



ARIZONA STATE ESCROW ASSOCIATION

BYLAWS

Effective March 18, 2006

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**BYLAWS OF THE
ARIZONA STATE ESCROW ASSOCIATION**

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BYLAWS OF THE ARIZONA STATE ESCROW ASSOCIATION

ARTICLE 1 - NAME, PURPOSES, GENERAL PROVISIONS, DEFINITIONS
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SECTION 1. NAME

- A. The name of this Association shall be the ARIZONA STATE ESCROW ASSOCIATION, a nonprofit corporation organized under and by virtue of the laws of the State of Arizona, hereinafter referred to as this "Association".

SECTION 2. PURPOSES

- A. The purposes of this Association are:
 - 1. To improve the image of the escrow professional.
 - 2. To offer educational opportunities to its members.
 - 3. To improve escrow and closing services.
 - 4. To increase public knowledge and understanding of escrow and closing services.
 - 5. To maintain open relationships with allied industries.
 - 6. To coordinate legislative, regulatory and court efforts within the State of Arizona on matters that effect the escrow industry.
 - 7. To disseminate information to its members on matters, legislative or otherwise, that may affect the escrow industry.
- B. This Association shall strive to meet the above purposes through whatever suitable, ethical and legal means deemed necessary by its Board of Directors.

SECTION 3. LOCATION

- A. The principal place of business of this Association shall be in the County of Maricopa, State of Arizona.
- B. The known place of business of this Association shall be the address of its Statutory Agent.
- C. This Association may also maintain offices at such other place(s) within the State of Arizona, as may be designated from time-to-time by the Board. The

business of this Association may be transacted at such other offices with the same effect as if conducted at its principal place of business.

SECTION 4. CORPORATE SEAL

- A. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of this Association.
- B. If a corporate seal is used, the same shall be a circle having on the circumference the name ARIZONA STATE ESCROW ASSOCIATION, INC. and in the center thereof the terms "Corporate Seal, 1980, Arizona". Said seal shall conform to any other requirements of the State of Arizona.

SECTION 5. FISCAL YEAR

- A. The fiscal year of this Association shall begin on August 1 and shall end on July 31st.

SECTION 6. DEFINITIONS

The following terms, if and as used herein, shall be understood to mean:

1	A.E.A.	American Escrow Association
2	A.S.E.A.	Arizona State Escrow Association
3	Board Board of Directors	Officers and Directors of this Association
4	Bylaws	Bylaws of the Arizona State Escrow Association
5	Convened Meeting	Any regular, special or executive board meeting of this Association that has been called to order, which may be held by means of a traditional gathering, teleconferencing, internet conferencing or by whatever other means may be available at the time to facilitate a meeting of several individuals.
6	Deliver(ed)	U.S. Mail, fax, e-mail, express delivery, or whatever form of written or electronic communication is available at the time.
7	Director	Any individual serving on the Board of Directors of this Association, including Officers.
8	Fiscal Year	The fiscal year of this Association (August 1 through July 31)
9	Herein	Used as a reference point for any provision contained in these Bylaws.
10	Majority Vote	Fifty-one per cent (51%) of the total Members of the Board

11	Member in Good Standing	A person whose application and dues have been accepted by this association.
12	Member(s) of the Board	Any person serving on the Board of Directors of this Association as an Officer or Director.
13	Quorum	Fifty-one percent (51%) of the total Members of the Board.
14	Ruling Documents	Bylaws, Articles of Incorporation, Standing Rules, approved minutes as taken at any convened meeting of this Association, Roberts Rules of Order, Newly Revised.
15	State	State of Arizona
16	This Association	Arizona State Escrow Association

ARTICLE 2 - REGIONAL ASSOCIATIONS

Pursuant to a majority vote of the Board of Directors of this Association, and as agreed to by all Regional Escrow Associations, at a meeting held on March 18, 2006, all Charters to Regional Associations shall be revoked and this Article 2 of these Bylaws together with any references to Regional Associations in these Bylaws shall be considered void.

The Revocation of Regional Associations shall become effective on March 18, 2006. Thereafter, there shall be no Regional Associations and membership in this Association shall be on an individual basis.

If at any time in the future, upon a majority vote of the Board of Directors of this Association, Regional Associations may be reactivated, and this Section 2 of these Bylaws together with any reference to Regional Associations, may be reinstated and revised as deemed necessary by the Board of Directors of this Association.

ARTICLE 2 - MEMBERSHIP

SECTION 1. QUALIFICATION OF MEMBERSHIP

- A. Membership to this Association shall be on an individual basis.
- B. A member in good standing of this association may be entitled to membership in one of the following categories:
 - 1. **ACTIVE MEMBERSHIP.** Active members shall be those natural persons directly engaged in the practice or management of escrow closings or settlement in connection with real or personal property.

2. ASSOCIATE MEMBERSHIP. Associate members shall be those natural persons employed by an escrow or title company, in any department, including but not limited to account servicing, trust, title or administration; or those natural persons employed by an exchange accommodator.
3. AFFILIATE MEMBERSHIP. Affiliate members shall be those natural persons employed in allied fields, including but not limited to lending institutions, banks, law firms or real estate companies.
4. INACTIVE MEMBERSHIP. Inactive members shall be those Active, Associate or Affiliate members who are no longer engaged in their profession, either permanently or temporarily.
5. LIFE MEMBERSHIP. Upon a majority vote of the Board of Directors, any member who has shown outstanding support and has made major contributions to this Association may be awarded a life membership.

The Statutory Agent of this Association shall be a member in good standing for the term of service.

SECTION 2. TERM OF MEMBERSHIP

- A. The term of membership shall be for the fiscal year of this Association or balance thereof, for which dues have been paid.

SECTION 3. MEMBERSHIP PRIVILEGES

- A. Each member shall have privileges as set forth below, pursuant to his/her membership status:
 1. ACTIVE MEMBERS. May serve as Director, hold any office and serve on any regular or special committee. Includes membership to A.E.A.
 2. ASSOCIATE MEMBERS. May serve as a Director, hold any office and serve on any regular or special committee. Includes membership to A.E.A.
 3. AFFILIATE MEMBERS. May serve on any regular or special committee, but may not serve as Director to this Association or hold office. Includes membership to A.E.A.
 4. INACTIVE MEMBERS. May serve on any regular or special committee, may serve as Director to this Association, hold any office

and serve on any regular or special committee. Includes membership to A.E.A.

5. LIFE MEMBERS. May serve as a Director or hold any office (providing the member still meets the qualifications of same) and may serve on any regular or special committee. Does not include membership to A.E.A. unless the applicable dues are paid by the life member to A.E.A. through this Association.
- B. Any member who no longer meets the requirements of his/her membership status (either permanently or temporarily) may be eligible to complete the current membership year under the original membership status, as approved by a majority vote of the Board of Directors.
- C. All members of this Association shall have individual to this Association.
- D. All members in good standing of this Association shall become members of the American Escrow Association, and shall be represented by the Arizona State Director to A.E.A.
- E. Any member of this Association may attend any regular or special board meeting held by this Association as a non-voting guest.
- F. Any member of this Association may attend any educational seminar or other event hosted by this Association, subject to payment of any registration fees.

ARTICLE 4 - BOARD OF DIRECTORS

SECTION 1. NUMBER

- A. There shall be a minimum of fifteen (15) Members serving on the Board of Directors at any one time.
- B. The Board shall include any person who is also serving as an Officer of this Association.

SECTION 2. QUALIFICATIONS

- A. All Directors of this Association shall be members in good standing of this Association, and shall meet the qualifications of Active or Associate Membership as set forth herein.
- B. Each Director shall be voted into office by a majority vote of the members in attendance at the Annual Business Meeting.

- C. Any Director who no longer meets the Requirements for Active or Associate Membership may be eligible to complete the current term as approved by a majority vote of the Board.

SECTION 3. TERM OF OFFICE

- A. Each Member of the Board shall serve a term of one (1) fiscal year.
- B. Any person who serves as a Member of the Board may run for reelection to that same office.
- C. A term limit may be implemented in the event of special circumstances, by a majority vote of the Members of the Board.

SECTION 4. DUTIES AND POWERS

- A. The Board of Directors has general charge of the affairs of this Association and shall delegate such powers and adopt such other rules and regulations from time-to-time that shall not be inconsistent with these Bylaws or the purposes of this Association.
- B. Each Member of the Board shall serve on at least one committee as appointed by the President.
- C. Each Member of the Board shall have one (1) vote in all matters brought before the Board.

SECTION 5. COMPENSATION

- A. All Board Members serve without compensation for their services.
- B. Any Board Member may be reimbursed for expenses incurred on behalf of this Association as set forth in the Standing Rules.

SECTION 6. REMOVAL FROM OFFICE

- A. Any Member of the Board may be removed from his/her position by a majority vote of the Members of the Board.
- B. The President shall cause a notice to be delivered to all Board Members of said recommendation for removal, which notice shall include instructions for voting.
- C. Should a Board Member be removed from office, the President shall cause a notice to be sent to that Board Member.

SECTION 7. RESIGNATION FROM OFFICE

- A. Should any Board Member be unable or unwilling to complete his/her term, then said Board Member shall send written notice to the President and Secretary of this Association

SECTION 8. VACANCIES

- A. Any vacancy created in the Board may be filled by any Active or Associate Member in Good Standing of this Association.
- B. Any vacancy should be filled prior to the first Board meeting of this Association held subsequent to the vacancy.

ARTICLE 5 - OFFICERS

SECTION 1. NUMBER, QUALIFICATION, AND TERM OF OFFICE

- A. NUMBER. The Officers of this Association shall be as follows:
 - 1. President
 - 2. President Elect
 - 3. Vice President
 - 4. Secretary
 - 5. Treasurer
 - 6. Director to the American Escrow Association
 - 7. Alternate Director to the American Escrow Association
 - 8. Immediate Past President
- B. QUALIFICATIONS
 - 1. No person shall serve as an Officer of this Association unless that person meets the qualifications of Active or Associate Membership as set forth herein.
 - 2. The specific qualifications of each office are as follows:
 - a. PRESIDENT. After having served at least one (1) complete fiscal year as a Director of this Association, the last of which shall immediately precede election.

- b. PRESIDENT ELECT. After having served at least one (1) complete fiscal year as a Director of this Association, the last of which shall immediately precede election.
- c. VICE PRESIDENT. After having served at least one (1) complete fiscal year as a Director of this Association immediately preceding election.
- d. SECRETARY. Without further qualification.
- e. TREASURER. After having served at least one (1) complete fiscal year as a Director of this Association immediately preceding election.
- f. DIRECTOR TO THE AMERICAN ESCROW ASSOCIATION. After having served as a Member of the Board for at least one (1) complete fiscal year, the last, of which shall immediately precede election.
- g. IMMEDIATE PAST PRESIDENT. After having served as President, the Immediate Past President shall remain on the Board during the fiscal year immediately following his/her term as President.

SECTION 2. TERM OF OFFICE

- A. All Officers shall serve a term of one (1) fiscal year.
- B. No person shall serve in any of the above offices for more than two (2) consecutive terms.
- C. The term limit may be waived by a majority vote of the Board of Directors.

SECTION 3. DUTIES AND POWERS

- A. PRESIDENT. The President shall be the Chief Executive Officer of this Association and shall preside at all regular, special and executive session meetings; shall represent this Association and act in its name, subject to its declared purposes and policies; shall serve as an ex-officio member of all committees and shall appoint the chairpersons of all committees except for the Nominating Committee and the Professional Designations Committee; and shall perform any and all other duties usual or custom to the office. The office of the President shall be bonded by this Association as set forth in the Standing Rules.

- B. PRESIDENT ELECT. The President Elect shall automatically succeed to the office of the President of This Association for the ensuing year. Said President Elect shall present to the Nominating Committee a written statement indicating consent to the ability to accept the office of the President, which statement must be presented in writing at least ninety (90) days prior to the Annual Business Meeting.

The President Elect shall act as the representative of the President in such matters as may be assigned and will assist the President in the administration of This Association as directed.

- C. VICE PRESIDENT. The Vice President shall perform such duties as usual or custom to the office, or as may be assigned by the President or the Board of Directors. The Second Vice President shall chair at least one committee as appointed by the President.
- D. SECRETARY. The Secretary shall keep the minutes of all regular and special Board Meetings, shall keep the seal of this Association (if such a seal be used), submit all corporate filings to the Arizona Corporation Commission and perform such other duties as are customary to the office, shall perform any other tasks or duties as may be assigned by the President or the Board of Directors, and as may be set forth in the Standing Rules.
- E. TREASURER. The Treasurer shall supervise and be responsible for the funds and securities of this Association; shall maintain records of the funds and securities of this Association pursuant to standard bookkeeping procedures; shall file the annual tax returns with the Internal Revenue Service (if appropriate); shall manage any insurance policies held by this Association; and shall perform all other duties usual and custom to the office. The Treasurer shall serve as Chairperson of the Budget & Finance Committee and shall perform any other tasks or duties as may be assigned by the President or the Board of Directors, and as may be set forth in the Standing Rules. The Treasurer shall be bonded by this Association as set forth in the Standing Rules.
- F. DIRECTOR TO THE AMERICAN ESCROW ASSOCIATION. As set forth in Article 6.
- G. ALTERNATE DIRECTOR TO THE AMERICAN ESCROW ASSOCIATION. As set forth in Article 6.
- H. IMMEDIATE PAST PRESIDENT. Without any need for election, the Immediate Past President shall act as advisor to this Association for at least one (1) fiscal year after his/her term of office as President.

SECTION 4. COMPENSATION

- A. All Officers serve without compensation for their services.
- B. Any Officer may be reimbursed for expenses incurred on behalf of this Association as set forth in the Standing Rules.

SECTION 5. REMOVAL FROM OFFICE

- A. Any Officer may be removed from said position by a majority vote of the Board of Directors of this Association.
- B. The President shall cause a notice to be delivered to all Directors of said recommendation for removal from office, which notice shall include instructions for voting on said removal from office and thereafter the vacant office shall be filled as set forth in Section 7 below.

SECTION 6. RESIGNATION FROM OFFICE

- A. Any Officer who is unable or unwilling to complete the term of office shall submit a written letter of resignation to the President and Secretary of this Association.
- B. The President shall cause a notice of the resignation to be delivered to the Directors, which shall include instructions for voting and the office shall be filled as set forth in Section 7 below.

SECTION 7. VACANCIES

- A. Any vacancy in any of the offices created by resignation or removal shall be filled by the individual that currently holds the next lower office. Should that individual be unwilling to assume the higher office or if the vacancy occurs in the Treasurer's office, then an election shall be held by the Board of Directors to fill the vacant position from within the remaining Directors.
- B. Any vacancy must be filled within two (2) months of the date it was vacated, however, if the position of Alternate Director to the American Escrow Association is vacated, said position must be filled prior to the next regular or special board meeting held by the American Escrow Association.

- C. The President shall cause a notice to be sent to the membership of this Association of any changes resulting from a vacancy in office, which notice shall include a request for any replacement Director(s) needed. Any qualified candidate shall be approved by a majority vote of the Board of Directors of this Association.
- D. Should the Immediate Past President be unable or unwilling to serve an additional year on the Board as an advisor to this Association, then the Board may elect an advisor from among other Past Presidents by majority vote of the Directors, provided that the person elected is willing to serve.

ARTICLE 6 - DIRECTOR AND ALTERNATE DIRECTOR TO THE AMERICAN ESCROW ASSOCIATION

SECTION 1. ELECTION

- A. The Arizona State Director and Alternate Director to the American Escrow Association shall be elected by a majority vote of the Board of Directors of this Association.
- B. Such election shall be held concurrently with the annual election of officers for this Association, and the nominees for Director and Alternate Director to A.E.A. shall be included on the ballots.

SECTION 2. TERM OF OFFICE

- A. The Director to the American Escrow Association shall serve a one (1) year term to run concurrently with the fiscal year of the American Escrow Association (August 1 - July 31).
- B. The Alternate Director to the American Escrow Association shall serve a one (1) year term to run concurrently the fiscal year of the American Escrow Association (August 1 - July 31).

SECTION 3. DUTIES AND RESPONSIBILITIES

- A. The Director to the American Escrow Association shall attend all regular and special board meetings as scheduled by the American Escrow Association, and shall represent this Association at the annual business meeting and educational conference held during that person's term as Director.
- B. The Director shall represent this Association at each convened meeting of the American Escrow Association and shall speak as the voice of this Association, acting in the best interests of this Association.

- C. The Director and Alternate Director to the American Escrow Association shall comply with and abide by all rules, regulations and duties as determined from time-to-time by the American Escrow Association.
- D. Additional duties of the Director and Alternate Director to A.E.A. are set forth in the Standing Rules.

SECTION 4. REQUIREMENTS

- A. In addition to any other requirements set forth in these Bylaws, the persons nominated for the positions of Director and Alternate Director to the American Escrow Association shall have previously demonstrated their interest, dedication and ability to this Association through their prior service to and involvement in this Association.
- B. The individuals so nominated must be in a position to travel to any of the member states of the American Escrow Association and attend all board meetings of the American Escrow Association (regardless of location), as well as the annual business meeting and educational conference.
- C. The individuals so nominated must be in a position to contribute his/her own time and money.
- D. Prior to their election, all individuals nominated for these positions shall give his/her written consent to accept the duties, responsibilities and costs associated with the positions of Director and Alternate Director to A.E.A., should they be elected.

SECTION 5. COMPENSATION

- A. The Director and Alternate Director to the American Escrow Association serve without compensation.
- B. The Director to A.E.A. or Alternate Director may be reimbursed for expenses incurred on behalf of this Association as set forth in the Standing Rules.

SECTION 6. REMOVAL FROM OFFICE

- A. Any Director or Alternate Director to the American Escrow Association may be removed from said position by a majority vote of the Board of Directors of this Association.
- B. The President shall cause a notice to be delivered to all Directors of said recommendation for removal from office, and the vacant office shall be filled in compliance with Section 9 below.

SECTION 7. RESIGNATION FROM OFFICE

- A. Should the Director or Alternate Director to A.E.A. be unable or unwilling to complete the term of office, then said person shall submit a written letter of resignation to the President and Secretary of this Association.
- B. The President shall cause a notice to be delivered to all Directors of said resignation and the vacancy shall be filled in accordance with Section 9 below.

SECTION 8. VACANCIES

- A. Should the Director to the American Escrow Association resign or be removed from office, then the position shall be filled by the Alternate Director.
- B. Should the Alternate Director resign or be removed from office, then an election shall be held by the Board of Directors to fill the vacant position from within the remaining members of the Board of Directors.
- C. Any vacancy must be filled prior to the next regular or special board meeting held by the American Escrow Association.

SECTION 9. GOVERNING RULE

- A. The number of Directors and Alternate Directors to the American Escrow Association and their responsibilities thereto shall be governed by the Bylaws of the American Escrow Association.

ARTICLE 7 - COMMITTEES

SECTION 1. APPOINTMENT OF COMMITTEES

- A. The incoming President shall appoint chairpersons for all standing and special committees prior to installation in office, except for the Nominating Committee and Professional Designations Committee. The chairpersons may choose any and all committee members as the chairperson deems necessary to meet the goals of the committee.
- B. All chairpersons of standing committees shall serve a term of one (1) year, which shall run concurrently with the fiscal year of this Association.

- C. All special committees shall become active upon appointment by the President and shall be terminated upon the end of that President's fiscal year, unless ratified for continuation by the incoming President.
- D. All committee chairpersons shall submit a written report to the Board of Directors at each regular meeting of this Association or at such other time as requested by the President, which report shall include any action or inaction of said committee.

SECTION 2. STANDING COMMITTEES

A. AUDIT COMMITTEE

- 1. This committee shall consist of at, three (3) Directors from the Board, as appointed by the President, one of whom shall serve as chairperson. The Treasurer may not serve on this committee.
- 2. This committee shall obtain all Treasurer's books from the outgoing Treasurer no more than three (3) weeks after the installation of the new Officers.
- 3. This committee shall audit the books of this Association and shall submit a written report of said audit at the first convened Board meeting of the new fiscal year, as more particularly set forth in the Standing Rules.

B. BUDGET AND FINANCE COMMITTEE

- 1. This committee shall be chaired by the current Treasurer of this Association.
- 2. This committee shall submit a proposed annual budget to this Association at the first Board meeting of the new fiscal year.

C. BYLAWS COMMITTEE

- 1. This committee shall study, consider and make recommendations for any revisions, additions, deletions and modifications of the Bylaws of this Association.
- 2. This committee shall also study, consider and make recommendations for any other ruling documents and forms that may be adopted from time-to-time by this Association.

D. CONFERENCE COMMITTEE

1. This committee shall coordinate all activities necessary for the presentation of the annual educational conference, and shall appoint any subcommittee as may be needed.
2. The chairperson shall submit a conference budget to the Board of Directors for approval at the first meeting after appointment. No expenditures outside the scope of the budget shall be made without prior consent of the Board of Directors.
3. The chairperson shall submit a conference format to the Board of Directors for approval at the first meeting after appointment. No changes may be made to the format without prior consent of the President.

E. LEGISLATIVE COMMITTEE

1. This committee shall monitor and coordinate legislative, regulatory and court efforts that may affect the settlement industry or allied industries.
2. Any member of this committee may attend any legislative or regulatory meetings or court hearings on matters that may affect the settlement industry, and shall act only in the best interest of this Association.

F. LIAISON COMMITTEE

1. This committee shall maintain an open line of communication with allied industries and their associations.
2. This committee shall report to this Association regarding any actions being taken by allied industries that may affect the escrow industry.
3. This committee shall make a recommendation for a Director to attend seminars or conferences held by allied industries or to sit on any committee of any other association that the Board of Directors, by majority vote, determines is appropriate and beneficial to this Association.

G. MEMBERSHIP

1. This committee shall be responsible for membership services; promoting and increasing membership in this Association; and

disseminating information from this Association to its members, either through this committee or through the Newsletter Committee.

2. This committee shall assist the Treasurer in coordinating the receipt dues and changes in membership throughout the fiscal year of this Association, and shall submit additions and changes in membership within thirty (30) days of receipt of same to the American Escrow Association through the State Director to A.E.A.

H. NEWSLETTER

1. This committee shall be responsible for the editing and distribution of a newsletter if and as issued by this Association.
2. All information contained in said newsletter shall be in accordance with the purposes of this Association as set forth herein.
3. This committee shall disseminate whatever information the Board of Directors deems necessary from time-to-time, either through a special edition of the newsletter or by special flyer.

I. NOMINATING COMMITTEE

1. This committee shall consist of at least three (3) members from the Board of Directors, as appointed by the President In addition, the Immediate Past President shall serve as chairperson.
2. The Nominating Committee shall submit its recommendations to the Board, together with a written certification from each nominee to include their qualifications for office and indicating their ability and consent to serve. The slate of nominees shall be delivered to the Board of Directors at least thirty (30) days prior to elections.

J. PARLIAMENTARIAN

1. This committee shall consist of at least one (1) person who shall act as chairperson.
2. This committee shall insure that all meetings of this Association are conducted in accordance with Robert's Rules of Order, Newly Revised.

K. PROFESSIONAL DESIGNATIONS COMMITTEE

1. This committee shall consist of at least three (3) members. All members of this committee shall be selected by the committee members at the time of any vacancy or need for additional members.
2. All members of this committee shall have earned and maintained the designation of Certified Senior Escrow Officer from the Arizona State Escrow Association.
3. This committee shall be responsible for the testing, application and enforcement of professional designations as set forth herein and in the Standing Rules.
4. This committee shall function independently from the Board to protect the integrity of testing materials and confidentiality of applications and test results, however, the conduct of the members of this committee is subject to scrutiny by the Board, as are all Directors and Members of this Association.

L. WAYS AND MEANS

1. This committee shall study, consider and make recommendations for ways of raising funds for this association.
2. Any recommendations of this committee shall be approved by a majority vote of the Directors present at any convened meeting.
3. This committee may, upon approval of the Board as set forth above, appoint any subcommittee needed to enact any fund raising activities.

M. WEBSITE

1. This committee shall be responsible for any website of this Association, including but not limited to the design and maintenance thereof.
2. The committee may make recommendations for a webmaster, the employment of which shall be approved by a majority vote of the Board of Directors.
3. All information contained in said website shall be in accordance with the purposes of this Association as set forth herein.
4. This committee shall disseminate whatever information the Board of Directors deems necessary from time-to-time, through said website.

N. EDUCATION COMMITTEE

1. Takes care of all educational materials, works hand in hand with the Professional Designation Committee and Conference Committee.

SECTION 3. SPECIAL COMMITTEES

- A. The President shall appoint chairperson(s) for any special committee(s) that the President and/or the Board of Directors deem necessary to meet any immediate or special needs of this Association.
- B. Said special committees shall be subject to all guidelines, responsibilities and restrictions as are the standing committees.

SECTION 4. COMPENSATION

- A. All committee chairpersons and members serve without compensation for their services.
- B. Any committee member may be reimbursed for expenses incurred on behalf of this Association as set forth in the Standing Rules.

<p>ARTICLE 8 - DELEGATES AND ALTERNATE DELEGATES TO THE AMERICAN ESCROW ASSOCIATION'S ANNUAL BUSINESS MEETING</p>
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SECTION 1. APPOINTMENT

- A. The Directors of this Association shall annually appoint from within the Membership, the Delegates and Alternate Delegates who will represent this Association at the annual business meeting of the American Escrow Association. Said Delegates and Alternate Delegates shall be appointed at any convened meeting of this Association in sufficient time for them to be properly credentialed by the American Escrow Association.
- B. The individuals so appointed must be in a position to travel to the Annual Business Meeting of the American Escrow Association (regardless of the location) and must be willing and able to invest their own funds to do so.
- B. The number of Delegates and Alternate Delegates to represent this shall be determined by the American Escrow Association.

SECTION 2. VOTING

- A. Only those Delegates who are properly credentialed and present at the A.E.A. Annual Business Meeting shall be entitled to vote(s) as set forth in the Bylaws of the American Escrow Association.

SECTION 3. TERM

- A. Each Delegate and Alternate Delegate shall represent this Association only to that A.E.A. annual business meeting for which that person was appointed. No Delegate or Alternate Delegate shall serve such position at any future A.E.A. meeting or conference unless reappointed by this Association.

SECTION 4. CREDENTIALS

- A. Each Delegate and Alternate Delegate shall be evidenced by a certificate signed by the President or Secretary of this Association on a form provided by the American Escrow Association.

SECTION 5. COMPENSATION

- A. All Delegates and Alternate Delegates serve without compensation for their services.
- B. Any Delegate or Alternate Delegate to A.E.A. may be reimbursed for expenses incurred on behalf of this Association as set forth in the Standing Rules.

SECTION 6. REMOVAL FROM OFFICE

- A. Any Delegate or Alternate Delegate to the American Escrow Association may be removed from said position by a majority vote of the Board of Directors of this Association.
- B. The President shall cause a notice to be delivered to all Directors of said recommendation for removal, and the vacant position shall be filled as set forth herein

SECTION 7. RESIGNATION FROM OFFICE

- A. Any Delegate or Alternate Delegate who is unable or unwilling to represent the State at the annual business meeting and educational conference of the American Escrow Association shall submit a written letter of resignation to the President and Secretary of this Association.

- B. The President shall cause a notice to be delivered to all Directors of said resignation, and the vacant position shall be filled as set forth herein.

SECTION 8. VACANCIES

- A. Any Delegate that cannot represent the State at the Annual Business Meeting of the American Escrow Association shall be replaced by that person's Alternate Delegate.
- B. Any Alternate Delegate that cannot represent the State at the Annual Business Meeting of the American Escrow Association may be replaced by the State in accordance with Section 1 above.

SECTION 9. GOVERNING RULE

- A. The number of Delegates and Alternate Delegates to the Annual Business Meeting of the American Escrow Association and their responsibilities thereto shall be governed by the Bylaws of the American Escrow Association.

ARTICLE 9 - MEETINGS

SECTION 1. NUMBER AND SCHEDULE OF MEETINGS

- A. **DATES & TIMES.** Meetings of the Board of Directors of this Association shall be held at such place, date and time as determined by the President or Board of Directors.
- B. **ANNUAL BUSINESS MEETING.** This Association shall hold an annual business meeting to be held prior to the onset of the new fiscal year.
- C. **EDUCATIONAL CONFERENCES.** This is required to hold a minimum of four (4) educational conferences each year, one of which shall be held in conjunction with the annual business meeting. The format of said conference shall be recommended by the conference chairperson, who shall submit said format to the Board of Directors for approval.
- D. **ANNUAL PLANNING RETREAT.** This Association may, but is not required to hold an annual planning retreat for the Officers and Directors. The purpose of this meeting shall be to set the goals of this Association for the ensuing fiscal year and the manner in which they will be reached.
- E. **SCHEDULE OF MEETINGS.** The incoming President shall establish a schedule of regular meetings to include a minimum of four (4) regular and

shall deliver said schedule to the Board of Directors prior to the first day of the new fiscal year.

- F. SPECIAL MEETINGS. The President may schedule any special meetings as may be needed from time-to-time to meet the needs of this Association.
- G. ELECTIONS. The election of all Officers of this Association shall be held on an annual basis. Said elections shall take place during the first quarter of the calendar year, but in no event later than the annual Business Meeting and/or Educational Conference.
- H. EXCEPTIONS. The above schedule of meetings may be changed by the President or Board of Directors as determined necessary to meet the needs of this Association.

SECTION 2. LOCATION

- A. Any regular or special meeting of the Board of Directors may be held within or without the State of Arizona, as approved by a majority vote of the Directors present at any convened meeting.
- B. Any regular or special meeting may be held as a traditional gathering of the Board of Directors, by teleconferencing, internet conferencing or by whatever other means may be available at the time to facilitate a meeting of several individuals.
- C. The annual business meeting of this Association may be held within or without the State of Arizona, as approved by a majority vote of the Directors present at any convened meeting.
- D. The educational conferences of this Association may be held within or without the State of Arizona at a location approved by a majority vote of the Directors present at any convened meeting.

SECTION 3. NOTIFICATION

- A. The President shall cause a notice of all regular board meetings to be delivered to all Directors no less than ten (10) days prior to said meeting.
- B. The President shall cause a notice of all special board meetings to be delivered to all Directors no less than five (5) days prior to said meeting.

- C. Said notice must include the date, time, and place or method (i.e. teleconferencing, internet conferencing, etc.) of the meeting and shall include an agenda for said meeting and the minutes from the previous meeting.

SECTION 4. QUORUM

- A. Fifty-one percent (51%) of all Directors (including Officers) shall constitute a quorum.
- B. Any matter which comes to a vote shall require a majority vote of the Directors so voting, so long as the number of Directors voting constitutes a quorum.

ARTICLE 10 - VOTING

SECTION 1. NUMBER AND USE OF VOTES

- A. Each Director to this Association (including all Officers, except the President) shall have one (1) vote on any matter that comes before the Board of Directors.
- B. The President may only cast a vote under circumstances of a tied vote of the Board of Directors in any matter.
- C. A Director must be present to vote. No vote may be cast by proxy.
- D. In the event any special or emergency circumstances requires approval of the board of directors prior to the next regular board meeting, the President may obtain a vote on such matter via written or electronic ballot. Said ballots may be submitted via facsimile, e-mail, or other current form of electronic communication which may be reduced to printed copy.
- E. No person present at any meeting of this Association may vote on any matter unless that person is a duly appointed or elected Director.
- F. The Immediate Past President shall not be entitled to vote in any matter that comes before the Board for vote.

ARTICLE 11 - DUES

SECTION 1. AMOUNT OF DUES

- A. The Board of Directors shall fix dues for its members at the annual business meeting or at such time as deemed necessary of this Association by a majority vote of the Directors present at said meeting.
- B. Any adjustment in the annual dues shall become effective as of August 1 of the next fiscal year following the adjustment (i.e. an adjustment in dues approved at the July 15, 2010 annual business meeting shall become effective as of August 1, 2010).
- C. The President shall cause a notice of the adjustment in annual dues to be sent to all Members of this Association

SECTION 2. PAYMENT OF DUES

- A. All members of this Association shall pay dues as may be established from time-to-time by its Board of Directors.
- B. Life Members are exempt from paying dues to this Association. This membership does not include membership to A.E.A. unless the Life Member pays the applicable dues to A.E.A. through this Association.
- C. Dues to this Association shall not be prorated. Any person joining this Association during the course of its fiscal year shall pay dues for the entire year.

ARTICLE 12 – PROFESSIONAL DESIGNATIONS

SECTION 1. DESIGNATIONS

- A. Upon approval by the Professional Designations Committee (hereinafter PDC) of the application submitted and after successful completion of the testing process and meeting the minimum passing scores as set forth in the Standing Rules, any member of this Association may earn a professional designation as follows:

1. Certified Escrow Assistant (CEA)
2. Certified Assistant Escrow Officer (CAEO)
3. Certified Escrow Officer (CEO)
4. Certified Senior Escrow Officer (CSEO)
5. Certified Escrow Instructor (CEI)

SECTION 2. QUALIFICATIONS

A. Applicants for professional designations must meet the following minimum criteria of education and experience for the designation applied for:

(1) CERTIFIED ESCROW ASSISTANT

- a. Two (2) years experience in the escrow profession and eight (8) educational credits earned during the twelve (12) month period immediately preceding the date of application; OR one (1) year experience in the escrow profession, passing of Escrow I course and ten (10) educational credits earned during the twelve month period immediately preceding the date of the date of application.

(2) CERTIFIED ASSISTANT ESCROW OFFICER (CAEO)

- Three (3) years experience in the escrow profession and eight (8) educational credits earned during the twelve (12) month period immediately preceding the date of application; OR
- a. Two (2) years experience in the escrow profession, passing of Escrow I and ten (10) educational credits earned during the twelve (12) month period immediately preceding the date of application.

(3) CERTIFIED ESCROW OFFICER (CEO)

- a. Four (4) years experience in the escrow profession and twelve (12) educational credits earned during the twelve (12) month period immediately preceding the date of application; OR
- b. Three (3) years experience in the escrow profession, passing of Escrow I and twelve (12) educational credits earned during the twelve (12) month period immediately preceding the date of application.

CERTIFIED SENIOR ESCROW OFFICER (CSEO)

- a. Nine (9) years experience in the escrow profession and twelve (12) educational credits earned during the twelve (12) month period immediately preceding the date of application; OR
- b. Eight (8) years experience in the escrow profession, passing of Escrow I and II courses and twelve (12) educational credits earned during the twelve (12) month period immediately preceding the date of application.

(4) CERTIFIED ESCROW INSTRUCTOR (CEI)

- a. Ten (10) years experience in the escrow profession; and
- b. Hold a CSEO designation

SECTION 3. APPLICATION PROCEDURE

- A. An application must be submitted to the Professional Designation Committee on a form provided by this Association as set forth in the Standing Rules, together with the applicable fee.

SECTION 4. TESTING PROCEDURE

- A. Professional designation tests shall be offered at least once per year, at a place and time as determined by the Professional Designations Committee.
- B. Each applicant shall complete a series of comprehensive written and oral examinations as developed for the designation being applied for, as set forth in the Standing Rules.

SECTION 5. RENEWAL OF PROFESSIONAL DESIGNATION

- A. A Professional Designation shall be renewed on an annual basis upon the holder's completion of renewal requirements as may be set forth in the Standing Rules.

SECTION 6. FORFEITURE OF PROFESSIONAL DESIGNATION

- A. A professional designation shall be forfeited if the holder of same fails to renew membership in this Association for a period of one (1) year.
- B. No person may use any professional designation without having first met all requirements as may be set forth in the Standard Rules.

- C. Any person who ceases to maintain a professional designation may not again use the designation without having first met all requirements as may be set forth in the Standing Rules .

SECTION 7. NOTIFICATION OF FORFEITURE OF A PROFESSIONAL DESIGNATION

- A. The Professional Designations Committee may cause a written notice of forfeiture of a professional designation to be sent to the holder of same.

SECTION 8. REINSTATEMENT OF DESIGNATION

- A. Any member who has forfeited a designation may reinstate any designation by meeting the requirements of same as may be set forth in the Standing Rules.

SECTION 9. EDUCATIONAL CREDITS

- A. Any member of this Association may earn educational credits as may be set forth in the Standing Rules.
- B. No credits shall be awarded to any person for educational events or seminars attended prior to that person's membership in this Association.

ARTICLE 13 – CONTRACTS

SECTION 1. APPROVAL

- A. Any contract for professional services or for use of facilities or accommodations required by this Association must be approved by a majority vote of the Board of Directors of this Association.

SECTION 2. AUTHORITY

- A. Only the President, President Elect or Treasurer may execute any contract on behalf of this Association.

ARTICLE 14 – ASSOCIATION PROPERTY

SECTION 1. EMBLEM

- A. The emblem of this Association shall be the sole property of this Association and any use thereof shall be only upon the written agreement and approval of the Board of Directors.
- B. No person or persons are authorized to utilize said emblem without first having received written permission to do so.

SECTION 2. OTHER PROPERTY

- A. All books and records maintained by any Officer, Director or Chairperson; pictures, supplies and any other property accumulated or held by any Officer, Director or Chairperson of this Association shall be considered as being the property of this Association.
- B. All such property shall be surrendered to this Association upon demand by the Board of Directors, upon the completion of any term of Director, Officer or chairmanship of any committee in an orderly and timely manner, such that the continuity of operation of this Association shall not be interrupted.

ARTICLE 15 – AMENDMENTS AND REVISIONS TO BYLAWS

SECTION 1. AMENDMENTS

- A. The term “amendment(s)” shall be understood to include and refer to revisions, additions, deletions and modifications of these Bylaws or the Standing Rules.
- B. These Bylaws and the Standing Rules may be amended by a majority vote of the Board of Directors.
- C. Any proposed changes to these Bylaws shall be delivered to the Directors of this Association at least ten (10) days prior to the meeting at which said amendments will be voted upon.
- D. The Chairperson of the Bylaws Committee may make corrections in grammar, spelling and punctuation in the Bylaws and Standing Rules without

approval of the Board of Directors, provided that such changes do not change the meaning of any provision of said documents.

- E. All amendments shall be distributed to the Members of this Association upon approval by the Board.

SECTION 2. EFFECTIVE DATE

- A. Any amendment will take effect immediately upon its adoption, unless the motion to adopt specifies another effective date.
- B. The effect of any amendment shall be to the future. No amendment shall be retroactive.

ARTICLE 16 – DISCLAIMER

No opinion shall be expressed, principal advocated, theory or policy advanced by any person or entity, including but not limited to, a Director, Officer, member, committee or committee chairperson, for private or public circulation unless and until the Board of Directors shall have first endorsed same by a resolution or other appropriate action, duly recorded in the minutes of a regular or special Board meeting.

No correspondence, e-mails, flyers, newsletters or other written materials shall be sent out on behalf of this Association by any Officer, Director or Committee without first being approved by the President of this Association, except as previously empowered by the Board of Directors and except the use of standardized forms as approved by the Board of Directors.

No information may be included or changed on any website maintained by this Association without first being approved by a majority vote of the Directors present at any convened board meeting of this Association.

ARTICLE 17 – PARLIAMENTARY AUTHORITY

The procedures of all meetings of this Association shall be covered by Robert's Rules of Order, Newly Revised.

ARTICLE 18 – RULING DOCUMENTS

SECTION I. RULING DOCUMENTS

- A. The ruling documents of this Association shall include, but may be limited to the following:
 - 1. Bylaws of the Arizona State Escrow Association
 - 2. Articles of Incorporation
 - 3. Standing Rules
 - 4. Approved minutes of any convened meeting of this Association
 - 5. Roberts Rules of Order, Newly Revised
- (4) This Association shall abide by the above ruling documents as may be amended and/or revised from time-to-time.
- C. The Board of Directors may adapt from time-to-time by majority vote, other such documents that it determines necessary and beneficial to this Association.
- D. In addition, this association shall abide by the Creed, Bylaws, and Standing Rules of the American Escrow Association.

ARTICLE 19 – CONSTITUTIONAL ACCEPTANCE

These Bylaws shall be in full force and effect as of the following dates:

	REVISION DATE	SECTION(S) AMENDED
First Adopted	January 26, 1980	
1 st Revision	March 15, 1980	No historical record of sections amended.
2 nd Revision	August 23, 1980	“ “
3 rd Revision	November 24, 1980	“ “
4 th Revision & Total Rewrite	March 14, 1985	
5 th Revision	August 3, 1985	No historical record of sections amended.
6 th Revision	March 15, 1987	“ “
7 th Revision	October 10, 1987	“ “
8 th Revision	September 17, 1988	No historical record of sections amended.
9 th Revision	August, 1994	“ “
10 th Revision	March 16, 1996	“ “
11 th Revision & Total Rewrite	January 23, 1999	No historical record of sections amended.
12 th Revision	January, 2002	“ “
13 th Revision & Total	March 18, 2006	

Rewrite		
14 th Revision	January 24, 2009	Article 1 §5 – Fiscal Year Article 3 §3 – Benefits of Membership (4) Inactive Members
15 th Revision	September 2010	
16 th Revision	January 2011	Article 1 §5 – Fiscal Year; Article 12 §5; §6 and §9 (deleted)