FLTA BYLAWS

ARTICLE I – MEMBERSHIP

Section 1: Classification of Members

Members of the Association shall be classified as Regular Members, Honorary Life Members, Associate Members or Student Members.

A. Regular Members

1. Any person or business entity not a member or employee of any organization whose aims and purposes are in conflict with those of this Association, regularly and primarily engaged in the commercial enterprise of preparing and certifying abstracts of title and/or searches for title insurance, conducting real estate closings, or in writing title insurance as a Title Insurance Agent in the State of Florida either duly licensed as a Title Insurance Agent by and in good standing with the Florida Department of Financial Services or appointed to a title insurer and exempt from licensure under Section 626.8417, Florida Statutes, or an attorney licensed by and in good standing with The Florida Bar, is eligible to apply for Regular Membership in this Association. Each Regular Member elected to membership under this paragraph shall be entitled to one (1) vote on all matters submitted to vote of the members. The Regular Member shall subscribe to the principles of the Code of Ethics of the Association, as the same may be emended or interpreted from time to time and shall agree to be governed by the Bylaws of the Association.

2. Any title insurer engaged in the title insurance business in the State of Florida which is duly authorized to transact such business therein is eligible to apply for Regular Membership in this Association and shall subscribe to the principles of the Code of Ethics of the Association, as the same may be amended or interpreted from time to time and shall agree to be governed by the Bylaws of the Association.

B. Honorary Life Members

Any person who has rendered signal service in the furtherance of the objects of this Association and has previously been a member of this Association or its predecessor

and has either retired from active business or has reached the age of seventy (70) years shall be eligible for election to Honorary Life Membership in this Association.

Upon the recommendation of the Board of Directors at a regular or called meeting of the Association and upon the approval of a majority of those present and voting, an Honorary Life Membership may be granted to any person qualifying under the above. Each Honorary Life Member shall be entitled to one (1) vote on all matters submitted to a vote of the Members.

C. Associate Members

Associate Membership shall be limited to those not qualified for Regular Membership. Associate Membership shall be available to any individual, sole proprietorship, partnership, corporation or other business entity engaged in providing services related to the land title industry as determined by the Board of Directors; however, no Associate Membership shall be available to an applicant that is affiliated with, is a wholly owned subsidiary of, or a stockholder in the business of an abstracter, searcher, title insurance agent (other than one who is exempt from licensure under Section 626.8417, Florida Statutes), or title insurer that may qualify or be eligible to apply for Regular Membership as defined in Section 1.A of this Article. Associate Members may attend any meeting of the Association, except executive sessions, and may participate in the deliberation and discussions but may not vote. Associate Members shall not be eligible for elective office, but, shall be eligible for appointment to committees that only handle matters related to the business or service engaged in by the Associate Member.

D. Student Members

Student Membership shall be limited to those not qualified for Regular Membership, Honorary Life Membership or Associate Membership. Student Membership shall be available to an individual enrolled in an educational institution of high school level or higher education, interested in pursuing a career in the Title & Settlement Industry. Students may not be currently employed by a member company (Regular Membership as defined in Section 1.A of this Article). Student Members may attend any meeting of the Association, except executive sessions, and may participate in the deliberation and discussions but may not vote. Student Members shall not be eligible for elective office, but, shall be eligible for appointment to committees.

Section 2: Election to Membership

A. Regular Membership

Any person or business entity eligible for membership in this Association as a Regular Member shall file with the Executive Director of this Association a written application for membership. Upon the receipt of the completed application and appropriate dues payment according to the current dues schedule, the applicant shall immediately become a member of this Association.

B. Honorary Life Membership

Suggestions for the election of any person to Honorary Life Membership may be made by a Regular Member of the Board of Directors of this Association. The Board of directors shall submit its nominations to the Membership of the Association for vote at its next annual convention. Election to such Honorary Life Membership shall be by majority vote of those members voting.

C. Associate Membership

Any individual, partnership, corporation or other business wishing to become an Associate Member of this Association shall file with the Executive Director of this Association a written application for membership. Application shall be approved or disapproved by the Board of Directors. The action of the Board of Directors shall be determined by majority vote of the Board.

D. Student Members

Any individual enrolled in high school education or higher education wishing to become a Student Member of this Association shall file with the Executive Director of this Association a written application for membership. Upon the receipt of the completed application, the applicant shall immediately become a member of this Association. Student Membership shall remain active until one (1) year after graduation or unenrollment.

Section 3: Termination of Membership

A. Withdrawal

Any Regular Member may terminate membership in the Association by filing a written withdrawal from the Association with the Executive Director, but shall not be released by reason of such withdrawal from liability for arrears in dues or other obligations to the Association.

B. Termination of Licensing

Any member whose title insurance license or Florida Bar license, or any title insurer whose certificate of authority, has been revoked or terminated by means other than voluntary, shall immediately cease to be a member of this Association, and shall forfeit any unused Association dues. If license or authority is temporarily suspended,

membership shall be immediately suspended for the term of the suspension and membership shall be reactivated upon reinstatement.

ARTICLE II – Dues and Assessments

Section 1: Regular Members and Associate Members

Each Regular Member and Associate Member shall pay dues in accordance with a schedule to be fixed by the Board of Directors. Dues will be due and payable on January 1 of the dues year, at the office of the Association, and shall be delinquent automatically on the last day of February of that year. Any Regular member or Associate Member who shall be delinquent in payment of dues as specified in the immediately preceding sentences shall be suspended, automatically, and shall lose all voting privileges during the period of suspension.

Section 2: Assessments

No monetary assessment shall be imposed on the membership unless such proposed assessment is first submitted to the membership at either an annual, mid-year, committee workshop or special meeting, or by email at the address registered on the books of the Association if no such meeting is held, and the proposal is adopted by the affirmative vote of a majority of those present and voting if at a meeting, or if the vote is taken by email, by a majority of those voting. Where the vote is by email the membership shall be entitled to seven (7) days written notice of such proposal which shall state the proposed amount and due date of the assessments. The said seven (7) days shall be computed from the date of emailing by the Executive Director. The members shall cast their votes within said seven (7) days, however, such assessment shall become delinquent if not paid within sixty (60) days from due date.

Section 3: Delinquency, Suspension and Revocation for Failure to Pay Dues and/or Assessments

The Executive Director shall report to the Board of Directors at its first meeting held after April 1, a list of all members whose dues have not been paid and who thereby have become delinquent and suspended, and shall also report to the Board of Directors, as required by it, a list of all members delinquent in the payment of assessments. The Board of Directors shall at any such meeting either immediately revoke the membership of such delinquent members for non-payment of dues and/or assessments, or continue the suspension for an additional sixty (60) days computed from the time of such meeting, at which time the suspension shall automatically become a revocation. A member who has been automatically suspended for non-payment of dues and/or assessments shall be reinstated only upon payment of all dues and/or assessments past due, prior to revocation of membership. If the membership or a suspended member is revoked, and said member applies for

a new membership in the Association, said applicant must submit his application, together with payment of all dues and/or assessments owed to the Association at the time of revocation. The vote of the Board of Directors shall be by majority of the entire Board, and such action of Board of Directors shall be final.

Section 4: Sustaining Fund

In order that this Association may be adequately financed and thereby enabled more effectively to carry out the common goals and purposes set forth in the Mission Statement, provision is hereby made for the creation of a Sustaining Fund to be paid by voluntary subscriptions of the members on such basis as the Board of Directors shall prescribe. Members who contribute to this fund shall be additionally designated and credited on the records of the Executive Director as Sustaining Fund Members in recognition of the services rendered. The Sustaining Fund shall be subject to the provisions regarding control as to deposits, investments and expenditures thereof as are all other funds of the Association. Provided, further, that this Sustaining Fund is not compulsory and shall not be operative unless the Board of Directors deems it advisable.

ARTICLE III – Board of Directors

Section 1: General Powers

The affairs of the Association shall be managed by the Board of Directors.

Section 2: Number and Duties of Directors

The Board of Directors shall consist of a minimum of ten (10) members: the President, the immediate Past President, the First Vice President who shall be either the Chair of the Title Insurers or Title Insurance Agents and Abstractors Section, depending on the year, the remaining Section Chair (Title Insurers or Title Insurance Agents and Abstractors Section), Chair of the Past Presidents' Council, Chair of the Governmental Affairs and Judiciary Committee, Chair of the CLT Institute Section, Chair of the Finance Committee who shall be and act as the Association's Treasurer, Vice Chair of the Title Insurers Section, and Vice Chair of the Title Insurance Agents and Abstractors Section. The Nominating Committee may recommend additional Board members from the Title Insurance Agents and Abstractors Section and Title Insurers Section, up to the maximum number of Directors as provided for herein, in order that the Board composition has as equal a representation of agents and insurers as practicable, and to have an odd number of Board members for voting purposes. In recommending additional Board members, the Nominating Committee shall strive for proportionality in organizational representation (agent to insurer ratio), geographic diversity, stability of leadership, and insurer representation. The Board of Directors may not exceed a maximum of 15 members, provided, however, that for the Board terms beginning

with the date of the annual convention in 2026, and continuing through the Board terms ending on the date of the annual convention in 2030, the maximum number of members of the Board of Directors shall be nineteen (19).

The Board of Directors shall be charged with assisting the general welfare of the Association and shall be authorized to do all things and to perform all duties necessary for its good. It shall transact such business for the Association as shall arise between its annual conventions and it shall perform such other duties as it may be directed to perform by the general membership at any special meeting or annual convention. The Board of Directors shall fix the time and place for the annual convention of the Association unless fixed by the previous annual convention. The Board of Directors shall hold a mid-year meeting at least three (3) months prior to each annual convention. The Board of Directors shall appoint the Executive Director as provided. The Board of Directors shall also be empowered to dismiss the Executive Director or request his/her resignation in the event the Board of Directors should deem any such action to be in the best interest of the Association. The Board of Directors shall fill any vacancy in the office of the Executive Director, and such officer shall hold office until his/her successor is duly appointed as provided by Article III.

Section 3: Regular Meetings

Regular meetings of the Board of Directors shall be held at least two (2) times a year and also at the same place and in conjunction with the annual meeting of the Association. At the discretion of the President, other regular meetings of the Board of Directors may be held in each year at such time and place as may be determined by the President. Attendance may be in person or by video or telephonic conference.

Section 4: Special Meetings

A special meeting of the Board of Directors may be called for any purpose by the President or by any two (2) members of the Board of Directors, at the time and place as may be determined by the President. Attendance may be in person or by video or telephonic conference.

Section 5: Notices

Notice of any regular meeting of the Board of Directors shall be given at least ten (10) days prior to the meeting, by written or printed notice sent by email to each Director at the address shown on the records of the Association. Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior to the meeting, by written or printed notice sent by mail or electronic format to each Director at the address shown on the records of the Association. If mailed, the notice shall be deemed to be delivered when deposited in the United States Mail so

addressed, with all postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice of the meeting unless specifically required by statute or by these Bylaws. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors shall be specified in the notice of the meeting.

Section 6: Quorum and Voting

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Except as otherwise provided in these Bylaws, a majority vote of a quorum of Directors shall be sufficient to bind the Board of Directors, and the Association, and shall be necessary for the adoption of any matter upon which the Board of Directors may vote. The President of the Association shall preside at all meetings of the Board of Directors.

Section 7: The Raymond O. Denham Award

The Raymond O. Denham award may be given to an individual member in good standing who has shown leadership and outstanding service to the Association and the industry. Each year the Board of Directors, in its sole discretion, shall determine whether the award should be given and if so, who shall receive the award. Nominations may be submitted by any member in writing to the Board of Directors by June 1 each year. The Board shall make its determinations at a duly called Board meeting held after that date.

Section 8: Removal of a Director

Any member of the Board of Directors may be removed from the Board by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby. The failure of any member of the Board of Directors to attend two (2) consecutive regular Board of Directors meetings or any two of three (2 of 3) consecutive regular Board of Directors meetings, without due cause shown, shall be grounds for removal by the Board of Directors.

Section 9: Resignation

Any member of the Board of Directors may resign from the Board by filing a written resignation with the Executive Director of the Association. If there is no Executive Director, then written resignation shall be submitted to the President.

Section 10: Vacancies

Any vacancy occurring on the Board of Directors may be filled by the Board of Directors at the next meeting of the Board, at which meeting the vacating Director's successor shall be elected to fill the unexpired term of the vacant directorship.

Section 11: Compensation

Directors, as such, shall not receive any stated salary for their services.

Section 12: Right to Attend

Regular Members of the Association or their representatives may attend all meetings of the Board of Directors except at the discretion of the Board of Directors and the best interests of the Association. However, the right to attend meetings does not include the right to participate in discussions or deliberations of the Board of Directors unless such privilege is expressly granted by the President or by the member of the Board of Directors acting in the capacity of the President. No notice of any meeting of the Board of Directors shall be required to be sent to any member of the Association who is not otherwise entitled to such notice.

ARTICLE IV – Officers

The officers of this Association shall consist of a President, First Vice President, Treasurer, and an Executive Director. The Executive Director may also perform the duties of a Secretary and Treasurer at the pleasure of the Board of Directors. All officers, except for the Executive Director, shall be chosen from a list of Regular or Honorary Members in good standing of the Association. The Executive Director shall be appointed by the Board of Directors at a called meeting of the Board. The responsibilities of each office are more particularly set forth in this Article IV.

Section 1: The Office of President

The President shall be the chief executive officer of the Association. He/she shall call and preside at all meetings both regular and special, and shall perform all duties which such executive would be expected to do. He/she shall appoint and designate committees as prescribed in Article VI and shall at all times consult with the Board of Directors on matters of policy in conducting the affairs of the Association. The President shall serve a term of one (1) year.

Section 2: The Office of First Vice President

The First Vice President shall be the Title Insurance Agents and Abstractors Section Chair in odd-numbered years and the Title Insurers Section Chair in even-numbered years. In the absence of the President or in the event of the President's inability or refusal to act, the First Vice President shall perform the duties of the President and, when acting, shall have all the powers of and be subject to all the restrictions upon the President. The first Vice President shall serve as liaison between the Board of Directors and the Finance Committee of the Association and shall perform other duties as may from time to time be assigned by the President or the Board of Directors. The First Vice President shall be nominated by the Nominating Committee, and approved by the Board of Directors. The First Vice President shall serve a term of one (1) year.

Section 3: The Office of Treasurer

The Treasurer, who shall also serve as the Chair of the Finance Committee, except as otherwise provided in these Bylaws: (1) shall have the charge and custody of and be responsible for all funds and securities of the Association; (2) shall cause the receipt of any funds due and payable to the Association; and (3) shall cause the deposit of monies of the Association in the name of the Association, in such banks, trust companies or other depositories as may be approved by the Board of Directors. The Treasurer shall perform all duties ordinarily incident to the office of the Treasurer and other duties that may from time to time be assigned by the President, the Board of Directors or the Finance Committee.

Section 4: The Office of Executive Director

The Board of Directors may employ an Executive Director to be the chief administrator of the affairs of the Association, perform duties as the title by general usage would indicate and be responsible to the Board of Directors. The Executive Director may act as the Secretary of the Association at the direction of the Board. The Executive Director shall have the following duties: (1) attend all meetings of the Board of Directors but shall not have a vote at the meetings; (2) keep and maintain the minutes of the meetings of members and of the Board of Directors in one or more books provided for that purpose and shall see that all notices are given in accordance with the provisions of these Bylaws and the laws of Florida; (3) be the custodian of the corporate records and of the seal of the Association; (4) keep a register of the post office address and email address of each member of the Association as furnished by the member; (5) oversee the preparation of the budget and daily finances; and (6) perform other duties as may from time to time be assigned by the President or the Board of Directors.

The Executive Director shall be the only officer of the Association entitled to compensation for services rendered. Such compensation shall be prescribed by contract as approved by the Board of Directors.

Section 5: Assistant Treasurer or Assistant Secretary Officers

The President may appoint one (1) or more Assistant Treasurers and one (1) or more Assistant Secretaries, as he/she shall deem necessary for the best interests of the Association. Each assistant officer must be a Regular Member of the Association. The assistant officer shall have the authority to perform such duties as may from time to time be assigned by the President, and shall hold office for whatever period of time may be determined by the President, provided, however, that the term of the appointed assistant officer shall not exceed one (1) year from date of appointment. Upon the expiration of the appointment, the President, in his/her discretion, may re-appoint the same person to another term as an assistant officer.

Section 6: Resignation

Any officer of the Association may resign from office by filing a written resignation with the Executive Director. If the Executive Director shall resign, the resignation shall be filed with the President.

Section 7: Vacancies

Any vacancy of an office or Board Director may be filled by the Board of Directors until the next meeting of the Association, at which meeting the successor of the office or Board of Directors shall be elected to fill the unexpired term of the vacant position.

Section 8: Removal of an Officer

Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby. Any officers elected by the Regular Members of the Association may be removed by majority vote of the Board of Directors present and voting whenever in its judgment the best interests of the Association would be served thereby.

ARTICLE V – Sections

The following sections of this Association are hereby established:

Section 1: Title Insurers Section

The Title Insurers Section shall include all title insurer members not eligible for the licensed Title Insurance Agents and Abstractors Section in accordance with Section 2 of this Article V.

The Forms Committee, the Claim Round Table Committee, and the Suspicious Activities and Persons Committee shall be subcommittees of the Title Insurers Section and shall conduct subcommittees business at the direction of the Chair of the Title Insurers Section.

Section 2: Title Insurance Agents and Abstractors Section

The Title Insurance Agents and Abstractors Section shall include all licensed title insurance agent and abstractor members not eligible for the Title Insurers Section in accordance with Section 1 of this Article V.

Section 3: Certified Land Title Institute Section

The Certified Land Title Institute Section shall also be known as the "CLT Institute Section". The CLT Institute Section shall be composed of persons who have qualified under the Rules and Procedures of the CLT Institute Section. The CLT Institute Section shall be governed by its own Rules of Procedure, which shall not conflict or be inconsistent with the Bylaws of this Association. The CLT Institute Section shall be self-supporting and shall not obligate the Association for any expenditure on its behalf. The sole purpose of the CLT Institute Section shall be to promote a greater degree of technical knowledge and professionalism throughout the industry by assisting the Association in its educational program and by administering all testing, grading and evaluations pertaining to awarding Association professional designations of Certified Land – Title Searcher (C.L.S.) and Certified Land – Title Closer (C.L.C.).

Section 4: Conducting of Business

Each Section may adopt bylaws and conduct activities that are not inconsistent or in conflict with the Bylaws of the Association. Voting on Section matters shall be limited to members of the Section.

Section 5: Appointment of Chair or Vice Chair of Sections

Except for the CLT Institute Section, each Section shall be governed by its Chair and/or Vice Chair. The Board of Directors shall appoint the Chair and Vice Chair of each Section. The Board of Directors also has the authority to remove the Chair or Vice Chair at its discretion.

Section 6: Term of Section Chair

Except for the CLT Institute Section, the Chair of each Section shall serve a term of two (2) years and shall serve on the Board of Directors of the Association. One (1) Section Chair shall also serve as First Vice President and shall automatically succeed the President. Thereafter, the other Section Chair in alternating procedure annually shall succeed to First Vice President and the following year serve as the President. This means that the Association Presidency shall alternate between the Section Chairs of the Title Insurers Section and the Title Insurance Agents and

Abstractors Section. The Chair of each Section shall preside at all meetings of the respective Section.

Section 7: Section Meetings

Each Section shall meet at the annual convention but only during times assigned or times that will not conflict with the convention program. In addition, each Section may meet at any other time deemed necessary by the Section Chair.

ARTICLE VI – Committees

Section 1: Committees with Chairs Appointed by the President

Subject to approval of the Board of Directors, the President shall appoint annually as soon as possible after taking office the following Committees if such committee is deemed by the Board to be in the best interests of the Association: (1) Governmental Affairs and Judiciary Committee; (2) Bylaws Committee; (3) Membership Committee; (4) Claims Prevention, Avoidance and Education Committee; (5) Finance Committee; (6) Data Call Committee; and (7) any ad hoc committee. The President, First Vice President and Executive Director shall be ex-officio members of all appointed committees.

A. Governmental Affairs and Judiciary Committee

The Governmental Affairs and Judiciary Committee shall consist of a representative from each of the title insurers duly authorized to do title insurance business in the State of Florida, which insurer is a Regular Member in good standing; and an equal number of Regular Members or Honorary Members appointed by the President which shall be from the Title Insurance Agents and Abstractors Section. Sufficient members to fill all existing vacancies on the Committee shall be appointed each year with each member serving a term of two (2) years. The failure of any member of the Committee to attend two (2) consecutive Committee meetings, without due cause, shall be grounds for removal from the Committee by the Chair.

The President shall appoint a Chair and a Vice Chair of the Committee, one of which shall be associated with or employed by a title insurance agency and one associated with or employed by a title insurer. The Chair's term shall be for one (1) year and shall be succeeded by the Vice Chair. The Vice Chair shall also assume the duties of the secretary for the Committee. General duties, functions and responsibilities of the Committee are:

1. **Legislation and Case Law:**

The Committee shall investigate and make reports on laws and decisions which vitally affect those in the abstract and title business in Florida. Reports on such legislation and court decisions shall be made to the Executive Director, who in turn will disseminate the same to all members of the Association. Upon direction and approval of the Board of Directors, the Committee shall have the power to act with regard to legislation pending before the State Legislature on matters affecting the interest of the members of the Association. The Committee shall prepare such legislation as in its judgment should be sponsored by the Association and submitted to the Legislature for enactment. Any such proposed legislation shall first be submitted by the Committee to the Board of Directors for approval or rejection. In the event the Board of Directors approves the same, such proposed legislation shall be submitted at the next ensuing annual convention, special or mid-year meeting of the Association for approval or rejection and the Committee shall take action in accordance therewith.

A detailed report of the activities of the Committee shall be made at each annual convention, provided, however, that during sessions of the Florida Legislature the Committee may take whatever emergency action the majority of the Committee may agree upon, after receiving consent of a majority of the Board of Directors. Such consent of the Board of Directors may be obtained by telephone, email or by a special called meeting at the discretion of the President.

2. Legislative Action and Education:

The Governmental Affairs and Judiciary Committee shall:

(a) Promote and strive for the improvement of government by encouraging and stimulating persons engaged in the title insurance industry and others to participate in governmental and political affairs;

(b) Encourage persons engaged in the title insurance industry and others to know and understand the nature and actions of their government (legislative, executive and judicial) concerning land transactions and the title to land, including informing the public and office-holders on important issues relating thereto and the records of office-holders and candidates with respect to such issues;

(c) Assist persons engaged in the title insurance industry and others in organizing themselves for more effective political action;

(d) Support, without regard to party affiliation, those candidates and office-holders whose expressed philosophy or records in office are consistent with the concepts of government through the private-enterprise system;

(e) Assist those candidates and office-holders in fundraising, outreach and lobbying as needed to further our industry; and

(f) At the direction of the Board, do any and all things which are permitted by law and which are necessary or desirable for the achievement of the purposes stated in this section.

B. **Bylaws Committee**

The Chair of the Bylaws Committee shall be appointed by the President and the Committee shall consist of not less than three (3) members. All motions and resolutions involving changes in or amendments to the Bylaws shall be referred to the Bylaws Committee for study and submission to the Board of Directors, and it shall make a report at each annual convention or at any special or mid-year meeting as provided for in Article VIII. The President shall appoint a Vice Chair if deemed in the best interest of the Association.

C. Membership Committee

The duties of the Membership Committee shall be to expand the membership of the Association through the recruitment of qualified potential members, investigate qualifications of applicants when requested by the Board of Directors, and make recommendations on membership applications. The President shall appoint the Chair and may appoint a Vice Chair.

D. Claims Prevention, Avoidance and Education Committee

The Claims Prevention, Avoidance and Education Committee shall educate the membership regarding claims prevention and avoidance, and other claims related matters as the Committee may see fit. The Committee shall be made up of individuals engaged in the title insurance industry through a title insurance agency or title insurer duly authorized to conduct title business in the State of Florida, and Associate Members engaged in claims resolution, not more than one member of which shall be associated or employed by the same firm or entity. The President shall appoint a Chair and Vice Chair to the Committee, one of which shall be employed by title agency and one associated or employed by a title insurer. The Chair's term shall be for one (1) year and shall be succeeded by the Vice Chair.

E. Finance Committee

There shall be a Finance Committee, consisting of the presiding President, the First Vice President, and at least two other members, who shall be appointed by the President. The Chair of the Committee shall also be the Treasurer of the Association. Each member of the Finance Committee must be a Regular Member or a representative of a Regular Member. It is an ideal that at least two (2) members of the Finance

committee shall have a financial affairs acumen or familiarity with analyzing and preparing financial statements. The President shall appoint the Chair of the Finance Committee, and may appoint a member to fill any vacancy in the Committee, and may also appoint a Vice Chair.

The duties of the Finance Committee shall be the reviewing and approving the accuracy of the reports quarterly, the preparation of an annual budget of the Association's expenses for submission to and adoption by the Board of Directors, and, in general, the supervision of all matters relating to the finances of the Association. It shall be responsible to and shall report its actions to the Board of Directors.

The Committee shall submit a report of the financial condition of the Association at the summer mid-year meeting and present a budget to be approved at the annual convention meeting. Meetings of the Finance Committee shall be held at such times and places as shall be determined by the Chair of the Committee or the President of the Association.

F. **Data Call Committee**

The Committee shall consist of at least two (2) members from the Title Insurance Agents and Abstractors Section and at least one (1) member from the Title Insurers Section. The President shall appoint the Chair of the Data Call Committee, who shall serve for a term of two (2) years. The President may also appoint a Vice Chair. The Committee shall work with the Office of Insurance Regulation and Department of Financial Services on agent and insurer data call reporting forms, reporting processes, and analysis as may be directed by the Board of Directors from time to time.

G. Ad Hoc Committee

The Board of Directors may appoint any other committee that it deems necessary or advisable in the best interests of the Association. The President may appoint any other committee that he/she deems necessary or advisable, but only with the approval of the Board of Directors.

Section 2: Additional Committees (not appointed by the President)

The following committees are hereby established:

A. Nominating Committee

A Nominating Committee shall be composed of the four (4) most recent Past Presidents of the Association who are in good standing, the President and the First Vice President of the Association. The immediate Past President shall serve as Chair. In the event any of said four (4) Past Presidents are unable or unwilling to serve, then the active President shall immediately fill any vacancy by appointing a Past President who is in

good standing. The Nominating Committee shall make nominations for all elected offices and directorships, and make its report thereof, first to the current Board of Directors for review and approval, and then at the annual convention to the voting members present for election, pursuant to the following:

1. The Nominating Committee shall promote the widest possible representation of both title insurer members, abstractor members, and title insurance agent members in making nominations for all elected offices.
2. The Nominating Committee shall endeavor to balance the composition of the Board equally between insurer members and title insurance agent members.
3. The Nominating Committee shall be required to make nominations sufficient to insure, to the extent practicable, that at all times there shall be serving on the Board of Directors, at least three agent members who are neither attorneys nor employees or owners of equity interests in agencies in which attorneys are owners of equity interests.
4. This section shall not apply to nominations for the Certified Land Title Institute Section or for the Past Presidents' Council.

The Board of Directors and officers of the Association shall be elected each year at the annual convention and shall serve until the next annual convention or until their successors have been elected and qualified.

The newly elected officers, after having been duly installed, shall take charge of the affairs of the Association immediately upon the adjournment of the annual convention, and the retiring officers shall forthwith deliver all property, records and monies in their possession which belong to the Association to the newly elected officers.

B. Past-Presidents' Council

There is hereby established a Past-Presidents' Council to be composed of all members in good standing, or officers, managers or employees of members in good standing of this Association, who have previously served the membership of this Association as its President.

The Past-Presidents' Council shall promote and carry out appropriate special projects which will help to advance the common interest of the members of this Association. This Council shall assist the Board of Directors by serving in an advisory capacity in the handling of the affairs of this Association. This Council shall hold a meeting once each year immediately prior to or at the time of the annual convention for the purpose of selecting its Chair for the ensuing year and for carrying out the other business of the Council. The Council may also hold other meetings during the year as its Chair may

deem advisable. The Past-Presidents' Council may adopt its own rules of procedure so long as such rules are not in conflict or inconsistent with the Bylaws of the Association.

The Chair of the Past Presidents' Council and two (2) other members of the Council chosen by the Chair shall constitute the Selection Committee for the following scholarships: The Sam Mansfield Scholarship, The Marjorie Sheridan Schwartz Scholarship and The John Thornton Scholarship. The Committee shall have the sole authority and obligation to select the winner of these scholarships.

C. Forms Committee

The Forms Committee shall be a subcommittee of the Title Insurers Section and shall conduct its business at the direction of the Chair of the Title Insurers Section. The Committee shall be composed of two (2) representatives of each insurer member, and a member from the Title Agents and Abstractors Section appointed by the Chair of the Title Agents and Abstractors Section. The Chair of the Title Insurers Section shall appoint the Chair of the Forms Committee who shall be a member of the Title Insurers Section. The Chair of the Forms Committee shall serve a term of two (2) years. The Chair of the Title Insurers Section may appoint a Vice Chair who shall be a representative of a member of the Title Insurers Section. Each Title Insurer member's representative and the Title Agents and Abstractors Section representative shall be entitled to one (1) vote.

The Forms Committee shall work in conjunction with the applicable State regulatory authorities ("the Authorities") in order to assist the Authorities in a strictly advisory capacity, with the approval of title insurance forms, the promulgation of rules relating to title insurance forms, and other issues associated thereto.

D. **Claims Round Table Committee**

The Claims Round Table Committee shall be a subcommittee of the Title Insurers Section and shall be made up of individuals employed by a member of the Title Insurers Section engaged in claims resolution. No more than one (1) member of the Committee shall be employed by the same Title Insurer Section member. The primary responsibility, in coordination with the Executive Director, shall be to conduct an annual Claims Round Table event. The Chair of the Title Insurers Section shall appoint the Chair and may appoint a Vice Chair of this subcommittee.

E. Suspicious Activities and Persons Committee

The Suspicious Activities and Persons Committee shall be a subcommittee of the Title Insurers Section and shall be made up of individuals employed by a member of the Title Insurers Section engaged in fraud prevention relating to title insurance in Florida,

and each member shall be a designated employee, pursuant to Section 626.989, Florida Statutes. The Chair of the Title Insurers Section shall appoint the Chair and may appoint a Vice Chair of this subcommittee.

Section 3: Elections

A. Officers

The Board of Directors shall be elected each year at the annual convention and shall serve until the next annual convention or until their successors have been elected and qualified. The newly elected officers and Directors, after having been duly installed, shall take charge of the affairs of this Association immediately upon the adjournment of the annual convention, and the retiring officers and Directors shall forthwith deliver all property, records and monies in their possession which belong to the Association to the newly elected officers and Directors.

B. Installation Ceremony

The incoming members of the Board of Directors of the Association shall be installed in a ceremony to be administered by an officer of the American Land Title Association, if present. If no officer of the American Land Title Association is present, then by the Immediate Past President of the Association. If the Immediate Past President of the Association is absent, any prior Past President in attendance selected by the retiring President shall conduct the ceremony.

The following language is suggested but is not required:

> *It is an honor and a privilege for a person to be selected by the members of his or her profession to serve in a capacity of leadership. This honor carries with it a great responsibility; a responsibility that has been borne with courage and distinction by your predecessors. Yours is no easy task; as a member of the Board of Directors of the Florida land Title Association, Inc., it will be your duty to render objective judgment over controversial issues involving your own economic well-being and the prosperity and progress of your own company. You will find the hours are long, the decisions are sometimes difficult, and the demands upon your time and talent are many, but the rewards are great.*
>
> *Do you solemnly promise to uphold the Constitution of the United States of America and the Constitution of the State of Florida, and to uphold and observe the Constitution of the American Land Title Association and the Bylaws of the Florida Land Title Association, Inc., and to render to this*

Association and its members, faithful and honest service during the full term of your office as set forth in the Bylaws of this Association.

Response – *"I do."*

And now by the authority conferred upon me by the Bylaws of the Florida Land Title Association, Inc., I do hereby charge each of you individually and all of you collectively to dedicate yourselves to the faithful performance of your duties and responsibilities which you have accepted, and I do hereby declare you to be duly installed.

ARTICLE VII – Fiscal Year

Section 1: Fiscal Year and Audits

The fiscal year of the Association shall be from January 1 to December 31 of each year. The Executive Director shall keep appropriate books and financial statements and submit them to the certified public accountant for the Association for audit and accounting purposes.

ARTICLE VIII – Amendment and Revision

Section 1: Amendments

At any annual convention or mid-year meeting or at any special meeting called for the specific purpose, these Bylaws may be amended or revised after circulation to the membership of the proposal at least thirty (30) days prior to said meeting, by a two-thirds (2/3) vote of the qualified members present at such meeting.

ARTICLE IX – Meetings and Representation

Section 1: Meetings

The Association shall hold an annual convention meeting and such other meetings at such time and place as may be fixed by the Board of Directors elected at the preceding annual convention meeting. The Board of Directors shall hold a mid-year meeting at least three (3) months prior to each annual convention. The order of business to be observed at a meeting or convention of the Association shall be prepared under the supervision of the President with the assistance of the Board of Directors. The order of business to be observed at a Committee meeting shall be prepared under the supervision of the Committee's Chair or as may be directed by the Board of Directors.

Section 2: Vote

At every meeting or convention of this Association, each Regular Member elected to membership under Article I, Section 1(A)(1) of these Bylaws present, in good standing, shall be entitled to one (1) vote as determined by the Board of Directors. Any company, corporation or individual holding a regular membership may send one (1) or more delegates to any meeting or convention of the Association, but such delegate or delegates shall be limited to one (1) vote for each regular membership as defined in Article I, Section 1(A)(1). An Honorary Life Member shall be entitled to one (1) vote. An Associate Member shall not be entitled to a vote.

At all meetings of the membership, Board of Directors or Committees, a majority vote shall be required to carry a motion or proposal, except as follows: Wherever in the Bylaws reference is made to the proportion of the vote of membership requisite to carry a motion or proposal, it shall mean those members who are physically present at the meeting in which the vote is taken, unless, however, the reference is specifically to the entire membership. No vote may be cast by proxy at any regular, special, Committee workshop or mid-year meeting of the members. The Board of Directors may permit proxy voting in Committee meetings.

ARTICLE X – Waiver of Certain Rights

Section 1: Rights of Members

Upon the adoption of these Bylaws of the Florida Land Title Association, Inc., it is hereby provided that nothing herein contained shall be interpreted so as to divest any present member in good standing of membership in the Association.

(Revised: October 2010; November 2011; November 2012, November 2013; September 2016; November 2018; November 2021; October 2026)