

Bylaws of the TIDEWATER MORTGAGE BANKERS ASSOCIATION

Adopted September 5, 1985
(Revised: January 5, 2017)

Article I Members

1. Eligibility of Members: Those organizations who conduct business within South Hampton Roads, who have demonstrated a reliable reputation and whose primary business is mortgage lending, or a directly related ancillary business, will be considered as eligible. Any organization which does not meet this criteria may still apply for membership and can be approved by a two-thirds (2/3) affirmation of the Board.
 - a. Definition of Member
 - 1) Full Member – Any mortgage company who directly or indirectly originates or makes mortgage loans.
 - 2) Associate Member – Any other organization complying with the above eligibility. This type of membership possesses no voting rights.
 - 3) Local Affiliate Member – A local Affiliate shall consist of a business that is eligible to be an associate member but whose business is conducted entirely in the territory served by the Tidewater Mortgage Bankers Association.
2. Meeting: General membership meetings will be held a minimum of quarterly at such place and time as shall be designated by the Board of Directors.
3. Special Meeting: Special meetings of the membership for any purpose or purposes shall be held whenever called by the President or by the Directors.
4. Notice of Meetings: Notice of meeting shall be given to each membership firm by the Secretary at least five (5) working days, and not more than fourteen (14) working days, prior to the meeting
5. Quorum: In any meeting of the membership, twenty-five percent (25%) of the Full Members shall be present to constitute a quorum.
6. Dues: Dues shall be in such amount and shall be payable at such times as the Board of Directors determine, provided, however, that there shall be no legal liability thereof: provided further that any membership firm who fails or neglects to pay dues as fixed by the Board of Directors may be dropped from membership or suspended by the Board of Directors. A budget review and dues analysis is to be conducted in July of each year, predating VMLA billing. Dues for all classes of members whose new application is approved during the year shall for that partial year be prorated monthly for the remainder of the year.
7. Voting: Each full Member firm is entitled to one (1) vote for any order of business at all meetings of the membership.

Article II Board of Directors

1. Duties of the Board: The business and affairs of the association shall be managed, controlled and amended by the Board of Directors. Without limitation upon any rights heretofore conferred, or conferred by law upon the Board of Directors, the Board of Directors shall have the power and duty to do the following things:
 - a. To approve budgets and expenditures
 - b. To determine the dues
 - c. To do all other acts which may be necessary in the management and control of the business of the association
 - d. To make, execute, and deliver contracts on behalf of the association.

2. The Board of Directors shall consist of up to eleven (11) Full members, one of whom is the outgoing President if he/she is still a Full time employee of a Full Member firm, and no more than three (3) additional Associate/Local Affiliate member for a minimum of ten (10) and a maximum of fourteen (14) members.

3. The Board of Directors may annually appoint a VAMPAC Liaison to serve on the Board of Directors. This is a non-voting position and serves only as a liaison to VAMPAC and at the will of the Board of Directors.

4. Nominating Committee: A nominating committee consisting of (1) Full Member and the outgoing president (who shall chair that committee and select the two (2) committee members) will provide a slate of nominees to serve as directors. The nominating committee shall, in writing, at least fifteen (15) days prior to election day, provide each Full Member firm with a list of these nominations. The nominating committee shall attempt to have no more than two (2) members from the same firm as nominees.

5. Election of the Board of Directors: A general election of the Board of Directors shall occur in November of each year. At the October meeting, nominations shall be entertained from the general membership. In order for the nomination to be accepted, it must be seconded. These accepted nominations will then be added to the slate presented by the nominating committee. Voting will take place by secret ballot. Elected directors will then serve for a term of one (1) year.

5. Election of Officers: The Executive Board shall consist of the President, President-Elect, Secretary and Treasurer. These positions shall carry a two year elected term on the Board of Directors. The Executive board shall be assembled by the incoming president and presented to the Board of Directors at the planning session for approval by majority vote. Each year the outgoing President will be replaced on the Executive Board by a new two year term board member.

6. Vacancies and Removal of Director: A director may be removed or replaced at any time by a two-thirds (2/3) vote of the eligible voting Board of Directors present, provided a quorum (Article 1, Section 5) is present. A board vacancy caused by death,

incapacitation, removal or resignation of a Director shall be filled at any time by vote of

the eligible voting Board of Directors.

7. Absences: Absence by any Board of Director at two (2) or more Board meetings, unless otherwise excused by the President, shall be considered cause for removal at the discretion of the Board.

8. Quorum: A majority of the directors shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time-to-time, without further notice, until a quorum is present.

9. Meeting: The Board of Directors shall meet once a month at such time and place as designated by the President. Special meetings of the Board of Directors may be held as necessary, with notice given by the secretary at least three (3) days prior to the meeting day. If a scheduled meeting is deemed not necessary in any given month, the Board of Directors may cancel said meeting with proper notice.

10. Vacancy of a Board Member: The president has authority to appoint a new Director in the event of any vacancy occurring on the Board of Directors subject to the approval of the Board of Directors.

Article III Duties of Officers

1. President: The President shall serve as Chairman at general membership meetings, Board of Director meetings and special meetings; He shall perform such other duties as may be assigned to him by the Board of Directors.

2. President-Elect: In the absence or incapacity of the President, all duties of the office shall be performed by the President-Elect until the Board of Directors determines otherwise. The President-Elect shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors; He shall appoint the chairman of Working Committees. The Chairman of appointed committees will report to the Board of Directors through the President-Elect, who will act as a Committee Coordinator.

Standing Committees will be as follows:

- (1) Education Committee
- (2) VAMPAC Committee
- (3) Professional Standards & Grievance Committee
- (4) Membership Committee

- (5) Program Committee
- (6) Public Relations Committee
- (7) Endowment Committee

- 3. Secretary: The Secretary shall record the minutes of all proceedings of the Board of Directors and all meetings of the membership. He shall serve all notices for the association. He shall sign with the president in the name of the association, all contracts authorized by the Board. He shall have charge of such books and papers as the Board may direct and, in general, perform all duties incident to the office of secretary, subject to the control of the Board. In his absence, the President shall appoint someone to take the minutes.
- 4. Treasurer: The Treasurer shall receive and collect all dues and moneys (including endowment funds) and install a proper accounting system. He shall present a financing report to the Board of Directors at least quarterly and shall have such other duties as shall be assigned him by the Board of Directors. The treasurer is charged with the responsibility of securing an annual external audit. The treasurer will also be a member of the Budget Committee.
- 5. Tenure of Officers: Removal: All officers shall be subject to a removal at any time by the affirmative vote of a majority of the Board of Directors.

Article IV Amendments

- 1. The power to alter, amend or repeal by-laws or adopt new by-laws shall be vested in the general membership.
- 2. Any full member wishing to make any by-law change must submit such change in writing, along with written explanation for this change, to the Board of Directors. The Board shall then review the proposal and recommend to the membership for approval or disapproval.
- 3. The executive director shall notify the membership electronically of the proposed by-law change and the Board's recommendation. The notice shall be sent at least five (5) business days prior to the general membership meeting.
- 4. Any by-law change shall require a super majority (60%) approval by the voting membership of all Full Members in attendance at the meeting. A proxy vote will be acceptable as long as it is in written form and delivered to a Board Member prior to the vote.

Article V Mission Statement of the Tidewater Mortgage Bankers Association

The purpose of the Tidewater Mortgage Bankers Association is to support, protect and promote Mortgage Lending and Home Ownership in South Hampton Roads.

Therefore, BE IT RESOLVED that each Member of the Association pledges to observe and maintain the following standards of conduct in dealing with the public and with other members.

CANON 1 – Professionalism

Members conduct their business in a professional manner, ensuring that their personnel are knowledgeable in the areas of real estate finance in which they participate and are acting in compliance with sound industry practices.

CANON 2 – Integrity and Confidentiality

Members act in a manner that recognizes that integrity and confidentiality are essential in the real estate finance industry.

CANON 3 – Public Trust

Members do not commit fraud or misrepresentation against the public and do endeavor to protect the public against fraud, misrepresentation and unethical practices in the real estate finance business. Members help eliminate or prevent practices which could be damaging to the public or to the integrity of the real estate finance industry.

CANON 4 – Fiduciary Responsibilities

Members maintain and use money or property held on behalf of others in a prudent, identifiable manner and for the purposes such were received.

CANON 5 – Disclosure of Information

Members provide accurate, timely and meaningful information to those with whom they do business.

CANON 6 – Conflicts of Interest

Members disclose any financial or other conflicts of interest.

CANON 7 – Compliance with Laws

Members act in conformity with applicable laws and regulations and cooperate in every appropriate way with governmental bodies.

CANON 8 – Non-discrimination

Members conduct their business without regard to the race, color, sex, religion, marital status, national origin, or age of the persons with whom they deal.

CANON 9 – Honesty in Advertising

Member advertisements and solicitations accurately describe products and services, using clear, simple, truthful and understandable statements.

CANON 10 – Sanctity of Agreements

Members do not breach or avoid an agreement or commitment, whether written or oral.

CANON 11 – Competition

Members support healthy competition in the real estate finance industry.

CANON 12 – Ethics Compliance

Members and their employees engaged in real estate finance are familiar with and comply with these Canons. Members cooperate, promptly and in good faith, with any investigation related to compliance with these Canons. Failure to so cooperate may result in suspension from or termination of membership..

Violations and complaints concerning the Code of Ethics shall be filed with the Professional Standards and Grievance Committee as provided in Article III, Bylaws.

Professional Standards & Grievance Committee: The Committee shall consist of the Immediate Past President as the Chair and at least four (4) other Full Members, recommended by the Chair and approved by the Board.

A. Duties

1. Formulate and recommend standards and methods for the effective enforcement of high standards of ethics and conduct in the practice of mortgage banking as a profession: consider the Canons and Ethics and the observance thereof and make recommendations for amendments to or clarification of the Canons of Ethics when the same may appear to be advisable.
2. Make such investigations of professional conduct of abuses in connection with the practice of mortgage banking as may be directed by the Board; furnish information and make recommendations on the foregoing subjects to the Board.
3. Be authorized when consulted by any member of the Association, or by any officer or Committee of the Association, to express an opinion concerning proper professional conduct and the applicability of the Canons of Ethics, but such opinions shall not be given until considered by the committee and approved by a majority thereof.
4. Be authorized to consider all information as to the professional conduct of any member of the Association and to proceed in accordance with the rules adopted and approved upon its own motion or upon complaint preferred. After hearing thereon, the committee may recommend to the Board the public or private censure, suspension, or expulsion of such member or such censure, suspension or expulsion shall become effective on the Board's approval of such recommendation.

5. Be authorized to adopt such rules as it may deem desirable concerning the methods and procedures to be used in expressing opinions, in making investigations, in the hearing of complaints and taking of testimony. Such rules shall not become effective until approved by the Board.

B. Rules of Procedure

1. Jurisdiction for the Committee

- (a) The Committee will not entertain complaints against non-members of the Association who are not subject to censure, suspension, or expulsion there from.
- (b) The Committee will entertain written complaints against members of the Association by anyone adversely affected by the conduct of such member in violation to the Canons of Ethics and Standards of Practice, with the exception of complaints brought by non-member lenders.
- (c) The Committee may upon its own motion investigate the professional conduct of any member of the Association provided that, before forwarding any recommendation to the Board, the Committee shall cause a complaint to be prepared and filed; and the procedures set out in Part three (3) of these rules shall be thereafter followed.

2. Advisory Opinion:

1. The Committee will advise any member of the Association of its opinion as to whether any course of professional conduct proposed by him in writing under stated circumstances is, or is not, in violation of the Canons of Ethics and Standards of Practice.
2. The Committee will render opinions either formal or informal, involving the ethics of the past conduct of the member of the Association upon the written request of any member of the Association, but only if actual and not merely hypothetical facts be given, and only if the identity of the member whose conduct is in question be disclosed and it will be the Committee's practice in all such latter cases to send the member a copy of the papers by which the question is submitted and give him an opportunity to state his version of the facts alleged therein.

3. Complaints:

- (a) Complaints in writing need not be in any specified form, but must set the facts in sufficient detail to give the respondent a fair opportunity to deny and disprove them. The Canons of Ethics and standards of Practice alleged to have been violated must be specified.
- (b) In the case the Chairman of the Committee considers the written complaint to involve alleged professional conduct in violation of a Canon; a copy of the complaint will be furnished to respondent who will be given a reasonable time to answer same.
- (c) When the complaint is at issue the parties will be heard and given the opportunity to present testimony, either at a meeting of the Committee or before one or more members thereof, who shall report their findings to the Committee.
- (d) In case the Committee decides to recommend to the Board that the respondent be expelled, suspended, or censured, a copy of the Committee's proposed

recommendation will be mailed to his address ten (10) days prior to its transmittal to the Board.

Article VI Endowment Committee Operating Guidelines

1. The Committee shall be chaired by an at-large Board member appointed by the President. The Committee shall consist of the Chairperson, President, Treasurer, Immediate Past President, and an individual from a full member firm, not on the Board, nominated by the Chairperson and approved by the Board.
2. The Committee shall be formed no later than February 28 of each year.
3. The Committee shall:
 - a. Review proposals annually to donate or fund projects and events within the spirit of community involvement as pertaining to the mortgage banking industry
 - b. Invest the funds as they see fit, by majority vote to the committee, to insure continued growth without undue risk to fund the annual projects/events with the dividends, interest and growth in principle.
 - c. Perform quarterly review of the investments to determine if growth and risk are acceptable and report findings to the Board.
 - d. Invest the funds with a company, or companies, chosen without favoritism and purely for the benefit of the fund and its objectives.
 - e. Propose fund raising events to the Community Involvement Committee
 - f. Insure that wherever the funds are kept that transaction costs are kept to a minimum.
 - g. Make an annual report to the membership on the status of the fund to include details of fund investments and returns.
4. The annual disbursement shall be \$2,000.00 or 5% of the fund's balance on December 31 of the previous year, whichever is greater. All disbursements shall be made in the form of a check with two (2) signatures required for the check to be valid. A portion of this disbursement may be given, as needed, as a one-time Benevolence donation. These donations must receive majority vote from the Board of Directors and the recipient must be related to the housing industry in some way. Benevolence donations cannot combine to be more than 25% of the total annual donation required by the Endowment bylaws.
5. The Committee shall request an annual donation from TMBA for any excess operating funds from the prior year,
6. Upon dissolution of TMBA or its successors or the occurrence of any other event which requires the assets of the fund to be disbursed and the existence of the fund to end, the Board shall, after paying or making provisions for the payment of all liabilities of the fund, dispose of all assets of the fund exclusively for purpose of the fund. All assets are to be distributed to either charitable or educational organizations that at the time qualify as an exempt organization under section 501 (c) 3 of the Internal Revenue

Code of 1954. The distribution of the assts should occur within 60 days of the date the event that requires the existence of the fund to end.

Article VII
Budget Committee

The committee shall consist of the Treasurer, past Treasurer, President-Elect, and additional members, if deemed necessary, and approved by the Board.