



BYLAWS

NATIONAL ASSOCIATION OF MORTGAGE BROKERS, INC.

Ratified by Delegate Council November 4, 2007

Approved at Leadership, August 11, 2007

ARTICLE I

NAME, LOCATION AND DEFINITIONS

Section 1. Name: The name of this Association shall be the National Association of Mortgage Brokers, Inc., a nonprofit association incorporated in the State of Florida.

Section 2. Location: The offices of the Association shall be in such location as may be determined by the Board of Directors.

Section 3. Definitions: As used in these Bylaws, the word Association shall mean the National Association of Mortgage Brokers. The term Mortgage Broker shall mean a person who is licensed as a Mortgage Broker or is in the profession of making or negotiating the origination, placement or sale of a lien secured by real property. The term Board shall mean the Board of Directors of the National Association of Mortgage Brokers. MAIL shall mean to deliver by any means currently available, including all electronic methods of sending information as well as U. S. Mail or other forms of direct overland shipment of items or documents. The term Commercial Broker shall mean a person who is not licensed, registered or acting as a Residential Mortgage Broker or loan officer and is in the profession of making or negotiating the origination, placement or sale of a lien secured by real property used for commercial purposes. Loan Originator shall mean a person who is in the profession of making or negotiating the origination, placement or sale of a lien secured by residential real property and is compensated by the person or business entity they are associated with.

ARTICLE II

PURPOSES

The purposes of the Association shall be:

- (a) to promote the highest degree of professionalism for members and to provide ethical and professional standards against which Mortgage Brokers can be measured;
- (b) to provide an opportunity for the exchange of experiences and opinions regarding Mortgage Brokers and their profession, through education, study and communications;
- (c) to provide a forum for the development of common business interests and opportunities among members;
- (d) to collect and disseminate information and data relating to Mortgage Brokers and their profession;
- (e) to conduct and cooperate in drafting curricula for courses of study for persons desiring to improve their understanding of the mortgage market and their expertise as Mortgage Brokers;

(f) to monitor and disseminate information on legislative and regulatory activity affecting members, present positions of the Association to Congress and Federal Regulatory Agencies where applicable, and promote a favorable legislative and regulatory environment for mortgage brokers;

(g) to hold meetings and conferences for the improvement and education of members;

(h) to cooperate with related professions and industries to promote the profession of Mortgage Brokers and enhance the public perception thereof.

ARTICLE III

MEMBERSHIP

Section 1. Classification of Members: There shall be five classes of membership: Professional, Commercial Broker, Associate, Affiliate, and Honorary.

Section 2. Professional: Membership in this classification shall be open to any individual, licensed as, or acting as a Mortgage Broker or Loan Originator, as defined in these Bylaws.

Section 3. Commercial Broker: The term Commercial Mortgage Broker shall mean a person who is not licensed, registered or acting as a Residential Mortgage Broker or loan officer and is in the profession of making or negotiating the origination, placement or sale of a lien secured by real property used for commercial purposes.

Section 4. Loan Originator: Membership in this classification shall be open to any individual who originates residential loans and is compensated by a mortgage broker. Loan Originators shall not have a vote in the affairs of the Association, but may serve on committees.

Section 5. Associate: Individuals employed by a mortgage broker, Professional Member or Affiliate Member, who do not originate, or an employee of affiliated member, *who do not originate*. Associate Membership is not open to parties qualifying to be Professional or Affiliate Members. Associate Members shall not have a vote in the affairs of the Association, but may serve on committees.

Section 6. Affiliate: Affiliate Membership shall be open to individuals, partnerships or corporations whose business is other than that of a Mortgage Broker, but having an interest in supporting Mortgage Brokers in general and the Association in particular. Affiliate Members shall not have a vote in the affairs of the Association, but may serve on committees.

Section 7. Honorary: Honorary Membership may be granted to any individual or business entity when, in the opinion of the Board, their actions are considered

meritorious and/or they have provided a distinguished service to the profession of Mortgage Brokerage or to the Association. Honorary members shall not pay dues and shall not have a vote in the affairs of the association, but may serve on committees.

Section 8. Application for Membership: Complete applications for membership shall be those that: a) have all sections of the membership application completed; b) are addressed to and received by the Association; c) include appropriate payment and application fee, where applicable; d) include an agreement to comply with the Association's Code of Ethics, Standards of Best Business Practices, Ethics and Professional Standards Review Process, Bylaws, and Board Policy; and e) include such other information as will enable the Association to determine the qualifications of the applicant. Questions about the eligibility of any member shall be referred to the Membership Committee and a final recommendation to the Board shall be made within thirty (30) days of the date the application is received at the NAMB office.

Section 9. Resignation: A member may withdraw and/or resign from the Association at any time.

Section 10. Termination of Membership: Members in any membership classification may have their membership terminated for cause: a) by a two-thirds vote of the Board present at any meeting, b) non-payment of dues, as referenced in Article IV, Section 3, or c) conviction of a felony, or d) Failure by a mortgage originating Professional or Loan Originator to qualify to use the NAMB "Lending Integrity Seal of Approval". For any cause other than non-payment of dues, the vote for removal shall occur only after the member has been advised of the pending Board action and has been given a reasonable opportunity for defense. Any member so removed may appeal the decision of the Board at the next annual business meeting of the Association, provided notice of the appeal has been given to the President and the Chief Staff Executive at least thirty (30) days in advance of the meeting.

Section 11. Rights Upon Cessation of Membership: Upon cessation of membership, such former members shall not be entitled to any interest in the assets of the Association or any claim against the Association or its remaining members, relative to matters involving the Association.

ARTICLE IV

STATE AND REGIONAL AFFILIATIONS

Section 1. Formation of State or Regional Affiliates: The NAMB Membership Committee, with the approval of the Board shall form and organize State/Regional Affiliates.

Section 2. Affiliation Agreement: All State/Regional Affiliates will be required to sign an Affiliation Agreement as prescribed and approved by the NAMB Board. Annually

each State/Regional Affiliate will be required to sign a Memo of Understanding reaffirming the terms of the Affiliation Agreement.

ARTICLE V

DUES

Section 1. Dues Period: Professional, Commercial Broker, Associate Loan Originator and Affiliate membership in the Association shall be for the anniversary year upon the acceptance of a properly completed application. Dues for all classes of membership, except honorary, shall be established by the Delegate Council.

Section 2. Fiscal Year: The fiscal year of the Association shall be from July 1 through June 30. An audit of the books and records of the Association shall be made annually by a certified public accountant and a copy of the audit shall be provided to the Board of Directors within three (3) months of the end of the fiscal year, and shall be available in the national office for inspection by any member during normal business hours.

Section 3. Dues Delinquencies: Members' dues shall be due and payable on a date determined by the board. If a member is in arrears for more than 30 days, that member's rights in the Association shall cease without further notice. Delinquent members, who subsequently pay their dues, may be reinstated at the discretion of the Membership Committee.

ARTICLE VI

MEMBERSHIP MEETINGS AND VOTING

Section 1. Annual Meetings: There shall be an annual meeting of the membership. This meeting shall be held at such time and place as the Board shall determine, for the transaction of such business as may be properly brought before the meeting. Notice of the annual meeting shall be mailed to the last recorded address for each member at least 45 days prior to the date of the meeting. The Annual Meeting shall be open to all classes of membership.

Section 2. Special Meetings: A special meeting of the Association may be called by the Board, the President, upon written request of 33% of the delegates of the Delegate Council, or upon written request of 15% of the Association's voting membership. Notice of any special meeting shall be mailed to each member at their last recorded address at least 30 days in advance of the meeting. The business to be transacted at such a special meeting shall be stated in a special notice, and no other business may be conducted at that time.

Section 3. Voting: Each Professional Member and Commercial Broker shall be entitled to cast one vote on all matters brought before the membership at the annual or

special meetings. There shall be no cumulative voting. Loan Originator, Affiliate, Associate and Honorary Members shall have no vote in the affairs of the Association, but may serve and vote on committees.

Section 4. Voting by Mail: Voting on all matters including amendments to the Bylaws and Articles of Incorporation may, at the discretion of the Board, be conducted by mail ballot, provided that all matters or amendments to be voted upon have been mailed to the appropriate members and/or delegates at least 30 days prior to the counting of the ballots.

Section 5. Quorum: A majority of those members present at any membership meeting shall be considered a quorum for the purpose of transacting business.

Section 6. Rules of Order: Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Association, its Board, Delegate Council and committees, in all instances wherein its provisions do not conflict with these Bylaws or Board policy.

ARTICLE VII

DELEGATE COUNCIL

Section 1. Authority and Responsibility: The body responsible for representing and being a forum for expressing and realizing regional interests and concerns is the Delegate Council.

The Delegate Council shall a) participate in the amendment of the bylaws and articles of incorporation, b) determine membership dues, c) nominate Officers and Directors to the Board of Directors, and adopt rules and procedures for the conduct of its business not otherwise in conflict with these bylaws or Board policy.

Section 2. Delegate Qualifications and Terms: Each state and/or regional affiliate chartered by and in good standing with NAMB shall have two delegates. Each delegate from the state must be appointed or elected to a term of no less than two years. In addition, all officers and directors of NAMB shall be non-voting members of the Delegate Council and the President-elect of NAMB shall chair all meetings of the Delegate Council.

Section 3. Reporting: Each state must report their delegates to the NAMB office thirty (30) days in advance of the NAMB annual meeting of each year. The Board of Directors shall prepare an annual report to be made to the Delegate Council at its meeting in conjunction with the annual meeting.

Section 4. Meetings and Quorum: The Delegate Council shall hold at least one meeting each year. At least one meeting shall be held in conjunction with the annual meeting of NAMB. Meetings of the Delegate Council may also be called at the request of 33% of the delegates, or at the request of the President.

Notice of all Delegate Council meetings shall be sent to each delegate reported to NAMB at least thirty (30) days in advance of such meeting.

The majority of the total delegates authorized in the Delegate Council shall constitute a quorum for the purpose of transacting business. Any action receiving a majority vote of delegates present and meeting with a quorum present shall be deemed an affirmative vote unless otherwise required by these bylaws.

Section 5. Proxies: Proxies will not be authorized. However, states may appoint alternates. Affiliates shall identify three individuals as their alternates to serve in the absence of their appointed delegate at the delegate council meeting when necessary.

Section 6. Vacancies: Vacancies in the Delegate Council shall be filled by the state/regional affiliate affected in such a manner, at such time, and by such authority, as that state may find appropriate.

Section 7. Votes: Each state delegate shall have voting privileges in the Delegate Council on issues presented to the Delegate Council for action. The Chair shall have the right to vote only in the case of a tie.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. Authority and Responsibility: The governing body of the Association shall be its Board of Directors (Board). The Board shall have supervision, control and direction over all of the ordinary business affairs of the Association, its committees and publications. It shall determine the general policies, actively promote the Association's objectives and supervise the disbursement of its funds. The Board may adopt rules and regulations for the conduct of its business, as shall be deemed advisable and not otherwise in conflict with these bylaws, and may in the execution of powers granted, delegate certain of its responsibilities and authority to an Executive Committee.

Section 2. Election of Directors and Terms:

(A) The Board shall be elected from Professional Members in good standing and shall consist of Officers and Directors chosen as follows:

(B) There shall be a minimum of six (6) and a maximum of twelve (12) Directors of the association, exclusive of officers and all other seats empowered by these bylaws. Six (6) Directors shall serve three (3) year rotating terms, with one-third (1/3) being elected annually. If the board is expanded by more than one (1) director in any one year then the Director term expirations would be staggered. When the number of Directors exceeds six (6) then the nominating committee will set the term expiration(s) not to exceed three (3) years. There may not be anymore than four (4) Directors whose terms expire in any

one year. To facilitate communications with NAMB affiliates and potential affiliates, the Board may designate an appropriate number of Directors to serve as Regional Directors. Each newly-elected Director shall take office immediately following the annual meeting, and serve for their specified term or until their successor is elected. The Chief Staff Executive shall be a non-voting member of the Board and the Executive Committee.

(C) All Officers shall also be members of the Board of Directors by virtue of their office. Directors elected to Officer positions must vacate their positions as Directors. All Officers serve one-year terms.

(D) All Directors shall be elected at-large.

The President shall chair all meetings of the Board. The President shall succeed to the office of Immediate Past President upon completion of the full term of office.

If the President-elect for any reason does not succeed to the office of President, the Vice President shall be elevated to the office of President. The position of Vice President shall then be filled by procedures outlined in Section 9.

The President may appoint a Parliamentarian and/or a Sergeant at Arms from the sitting members of the Board.

(E) Past Presidents may serve as Honorary, non-voting, Board Members. Their term of office shall begin immediately following the end of their term of office as Immediate Past President and shall continue indefinitely.

(F) Qualifications for membership on the Board:

(1) *General Requirements*

President-elect	Must have served as an Officer or Director.
Vice President	Must have served as a NAMB Director
Secretary and Treasurer	Must have served as a NAMB Director.
Board Member	.
	Must be a professional member in good standing.

(2) *Requirements for NAMB Designation:*

- *By the 2008 Board election, 60% of NAMB Board shall hold either a Certified Mortgage Consultant or a Certified Residential Mortgage Specialist designation. .*
- *By the 2009 NAMB Board election, 75% of Board members shall hold either a Certified Mortgage Consultant or a Certified Residential Mortgage Specialist designation.*

By the 2010 NAMB Board election, all members of the NAMB Board shall hold either a Certified Mortgage Consultant or a Certified Residential Mortgage Specialist designation, provided a maximum of 2 NAMB Board positions may be non-designees

(G) The Board shall have the authority to authorize additional individual director positions, without voting rights, for the purpose of allowing representation on the Board by interests other than Professional Members. Such positions shall meet the Board-established criteria. Such appointments must be renewed on an annual basis.

Section 3. Meetings and Quorum: The Board shall hold at least four (4) meetings each year, including a meeting in conjunction with the annual meeting of the membership, and at such other times and places as the President may deem desirable. Meetings of the Board may also be called at the request of 33% of the Board members.

Notice of all face-to-face Board meetings shall be sent to each Board member at least thirty (30) days in advance of such meetings. The notices may be delivered by postal mail, fax or email. Notice of all non face-to-face meetings (Teleconference or Electronic Media Meetings) shall be sent to each Board member at least 3 business days in advance of such meetings and would require the consent of a majority of the eligible voting members of the Board. The notices shall be delivered by fax or email.

The majority of the total number of voting Board members currently sitting shall constitute a quorum at any duly-called meeting for the purpose of transacting business. Any action receiving a majority vote of those present shall be deemed an affirmative vote by the Association's Board, unless otherwise stated in these bylaws.

Section 4. Proxies: Proxies will not be authorized.

Section 5. Consent in lieu of Personal Meeting: Any action required or permitted to be taken at any meeting of the Board or any meeting of a committee duly-appointed by the President, Board or Delegate Council may be taken without a meeting, without prior notice and without a vote if a majority of the membership thereof consents thereto in writing and such writings are filed with the minutes in the Association's national office.

Section 6. Meetings by Telephone: Members of the Board or any committee duly-appointed by the President, Board of Directors or Delegate Council may participate in any meeting by conference telephone or similar communication equipment by which all persons participating in such telephone call meeting can hear each other. Participation in such meeting, pursuant to this section, shall constitute presence in person at such meeting. Telephone voting shall not be permitted except when meetings are conducted entirely by telephone.

Section 7. Meetings and Voting by Electronic Means: The President has the authority to convene an official meeting of the Board by videoconference or electronic meeting room provided there is at least 3 business days advance notice. Voting by email shall be permitted. The approval of items voted on by email would require the approval of a majority of the total voting members of the Board. The Executive Director shall count the votes and immediately advise the Board of the results.

Section 8. Absence: Any member of the Board who is unable to attend a face-to-face meeting shall, in a letter addressed to the President, state the reasons for absence. If an officer or Director is absent from two consecutive face-to-face meetings, while serving on the Board, for reasons which the Board shall determine to be insufficient, said officer's or Director's resignation shall be deemed to be rendered and accepted, and he/she shall be so notified.

Section 9. Resignation: Any Director or Officer may resign, at any time, by giving written notice to the President and the Chief Staff Executive. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof, as determined by the Board.

Section 10. Vacancies: Vacancies on the Board shall be filled by nomination by the President and confirmed by a majority of the Board. Appointees shall complete the term of office vacated.

Section 11. Removal of Directors. A Director may be removed for cause by a three-fourths (3/4th) vote of the voting Board. The definition of "cause" shall include, but not be limited to: (i) conviction of a felony; (ii) subversion of acts of the Board; (iii) a breach of a Director's fiduciary duty; (iv) a violation the Association's Code of Ethics; or (v) causing harm to the Association or publicly making disparaging statements about the Association or the Association's Board. The vote to remove a Director, other than for absence at meetings or a conviction of a felony, can occur only after the Director has been advised of his/her pending removal and has been given a reasonable opportunity to respond to the Board. Any Director may appeal the decision of the Board to the Bylaws Committee, provided notice of the appeal has been given to the President, Chair of the Bylaws Committee and the Chief Staff Executive within thirty (30) days of the decision and the appeal process must be completed by the Bylaws Committee within 30 days from the notice of appeal."

Pursuant to Article XI of the NAMB Bylaws, any amendment to the NAMB Bylaws must be approved by: (1) the members at any duly called meeting of the membership, or (2) the Delegate Council, in which case such action must be ratified at the next annual meeting of the membership.

ARTICLE IX

OFFICERS

Section 1. Officers: The officers of the Association shall be elected by the voting membership of the Association, except the President and Immediate Past President, who shall ascend to their offices as provided in these bylaws, and the Chief Staff Executive. Elected Officers shall be those of President-elect, Vice President, Secretary and Treasurer. All elected Officers shall serve for one-year terms. Each newly-elected Officer shall take office immediately following the annual meeting, and shall serve for their specified term or until their successor is elected. The Immediate Past President, the President and the President-elect shall not reside in the same state when elected. Other than the Secretary, Treasurer, and the Vice President no Officers, except in the case of a person appointed to an unfilled vacancy, shall be eligible for re-election to the same office in the following year.

Section 2. Duties and Responsibilities of the Officers:

(a) President: The President shall be the Chief Elected Officer of the Association and shall serve as Chairman of the Board and the Executive Committee. The President shall be recognized as the spokesperson of the association, but shall be empowered to name a designee. The President shall also serve as an ex-officio member on all committees, except the Nominating Committee, and shall recommend appointments to standing and special committees. The President shall have the right to vote only in the case of a tie vote.

At the annual business meeting of the Association and at such other times deemed proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Association. The President shall perform such other duties as are necessarily incident to the office of President, or as may be prescribed by the Board.

(b) President-elect: It is intended that the President-elect succeed to the Presidency. The President-elect shall serve as chairman of the Delegate Council, perform such duties as are delegated or assigned by the President or the Board, and shall perform the duties of the President in the event that that individual is unable to act.

(c) Vice President: The Vice President shall be responsible for undertaking studies and activities necessary to prepare for the President-elect and President positions. The Vice President shall have such powers and duties as may be prescribed by the Board or the Executive Committee. It is intended that the Vice President succeed to the President Elect

(d) Secretary: The Secretary shall be responsible for keeping accurate records of all members and shall see to the proper recording of proceedings of meetings of the membership, the Board, the Delegate Council and all committees. The duties of the Secretary may be further specified by the Board or the Executive Committee, and may be delegated to the Chief Staff Executive.

(e) Treasurer: The Treasurer shall become familiar with all of the financial policies, investment policies and accounting procedures of the Association. The Treasurer shall

consult with the Chief Staff Executive and independent auditors on such matters deemed desirable to make a full and complete report at such times as the Board may desire. Routine duties of the Treasurer may be delegated to the Chief Staff Executive.

(f) Chief Staff Executive: The Chief Staff Executive shall be the Chief Executive Officer of the Association, appointed by and responsible to the Board. The Chief Staff Executive shall serve under such terms and conditions of retention or employment as shall be specified in writing. The Chief Staff Executive shall be an ex-officio, non-voting member of the Board, Executive Committee, and the Delegate Council. The Chief Staff Executive shall coordinate the activities of the Association, act as spokesperson for the Association at such times as designated by the President, and perform any other services that may be assigned by the President or the Board. The Chief Staff Executive shall employ and may terminate the employment of members of the staff, as necessary, to carry out the work of the Association. The Chief Staff Executive shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Association.

ARTICLE X

COMMITTEES

Section 1. Executive Committee: The Executive Committee may act in place and instead of the Board, between Board meetings, on all matters except those specifically reserved to the Board by the Board or these bylaws. Action of the Executive Committee shall be reported to the Board by mail or at the next Board meeting. The Executive committee shall consist of the elected Officers, the Immediate Past President and the Chief Staff Executive. *By the 2008 Election of the Board of Directors, all Executive Committee members shall hold either a Certified Mortgage Consultant or a Certified Residential Mortgage Specialist designation.*

Section 2. Nominating Committee: The Nominating Committee shall be chaired by the Immediate Past President. Its members shall consist of nine (9) current or past delegates elected, three (3) each from the western, central and eastern regions, and an alternate shall be elected from each region. Nominees to the nominating committee must have been professional members of NAMB for at least three (3) years and attended at least one annual meeting in the last two years and an additional quarterly meeting in the last twelve (12) months. Knowledge of NAMB and member's ability and willingness to serve NAMB should be the primary criteria for selecting nominees and subsequent members of the Nominating Committee.

All nominees to the Nominating Committee, properly made and determined by the voting members of the Delegate Council, qualified and willing to serve, will be placed on a ballot brought before the Delegate Council at its meeting in conjunction with the annual meeting.

With the exception of the Immediate Past President, who serves as chair, all other members of the voting members of the Board of Directors are ineligible to serve on the Nominating Committee. Board members whose terms end prior to the next election cycle are eligible to sit on the Nominating Committee.

The nine (9) nominees receiving the highest number of votes (each Delegate being empowered to vote for nine (9) candidates) will be elected, and an alternate shall be elected from each region. In the event of a vacancy on the Nominating Committee, the alternate from that region will fill the vacancy.

The members elected to the Nominating Committee each year will begin their service upon election and will be searching for and nominating candidates for NAMB Officers and Directors to be elected at the next annual meeting. A member elected to the Nominating Committee is ineligible to accept a nomination to the NAMB board until after his/her selected term expires

The Nominating Committee shall be responsible for determining the number of Directors in accordance with the parameters set forth in Article VII, Section 2, Paragraph B and shall nominate sufficient members to fill all positions, with the exception of Chief Staff Executive, Immediate Past President, and President, whose term will be filled by the current President-elect. Accordingly, when the committee nominates a current Board member for another Board position, it shall name a nominee to fill the unexpired term of the position being vacated. A current Board member accepting such nomination shall agree to resign their current position at the end of the current leadership year. All nominees shall be consulted to determine their willingness to undertake the duties of the position to which the committee shall nominate them. Ballots are to be mailed to all professional members thirty (30) days prior to the annual meeting.

The ballots are required to be postmarked back to the NAMB office no later than fifteen (15) days prior to the annual meeting. Results of the balloting will be reported at the annual meeting. Ballots will be retained for ninety (90) days. If the election is not contested under the procedures established by the Board within ninety (90) days of the announcement, said ballots will be destroyed. No write-ins and no further nominations are permitted.

Section 3. Finance Committee: The Finance Committee shall be chaired by the Treasurer. Its membership shall consist of the Chief Staff Executive and at least three (3) other members appointed by the President. They shall annually, and as otherwise requested, prepare and submit recommendations for approval by the Board for the orderly allocation (budgeting), receipt and expenditure of the Association's funds. The committee shall also, from time-to-time, review dues, contributions and assessments, to assure that the Association meets its financial needs and obligations.

Section 4. Membership Committee: The Membership Committee shall be composed of at least five (5) members. Its responsibilities shall include the implementation of an annual membership promotion campaign. It shall also have

responsibility for assuring that membership applications meet the minimum criteria as prescribed in these Bylaws, and shall review and propose changes in membership requirements for each class of membership. At the request of the Chief Staff Executive or any member of the Association, the committee may investigate any individual or institutional member applying for membership in the Association who may be deemed unqualified for membership. All investigations in this area shall be confidential and shall be reported only to the Board of the Association, which has final responsibility for electing and/or removing members.

Section 5. Education Committee: The Education Committee shall be responsible for creating, monitoring, revising, distributing, and establishing standards for the Association's educational services.

To protect against undue influence that could compromise the integrity of the certification process, the Education Committee shall have no authority or input concerning the governance and decision-making of NAMB's certification programs.

The committee shall be comprised of no fewer than five (5) members including the Chairperson. All members shall be in good standing with the Association. The Chairperson shall vote only in the case of a tie. The President shall appoint all members and the Chairperson to a one-year term.

The Education Committee shall have the authority to organize appropriate subcommittees to assist with educational development activities and research.

Section 6. Certification Committee: The Certification Committee shall be responsible for the governance and decision-making of NAMB's certification programs and shall have complete authority over all essential certification decisions. To protect against undue influence that could compromise the integrity of the certification process, the Certification Committee shall be autonomous in its decisions concerning: certification eligibility standards; the development, administration, and scoring of the assessment instruments; the selection of certification personnel; and the operational processes of NAMB's certification programs.

The Certification Committee shall be responsible for establishing, monitoring, revising, and publishing standards for the Association's certification programs. The Certification Committee shall have the authority to issue NAMB designations and to use NAMB materials and designations. The Certification Committee shall establish experience and educational requirements, fees, and all other criteria for NAMB's certification programs. The Certification Committee shall be responsible for developing, administering, scoring, monitoring, and revising the assessment instruments used to make certification decisions, with the goal of promoting the purpose of NAMB's certification programs. The Certification Committee shall also be responsible for proposing criteria and procedures related to all state organizations offering a designation or license under the auspices of NAMB's certification programs.

To avoid conflicts of interest between certification and education functions, the Certification Committee shall not be responsible for accreditation of educational or training programs or courses of study leading to the certification.

The Certification Committee shall be responsible for establishing, publishing, applying, reviewing, and revising the policies and procedures of NAMB's certification programs. These policies and procedures shall address, at a minimum: eligibility criteria; the application process; the appropriate, standardized, and secure development and administration of assessment instruments; the establishment of performance domains and job analyses; appeals; confidentiality; the secure retention of assessment results and scores; retention of information required to provide evidence of validity and reliability of the assessment instruments; nondiscrimination; statistical tracking; discipline; recertification; the selection of Certification Committee members; and legal compliance.

The Certification Committee shall be composed of nine (9) committee members, including the Chairperson. The President shall appoint all Certification Committee members to three-year terms. To ensure a balance of program input, there shall be three staggered classes of Certification Committee membership (A, B, and C), with one-third (1/3) of the Certification Committee members appointed each year. From the Certification Committee members, the President shall appoint a Certification Committee Chairperson to a one-year term. The Chairperson shall vote only in the case of a tie.

At least one-third (1/3) of the Certification Committee members must have a Certified Mortgage Consultant (CMC) designation. At least one-third (1/3) of the Certification Committee members must have a Certified Residential Mortgage Specialist (CRMS) designation. At least one (1) Certification Committee member must be a consumer member.

The Certification Committee shall have the authority to organize appropriate subcommittees to assist with certification development activities.

Section 7. Legislative Committee: Shall monitor and disseminate information on legislative and regulatory activity affecting members, develop position statements for board approval, and promote a favorable legislative and regulatory environment for mortgage brokers.

Section 8. Past Presidents Committee: The Board is authorized to establish a Past Presidents Committee to perform services or special projects as determined by the President or Board.

Section 9. Bylaws Committee: The President shall appoint a Bylaws Committee Chairperson. Its members shall consist of six (6) current or past delegates elected, two (2) each from the western, central and eastern regions. Nominees to the bylaws committee must have been members of NAMB for at least three (3) years.

All nominees to the Bylaws Committee, properly made and determined by the Delegate Council, qualified and willing to serve, will be placed on a ballot brought before the Delegate Council at its meeting in conjunction with the annual meeting.

Section 10. General Committees: There shall be such other committees as the President and Board may annually establish for the efficient operation of the Association's business. The Chairperson and members of such committees shall be appointed by the President and confirmed by the Board, and shall serve for one-year terms.

Section 11. Committee Quorums:

(a) Executive Committee: Four (4) of the six (6) voting members of the Executive Committee shall constitute a quorum in any duly-called meeting of the committee. The President may call such meetings of the Executive Committee at any time business of the Association may require or upon the request of three (3) Executive Committee members.

(b) General Committee Quorum: For any regularly scheduled meeting except the Executive Committee, the presence of three (3) or more members shall constitute a quorum. A simple majority of those present and eligible to vote shall be necessary to pass a motion. Unless authorized by other articles of these Bylaws, the Chairperson of the committee shall not be entitled to vote.

Section 12. Absence: Any committee member who is unable to attend a meeting shall notify the Committee Chairperson stating the reason attendance is not possible. If a committee member is absent from three (3) consecutive meetings within the term they were appointed, the Committee Chairperson may make a recommendation to the President for the member's removal and that a suitable replacement be appointed.

Section 13. Vacancies: Committee member appointments shall be filled by the committee chair with the President's approval when vacancies exist.

ARTICLE XI

**AMENDMENTS TO THE BYLAWS
AND ARTICLES OF INCORPORATION**

Section 1. By the Membership: These Bylaws may be adopted, altered, amended or repealed by affirmative majority vote of the members of the Association present and voting at any duly-called meeting of the membership, provided that a copy of any proposed amendments be mailed at least thirty (30) days before the date of such meeting.

Section 2. By the Delegate Council: Subject to the rights of the membership to adopt, amend or repeal these Bylaws as provided in Article X, Section 1, the Delegate Council may amend or repeal any of these Bylaws, provided that a copy of any proposed

amendments be mailed to all delegates at least thirty (30) days before the date of such meeting. All changes made by the Delegate Council shall be in force and effect until the next annual meeting of the membership at which time the membership shall take appropriate action on any and all amendments made to these Bylaws.

Section 3. Amendment to the Articles of Incorporation: Amendment to the Articles of Incorporation shall be made in the following manner. The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the Delegate Council at any annual or special meeting, or such a vote may be conducted by mail.

Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Delegate entitled to vote at least thirty (30) days prior to voting.

The proposed amendment shall be adopted upon receiving a majority vote of the Delegates. If the vote is conducted by mail, two-thirds (2/3) of the votes received shall be required to adopt the proposed amendment, provided that at least one-fourth (1/4) of the Delegates shall have voted.

These articles may be adopted, altered, amended or repealed by affirmative majority vote of the members of the Association present and voting at any duly-called meeting of the membership, provided that a copy of any proposed amendments be mailed at least thirty days before the date of such meeting.

All changes shall be in force and effect until the next annual meeting of the membership at which time the membership shall take appropriate action on any and all amendments made to these articles.

Note: The Bylaws and Articles of Incorporation must conform to each other.

ARTICLE XII

NONPROFIT CHARACTER; NONLIABILITY OF MEMBERS

Section 1. No Pecuniary Gain: The Association does not afford any pecuniary gain, incidentally or otherwise, to its members, directors or elected officers, the one exception is the NAMB President who will receive a stipend as determined by the Board of Directors. In addition to this the NAMB Board of Directors may make exception to this rule based on the needs of the membership and association. There shall be no personal liability of officers, directors or members for corporate obligations.

Section 2. Power to Acquire and Hold Property: The Association shall be authorized to acquire by grant, gift, purchase, devise or bequest, and to hold and dispose

of such property as the Association shall require, subject to such limitations and as may be prescribed by law, for the benefit of the members and not for pecuniary profit.

Section 3. Contracts, Checks, Deposits and Funds:

(a) Contracts: The Chief Staff Executive and any other Officer of the Association, as the Board may specifically authorize, may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority for Officers, other than the Chief Staff Executive, shall be confined to specific instances and must be authorized in writing.

(b) Checks, Drafts, Etc.: All checks, drafts or orders for payment of money, notice or other evidence of indebtedness issued in the name of the Association shall be signed by the Chief Staff Executive or such officers or agents of the Association and in such manner as shall from time-to-time be determined by resolution of the Board.

(c) Deposits: All funds of the Association shall be deposited from time-to-time to the credit of the Association in a federally insured bank, or other depository, as the Board may select.

Section 4. Bonding: The Treasurer, the Chief Staff Executive, and any other person entrusted with the handling of funds or property of the Association may, at the discretion of the Board, be required to furnish, at the expense of the Association, a fidelity bond approved by the Board in such sum as the Board shall prescribe.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS, DIRECTORS AND STAFF

Section 1. Every Director, Officer, staff member or member of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such persons in connection with any proceeding to which such persons may be made a party, or in which such persons may become involved, by reason of such persons being or having been a director, officer, staff person, member or agent of the Association, or any settlement thereof, whether or not such person is a Director, Officer or staff member at the time such expenses are incurred, except in such cases wherein the person is adjudged guilty of willful misfeasance, or malfeasance in the performance of the duties of the office. Provided however, that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification herein shall be in addition to and not exclusive of all other rights to which such Directors, Officers, staff members, members or agents may be entitled.

ARTICLE XIV

EFFECTIVE DATE OF BYLAWS

These Bylaws shall become effective in force at the time of their adoption.