relevant to the common business interests of the members of the Association. The Legislative Committee shall also take such action as the Directors deem necessary on such pertinent matters as shall be pending before Committees of the Oregon Legislature, or the U.S. Congress, and on which the Association has not previously passed.

**Section 4. Industry Practices Committee.**

The Industry Practices Committee shall be appointed by the President and shall be composed of not less than three (3) representatives of unaffiliated Regular Members of the Association.

The principal duty of the Committee shall be to advise the membership of matters that may affect the title insurance industry.

**Section 5. Special Committees.**

Special committees consistent with the purposes of the Association may be appointed by the President or the Directors to have such duties and perform such functions as may be specified.

**Section 6. Committee Chairs.**

Unless otherwise specified in these By-Laws, the President shall designate the Chair and appoint the members of each committee. Each committee shall meet at the call of the President or the Chair. At the meeting of any committee, a majority of the members shall constitute a quorum for the transaction of business.

## ARTICLE V
## ANNUAL MEETING

**Section 1. Time and Place of Annual Meeting.**

The Annual Meeting of the Association shall be held yearly on the date and at the time as shall be determined by the Directors.

If, at the time for the selection of the date of the Annual Meeting, there shall exist a national or state emergency which, in the opinion of the Directors, makes the holding of the Annual Meeting impractical, the Directors may, by resolution, waive the holding of such Annual Meeting, and cause notice of its action to be given to the membership immediately.

**Section 2. Notice.**

The Secretary-Treasurer of the Association shall notify the Membership of the time and date of the Annual Meeting of the Association at least thirty (30) days before the date of the meeting.

**Section 3. Elections and Voting.**

(a) The President, Vice President, and members at large of the Directors shall be elected at the Annual Meeting of the Association.

(b) The voting power shall be vested in the Regular Members of the Association, each of whom shall be entitled to one vote as provided in these By-Laws.

## ARTICLE VI
## REPRESENTATIVES

**Section 1. Suspension or Termination of Membership.**

If the membership of any member of the Association is suspended or terminated, then the powers and duties of any officer or committee member of the Association who represented such member at the time of his or her election or appointment, and the right to act as such officer or committee member of the Association, shall cease and terminate.

**Section 2. Reappointment.**

Upon the termination of the powers and duties of any such officer or committee member as provided in this Article VI, the position in the Association held by him or her shall be vacant, but nothing herein contained shall be construed to prevent the re-appointment of any such officer or committee member who thereafter affiliates himself or herself with another member of the Association, or who is appointed as an Honorary Member.

## ARTICLE VII
## DUES

**Section 1. Payment of Dues.**

(a) Each Regular Member, Associate Member, and Affiliate Member of the Association shall pay to the Association such annual dues as may be fixed by the Directors. Dues are payable on or before the 30th day after the notice of dues is sent.

(b) Honorary Members shall pay no dues.

**Section 2. Notice.**

The Secretary-Treasurer shall send a notice of the amount of dues assessed to each member.

**Section 3. Limitations on Expenditure.**

Dues paid to the Association shall not be expended for any of the following purposes:

(a) Participation or intervention in a political campaign on behalf of any candidate for public office;

(b) Influencing the general public with respect to legislative matters, elections, or referendums; or

(c) Influencing legislation not relevant to the common business interests of the members of the Association.

## ARTICLE VIII
## AGENTS' SECTION

**Section 1. Membership.**

The Agents' Section of the Association shall include every Regular Member that (i) is an agent of a company qualified as a title insurer in the State of Oregon and (ii) is not majority owned or controlled directly or indirectly by a company for which it acts as agent or by that insurer's holding company.

**Section 2. Powers and Voting.**

This Section may adopt such By-Laws and conduct such activities as will not conflict with the Articles of Incorporation and By-Laws of the Oregon Land Title Association. Voting on Section procedures and actions shall be limited to members of the Section.

**Section 3. Administration**

Administration of the activities of the Section shall be vested in an Executive Committee that shall be composed of, at a minimum, a Chair, a Secretary-Treasurer, and up to two additional representatives from the Agents' Section. Each shall be elected at the Section's Annual Meeting to a term of one year, commencing with the adjournment of the Meeting during which he or she is elected and continuing until his or her successor has been elected and has assumed office.

The Section may adopt its own processes and procedures or adopt the OLTA processes and procedures as outlined in these Bylaws.

## ARTICLE IX
## AMENDMENTS

These By-Laws may be amended at the Annual Meeting of the Association by a two-thirds (2/3) vote of the membership represented at the meeting, provided that such amendments shall have been submitted in writing to the members at least thirty (30) days prior to such meeting, or at any other time by filing with the Secretary-Treasurer the written approval of two-thirds (2/3) of the members of the Association in good standing and entitled to vote; provided that any amendment proposed to be adopted first shall have been submitted to the Directors and approved by them.