

# Constitution and By-Laws

## ARTICLE I

### Name

The name of this organization shall be the D. M. B. A., Inc., doing business as the Dayton Mortgage Bankers Association ("DMBA").

## ARTICLE II

### Objectives

The objectives of the DMBA shall be to promote the welfare of its members, and improve their service to the community, by giving effect to the following:

- A. Recognize to the fullest extent the obligations of its members to act in accordance with the highest standards of business ethics, including but not limited to the CANONS OF ETHICS AND STANDARD OF PRACTICE, heretofore and hereafter adopted by the DMBA;
- B. Acquire and disseminate correct and current information on legislation and/or rules and regulations affecting the real mortgage loan business;
- C. Sponsor and/or conduct business and programs of interest on various pertinent subjects;
- D. Afford the opportunity for members of this Association to secure the benefits of personal acquaintance and interchange of ideas, both by individual contact and public discussion; and,
- E. Cooperate with public and quasi-public officials and representatives in connection with housing and related matters.

## ARTICLE III

### Section 1: Membership

Membership in the DMBA shall consist of the following classes of members:

- A. Mortgage Companies, Commercial Banks, Savings Banks and Loan Associations engaged in originating, funding, financing, closing, selling and servicing mortgage loans on real estate for others, which either maintain an office for conducting mortgage lending business or conduct significant mortgage lending in the Greater Dayton area;
- B. Title Insurance Companies, Title Insurance Agents and Title Attorneys, whose principal business is the insuring of title to real estate: and
- C. Companies and Individuals whose businesses support the mortgage industry, These companies include but are not limited to; Accountants, Appraisers, Attorneys, Credit Service Companies, Home Inspection/Engineering Companies, Surveyors, Fire and Casualty Insurers, Government and Private Housing Assistance Agencies.

### Section 2: Membership Application and Approval:

- A. Applications for membership in the DMBA shall be submitted on the approved form, accompanied by written letters of recommendation by two (2) voting members in good standing and accompanied by a check for the first years' dues and initiation fee.
- B. Approval of membership is referred to the Membership Committee for review and recommendation. Each application shall then be submitted to the DMBA Board of Directors with the letters of recommendation. When the Board of Directors considers an application, there must be at least eight (8) voting Board members present and approval must be by at least two-thirds (2/3) of those present.

### **Section 3: Voting Privileges and Office-holding Qualifications:**

- A. All Member Companies in good standing shall have equal voting privileges, one vote per Member Company, and employees from Member Companies shall be qualified to hold any elected office or appointed position in the DMBA; provided however no less than seven (7) Officers shall serve in positions on the Board of Directors from the class of Members identified in Article III, Section 1(A).

### **Section 4: Honorary Members:**

- A. Honorary Membership shall be reserved for individuals who have served the Association and the mortgage banking industry with distinction and honor in an extraordinary manner. Election to Honorary Membership shall be by unanimous vote of one hundred percent (100%) of the Board of Directors. Honorary Member shall not be required to pay dues but may be required to pay for dinners and special events. They shall not be entitled to vote or hold office unless they are a dues paying member.

### **Section 5: Suspension and Expulsion**

- A. Any Member may be suspended or expelled from the DMBA if an individual or company ceases to qualify for membership or for any other due cause upon two-thirds (2/3) vote of the Board of Directors. But no Member shall be suspended or expelled until they have due notice thereof and reasonable opportunity to be heard.

## **ARTICLE IV**

### **Dues:**

The annual dues shall be such an amount as is voted from time to time by the Board of Directors and, if the Board of Directors so elects, ratified by the Association.

- A. The annual dues shall be paid prior to the beginning of the fiscal year.
- B. The Board of Directors shall have the right to prorate the annual dues for the expired portion of a fiscal year during which a new Member is admitted. If a Member discontinues its membership, no refund is to be given.

## **Article V**

### **Board of Directors and Officers**

#### **Section 1: Officers and Elective Directors:**

Subject to Article III, Section 3, twelve (12) Directors, of which four (4) Directors will be elected Officers, whose companies must be in good standing may be elected to perform such duties and otherwise to serve as directed by the Board of Directors.

The elected Officers who shall be a President, President-Elect, Secretary and Treasurer, whose duties shall be those usually pertaining to such offices, including the following:

- A. **President** The President, subject to the direction of the Board of Directors, shall have and exercise direct charge of and general supervision over the affairs of the Association and shall perform such duties as may from time to time be assigned to him or her by the Board of Directors;
- B. **President-Elect** The President-Elect shall perform such duties as may from time to time be assigned to him or her by the Board of Directors or as may be delegated to him or her by the President, and, if

the President is unable or unwilling to complete his or her term, the President-Elect shall succeed to the Office of the President for the balance of the President's elected term;

- C. **Treasurer** The Treasurer shall have charge of and responsibility for all funds, securities, receipts and disbursements of the Association; render to the President and to the Board, upon request, but not less than once per quarter, and account of the financial condition of the Association and perform such other duties as may from time to time be assigned to him or her by the Board;
- D. **Secretary** The Secretary shall keep the minutes of all the meetings of the Board of Directors in books provided for this purpose, see that all notices are duly given, be custodian of the records of the Association, and perform such other duties as may from time to time be assigned to him or her by the Board.

Each Officer shall serve for a one (1) year term beginning the first month of the next fiscal year.

In addition, up to Eight (8) Elective Directors, whose companies must be in good standing, may be elected to perform such duties and otherwise to serve as directed by the Board of Directors. Elective Directors shall serve a two (2) year term beginning the first month of the next fiscal year. It is the intent of this organization to stagger the staff of newly elected Directors so that not more than one-half of the Directors will be replaced in any given year.

## **Section 2:**

The Member who has just completed a term as President shall continue on the Board of Directors as the Immediate Past President for a one-year term. The Immediate Past President retains all voting rights during that year.

## **Section 3:**

In addition to the twelve (12) elected Directors and the Past President, up to three (3) cabinet members shall be appointed by the incoming President and shall perform in an advisory capacity to the directors.

## **Section 4:**

Those nominating to serve as Officers and Elective Directors, other than the Immediate Past President, shall be voted on and elected by a simple majority vote of Members in good standing in attendance at the Annual Meeting of the Association.

## **Section 5:**

Officers and Board of Directors shall be elected at the Annual Meeting, shall take office on the first day of the first month of the next fiscal year and Said Officers and Elective Directors shall hold office until his/her term expires, until his/her successor is elected and has qualified, or until his/her earlier death or resignation.

## **Section 6:**

Seven (7) members of the Board of Directors shall constitute a quorum of the Board.

## **Section 7:**

The Board of Directors shall have full power and authority to conduct the business of the Association, subject to such limitations as are contained in this Constitution and By-Laws, or may be imposed from time to time by the Association.

## **Section 8:**

The Board of Directors shall have the authority to engage, dismiss or replace the Accountant and other support personnel, and to fill any vacancy that may arise from any cause among the Officers or Board of Directors for the unexpired portion of the vacant term.

## **Article VI**

### **Meetings and Elections**

#### **Section 1:**

At least 5 regular meetings shall be scheduled each calendar year by the Board of Directors. Except for the regular meeting which includes the Annual Meeting, these regular meetings are not required to be held on a consistent basis nor every month of the year and are strictly set at the discretion of the Board of Directors. The time and place of these meetings shall be determined by the Board of Directors as may be deemed appropriate from time to time. The President or the Board of Directors, for good cause and upon sufficient notice in advance, shall have the authority to accelerate, adjourn or postpone any regular meeting.

#### **Section 2:**

The Annual Meeting of the Association shall be held on such day and time, and at such place in Montgomery, Greene, Miami or Warren County, Ohio, as may from time to time be designated by the Board of Directors. Prior to the Annual Meeting, the Nominating Committee shall present a slate of one or more persons as candidates for each office and vacancy on the Board of Directors for the ensuing year. At this same meeting, other persons may be nominated from the floor. All nominees must have agreed to accept the position for which they are nominated prior to the election. Immediately after all nominations have been presented, the annual election shall be held.

#### **Section 3:**

All votes at the annual election shall be in writing by written ballot. The Secretary, or a designee of the Secretary who is on the Board of Directors, shall supply the ballots and send them to all the Members, either via electronic mail or United States regular mail. All ballots are to be returned and tabulated by the current President Elect and Secretary of the Board of Directors. These individuals will verify that the ballots were properly cast and will present the results at the Annual Meeting of the Association

#### **Section 4:**

Special meetings of the Association may be called by the President, the Board of Directors or by request of not less than ten (10) Members of the Association.

#### **Section 5:**

The Secretary shall send notices of each regular and special meeting to all Members or the Board of Directors, as the case may be.

#### **Section 6:**

Ten (10) Members shall constitute a quorum at regular or special meetings of the Association.

## **Article VII**

### **Committees**

#### **Section 1:**

As soon as possible after each annual election, the newly elected President shall appoint such committees from among the Members, as he or she deems necessary to assist the President in conducting the business of the Association.

#### **Section 2:**

The President shall have the authority to appoint such additional committees as determined by the President to be necessary or desirable to serve during his or her term in office.

#### **Section 3:**

The Nominating Committee shall be a standing committee, comprised of the President and the President-Elect who shall serve as chair.

#### **Section 4:**

The Membership Committee shall be a standing committee with a chair and such other members as may be determined by the President.

## **Article VIII**

### **Other Provisions**

#### **Section 1: Amendments**

This Constitution and By-Laws may be amended by a two-thirds (2/3) affirmative vote of the members in good standing and provided written notice with the proposed changes noted has been available to the membership at least ten (10) days prior to the meeting at which such proposal will be submitted.

#### **Section 2: Indemnification**

The Association hereby indemnifies and agrees to defend and hold harmless each Officer and member of the Board of Directors who is party to, or who is threatened to be made a party to, any civil, criminal, administrative or investigative action, suit or proceeding, other than an action by or on behalf of the Association, by reason of the fact that he or she is or was an Officer or a member of the Board of Directors from and against expenses, including attorneys fees, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of this Association, and, with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

#### **Section 3: Dissolution**

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively for the purposes of the Association in such manner, or to such successor or other organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Revenue Law, as the Board of Directors shall determine.