

# TEXAS COURT REPORTERS ASSOCIATION BYLAWS

## ARTICLE I – NAME AND LOCATION

**Section 1.** The name of this organization is the TEXAS COURT REPORTERS ASSOCIATION, INC., a non-profit corporation incorporated in the state of Texas.

**Section 2.** Offices of the Association will be located in Austin, Texas and/or such other localities as may be determined by the Board of Directors.

## ARTICLE II – OBJECTIVES

The objectives of this Association are:

- (1) To provide opportunity for the exchange of experiences and opinions through discussion, study, and publications.
- (2) To promote the profession of shorthand reporting and educate members and the public in the advancement, improvement, and uses of shorthand reporters.
- (3) To conduct competitions and present awards for outstanding ability.
- (4) To develop and encourage high standards of personal and professional conduct among shorthand reporters.
- (5) To conduct and cooperate in courses of study for the continuing education of shorthand reporters; to hold meetings and conferences for the mutual improvement and education of members.
- (6) To acquire, preserve, and disseminate data and valuable information relative to the functions and accomplishments of shorthand reporters.
- (7) To cooperate with local, regional, and national shorthand reporters' associations in the common endeavor to advance shorthand reporting as a profession.
- (8) To cooperate with federal, state, and local government authorities for the good of the communities and the shorthand reporting profession.
- (9) To promote the purpose and effectiveness of shorthand reporting by any and all means consistent with the public interest.
- (10) To promote TCRA's Mission Statement and Vision Statement as incorporated by reference herein.

Subject to prior approval of the Board of Directors or Executive Committee, the Association may take a position and express an opinion on issues directly and generally affecting shorthand reporting as such. Executive Committee action shall be reported to the Board of Directors at the subsequent meeting of the Board.

## ARTICLE III – ORGANIZATIONAL STRUCTURE

**Section 1. Organization.** To achieve the objectives of the Association, the Board of Directors may at its discretion establish organizational units such as boards, councils, sections or committees to serve special interests of the shorthand reporting profession.

The Board of Directors shall have authority, supervision, control and direction over the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its responsibilities to the Executive Committee.

## ARTICLE IV– MEMBERSHIP

**Section 1. Definition.** All current members or persons later admitted to membership in this Association in the manner prescribed herein and whose dues have been paid in full for the current year shall constitute the corporate membership of the Association, excepting any person whose membership has been suspended or revoked by order of the Board of Directors.

**Section 2. Classes of Members.**

- (a) Professional
- (b) Student
- (c) Honorary
- (d) Associate
- (e) Retired
- (f) Past President
- (g) Disability
- (h) Lifetime

**Section 3. Qualifications for Professional Membership.** The following persons are eligible for Professional membership in the Association:

- (a) Any person who is an Official Court Reporter in the state of Texas using a system of shorthand or stenographic machine which employs the use of written symbols or letters and who is a holder of a current “Certified Shorthand Reporter” certificate issued by the Supreme Court of Texas. Said person must solely use the method of shorthand by which the “Certified Shorthand Reporter” test was passed.
- (b) Any person who is engaged in the practice of deposition reporting or general reporting in the state of Texas by shorthand or stenographic machine which employs the use of written symbols or letters and who is a holder of a current “Certified Shorthand Reporter” certificate issued by the Supreme Court of Texas. Said person must solely use the method of shorthand by which the “Certified Shorthand Reporter” test was passed.
- (c) Any person who is a CART provider and/or Broadcast Captioner in the state of Texas by stenographic machine which employs the use of written symbols or letters and who is a holder of a current “Certified Shorthand Reporter” certificate issued by the Supreme Court of Texas. Said person must solely use the method of shorthand by which the “Certified Shorthand Reporter” test was passed. Said person must hold a current TCRA specialization exam certificate and/or current NCRA certificate in the field of CART and/or Broadcast Captioning.

**Section 4. Qualifications for Student Membership.** An individual whose current enrollment in a court reporting program may be verified by an instructor or who holds a valid statement of proficiency, at the time of joining or renewing membership.

**Section 5. Qualifications for Honorary Membership.** Any person who has attained high rank in the reporting profession, an author of shorthand-related literature, or a benefactor of the profession, but who is not in the active practice of shorthand reporting within the state of Texas, upon recommendation of the Board of Directors may be elected an honorary member, provided two-thirds (2/3) of the Professional members voting at the Annual Business Meeting vote to confirm such recommendation. The Board of Directors shall state on the record of the Annual Business Meeting the reason(s) for the recommendation. Any person so elected is to be a life member and is exempt from the payment of dues. The Honorary Membership will cease in the event said person engages in the active practice of shorthand reporting within the state of Texas.

**Section 6. Qualifications for Associate Membership.**

- (a) Any person, firm, corporation, or educational institution interested in the advancement of the shorthand reporting profession in the state of Texas and the advancement of the aims of the Texas Court Reporters Association shall be eligible for Associate Membership.
- (b) Any person who practices shorthand reporting by their tested method and has passed the National Court Reporters Association Registered Professional Reporter or Registered Merit Reporter examinations.

**Section 7. Qualifications for Retired Membership.** Any person who has been a Professional member for at least ten (10) years and who is no longer engaged in any aspect of shorthand reporting shall be eligible for Retired Membership.

**Section 8. Qualifications for Past President Membership.** Any person who has served as President of the Texas Court Reporters Association shall be eligible for Past President membership.

**Section 9. Qualifications for Disability Membership.** Any person who has been a Professional member for at least one (1) year, who stills holds a valid CSR certification, and who is not able to work full or part-time due to an illness or disability and submits to TCRA Headquarters the following verification information shall be eligible for Disability Membership:

- (a) Submits a letter from their physician certifying the member is disabled and unable to perform the duties of a Certified Shorthand Reporter.
- (b) Membership fee will be one-half (½) the fee charged to Professional members.
- (c) If the member resumes duties as a Certified Shorthand Reporter, he/she shall notify TCRA prior to the next renewal period.
- (d) Any person accepted as a Disabled member will be entitled to all privileges of membership except holding office.

**Section 10. Qualifications for Lifetime Membership.** Any person who has held a Professional Membership for fifty (50) continuous years and is a member in good standing with the certifying authority of the state of Texas shall be eligible for Lifetime Membership and shall be exempt from payment of dues.

**Section 11. Membership Privileges.**

- (a) Any person accepted as a Professional Member will be entitled to all privileges of membership, including voting, nominating, and holding office.
- (b) Any person, firm, corporation, or educational institution accepted as either a Student or Associate Member will be entitled to all privileges of membership except voting, nominating, and holding office.
- (c) Any person accepted as a Past President, Retired, Lifetime, Disabled or Honorary member who was formerly a Professional member will be entitled to all privileges of membership except holding office.

**Section 12. Membership Application Procedure.** Any person desiring membership in the Association must make written application accompanied by the membership fee as prescribed herein, state in the application that applicant possesses the qualifications herein above required. Said application is to be filed with the Executive Director.

**Section 13. Removal.** Members of any classification may be removed from membership by the Board of Directors for cause by two-thirds (2/3) vote. For any cause other than nonpayment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against the member and has been given reasonable opportunity for defense; and such member, if removed, may appeal the decision of the Board of Directors at the Annual Business Meeting of the Association, providing that notice of intent to

appeal is provided to the President at least ten (10) days in advance of the meeting. Sufficient cause for such removal of membership shall include (but is not limited to) violation of these Bylaws, conviction of or final adjudication of liability for any violation of antitrust laws or any unethical conduct prejudicial to the Association.

**Section 14. Reinstatement.** A former member desiring a continuous membership record may be reinstated on showing proof of qualification and paying all dues in arrears. If, however, a continuous membership record is not desired, the member may be reinstated on showing proof of qualification and paying current year's dues.

**Section 15. Resignation.** Any member may resign by filing a written resignation with the President, but such resignation shall not relieve members so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

## **ARTICLE V – FEES AND CREDENTIALS**

### **Section 1. Payment of Dues.**

- (a) Membership dues for one (1) year shall accompany all applications for membership and shall cover the dues for the remainder of the Association's current year in which paid.
- (b) Membership dues shall be prorated for new applicants only, if application is made on or after March 1 of the calendar year, in an amount equal to the portion designated for legislative fund plus one-half (1/2) of the remaining portion of the dues.
- (c) Should a Student member become eligible for Professional membership during a calendar year for which dues have previously been paid and desires to seek Professional membership status, any current dues paid by the applicant for student membership shall be applied against Professional dues.
- (d) In the event an application is rejected, the membership dues, minus processing and/or transaction fees, shall be returned to the applicant.

### **Section 2. Establishment of Dues.**

- (a) Professional and retired members shall pay as annual dues the sum to be set by the Board of Directors at the Annual Business Meeting, in an amount not less than the preceding year's dues and which may be increased in an amount not to exceed twenty-five (25) percent of the previous year's dues. Any increase in the annual dues for any class of membership from that of the previous year shall be recommended by the Board of Directors and shall be approved by the voting members at the Annual Business Meeting.
- (b) Student and associate members may obtain a nonvoting membership by paying annual dues in the amount to be set by the Board of Directors.
- (c) Past President members shall pay an annual dues the sum, if any, as set by the Board of Directors, but not to exceed one-third of the amount of Professional members' dues.

As an incentive to increase membership, the Board of Directors may consider offering a discount in dues, not to exceed ten (10) percent of the current year's dues established for all classes of membership.

**Section 3. Delinquency and Cancellation.** Any member of the Association who is delinquent in timely payment of dues for a period of sixty (60) days shall be notified, at the last known address, of such delinquency and suspended from further privileges of membership. If payment of dues is not made within thirty (30) days after notice, the member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

Any member suspended for nonpayment of dues may be reinstated at any time prior to the close of that membership year upon payment of the full current year's dues.

**Section 4. Credentials.** Each new member in good standing upon payment of dues shall receive a “Certificate of Membership” which shall certify that the person whose name appears on its face is a member of the TEXAS COURT REPORTERS ASSOCIATION, INC. Such certificate shall bear the signature of the President and Executive Director. It shall be valid during the term for which it is issued unless revoked by order of the Board of Directors.

## ARTICLE VI – MEETINGS OF MEMBERS AND VOTING

**Section 1. Annual Business Meeting.** The Annual Business Meeting of the Association shall be held at such place and date as may be determined by the Board of Directors.

**Section 2. Special Meetings.** Special meetings of the Membership may be called by the Board of Directors at any time or may be called by the President, upon receipt of a written request by fifty (50) members, within thirty (30) days after the filing of such a request with the President. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

**Section 3. Notice of Meetings.** Written notice of any meeting of the Membership at which official Association business is to be transacted shall be transmitted to the last known address of each member not less than ten (10) days or more than ninety (90) days before the date of the meeting.

**Section 4. Voting.** At all meetings of the Membership, each Professional member shall have one (1) vote, except Board of Directors’ Meetings, and may vote in person or by electronic means approved by the Board of Directors. Unless otherwise specifically provided by these Bylaws, a majority vote of those Professional members voting shall govern.

**Section 5. Quorum of Members.** At an annual or special meeting of members, a quorum shall consist of fifty percent (50%) of those Professional members present at said meeting. All action taken by said members must be ratified by the Board of Directors.

**Section 6. Cancellation of Meetings.** The Board of Directors may cancel any annual or special meeting for cause, except as may be otherwise provided by these Bylaws.

**Section 7. Rules of Order.** The meetings and proceedings of this Association shall be conducted according to the current ROBERT'S RULES OF ORDER NEWLY REVISED for parliamentary procedure, except as may be otherwise provided by these Bylaws.

## ARTICLE VII – OFFICERS

**Section 1. Elected Officers.** The elected Officers of this Association shall be a President-Elect, Vice-President of Finance, and Vice-President of Public Relations, to be elected by a majority vote of those Professional members voting at the Annual Business Meeting.

Each elected Officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

**Section 2. Non-elected Officers.** The non-elected Officers of the Association shall be a President and Immediate Past President. Each non-elected Officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

**Section 3. Qualifications for Office.** Any Professional member who has completed one two-year term as a director and who is a resident of the state of Texas and in good standing shall be eligible for nomination and election to any elective office of the Association.

**Section 4. Nomination and Election of Officers.** The Nominating Committee, acting in accordance with Article XII, Section 5, shall present all eligible nominees for each elective office of the Association. After notice to the Board of Directors, said slate of nominees shall then be published by the Executive Director ninety (90) days prior to Annual Business Meeting by written notice as the Board of Directors may provide, along with a form for additional nominations, to be returned to the Nominating Committee Chair by any Professional member not later than sixty (60) days prior to Annual Business Meeting. All nominees shall be presented by the Nominating Committee at the Annual Business Meeting for vote by the Professional members voting.

**Section 5. Term of Office.** Each elected Officer shall hold office from date of installation at the Annual Business Meeting and shall serve for a term of one (1) year or until the following Annual Business Meeting, whichever comes first, or until a successor is duly elected and installed, unless there is a vacancy in accordance with Article VII, Section 7 of these bylaws.

**Section 6. Re-election.** No elected Officer, having served one full term, shall be eligible for re-election to the same office, until at least one (1) year shall have elapsed.

**Section 7. Vacancies.**

- (a) The Executive Committee by majority vote shall recommend a Professional member to fill a vacancy in any office of the Association due to death, resignation or inability to serve. Said recommendation by the Executive Committee shall be subject to approval by a two-thirds (2/3) vote of the Board of Directors.
- (b) An Officer may resign upon presenting a written resignation to the President, and the resignation shall become effective upon notification to the Board of Directors.
- (c) An Officer who fails to attend two (2) consecutive Board of Directors meetings or other TCRA functions, to include the Annual Business Meeting and Leadership Conference, shall be removed from said office by a two-thirds (2/3) vote of the Board of Directors. Each such absence by any Officer shall be considered as a separate circumstance by the Board of Directors, and the Board may expressly waive such absence by a two-thirds (2/3) vote of its members.
- (d) Each Officer of the Association shall be subject to removal from office by a two-thirds (2/3) vote of the Board of Directors. Sufficient cause for such removal from office shall include (but is not limited to) violation of these bylaws, conviction of or final adjudication of liability for any violation of antitrust laws or any unethical conduct prejudicial to the Association.

**ARTICLE VIII – DUTIES OF OFFICERS AND EXECUTIVE DIRECTOR**

Each Officer of the Association shall represent the Association in a responsible and appropriate manner while attending functions in an official capacity.

**Section 1. President.** The President shall:

- (a) Preside at all meetings of the Association, except when necessarily absent;
- (b) Conduct proceedings according to the rules of parliamentary procedure;
- (c) Serve as the Chair of the Board of Directors and Executive Committee; serve as a member, ex officio on all committees, except the Nominating Committee;
- (d) Appoint any special committees and fill any vacancy in any committee for the unexpired term, except the Legislative Committee and the Nominating Committee;
- (e) Promote and advance the objectives of the Association;
- (f) Address the Annual Business Meeting with recommendations for the future well-being of the Association;
- (g) Perform all duties incident to the office and such other duties as may be prescribed from time to time by the Association or Board of Directors;
- (h) Notify the Executive Committee of any vacancy occurring in any office by reason of death,

- resignation or inability to serve and comply with the provisions in Article VII, Section 7;
- (i) Exercise all other authority not otherwise vested.

**Section 2. President-Elect.**

- (a) The President-Elect shall become President at the conclusion of the term of office as President-Elect;
- (b) The President-Elect shall oversee committees at the direction of the President; shall be an ex officio member of all other standing and special committees, except the Nominating Committee; and shall have joint responsibility with the President for coordinating the work of the committees.

**Section 3. Vice-President of Finance.** The Vice-President of Finance shall oversee committees at the direction of the President.

**Section 4. Vice-President of Public Relations.** The Vice-President of Public Relations shall oversee committees at the direction of the President.

**Section 5. Immediate Past President.** The Immediate Past President shall:

- (a) Serve for one (1) year or until the following Annual Business Meeting, whichever comes first, with the same duties and powers as other elected officials;
- (b) Chair the Nominating Committee;
- (c) Oversee committees at the direction of the President.
- (d) In the event of death, resignation or inability to act on the part of the Immediate Past President, an individual who has previously served as President of the Association shall be named by the Executive Committee to succeed to the office of Immediate Past President and shall have the powers to perform all duties of that office.

**Section 6. Executive Director.** The Executive Director shall:

- (a) Be selected on a yearly or bi-yearly basis by the Board of Directors;
- (b) Serve at the direction of the Board;
- (c) Be the Secretary of the Board of Directors, attend all board meetings, and record all official acts in books to be provided for such purpose, except when otherwise directed by the Board of Directors;
- (d) Oversee collection of all monies due to the Association, duly receipt for the same and deposit such funds in a proper depository in the name and to the credit of the TEXAS COURT REPORTERS ASSOCIATION, INC.;
- (e) Preserve all books of record, other papers, documents, and files belonging to the Association and assist in the formulation of an annual budget;
- (f) Manage correspondence relative to the affairs of the Association;
- (g) Perform any other duty designated by the President or the Board of Directors;
- (h) Send out to the membership an annual invoice for dues 60 days prior to the beginning of the membership period of each calendar year and reminder notices as required 30 days and 60 days after the beginning of the membership period of each calendar year.

The Executive Director shall be compensated for the services rendered as provided in the contract to be approved by the Board of Directors and paid out of the General Fund of the Association.

The Executive Director shall be an ex officio member of all committees, but shall have no vote on matters that come before the Board.

## ARTICLE IX – COMPOSITION OF DIRECTORS

**Section 1. Composition.** The Board of Directors shall consist of the Officers of the Association (named in Article VII) plus one (1) Director from each of the following seats numbered 1 – 9.

**Seat 1** – Andrews, Armstrong, Bailey, Baylor, Borden, Briscoe, Callahan, Carson, Castro, Childress, Cochran, Collingsworth, Cottle, Crosby, Dallam, Dawson, Deaf Smith, Dickens, Donley, Fisher, Floyd, Foard, Gaines, Garza, Gray, Hale, Hall, Hansford, Hardeman, Hartley, Haskell, Hemphill, Hockley, Howard, Hutchinson, Jones, Kent, King, Knox, Lamb, Lipscomb, Lubbock, Lynn, Martin, Mitchell, Moore, Motley, Nolan, Ochiltree, Oldham, Parmer, Potter, Randall, Roberts, Scurry, Shackelford, Sherman, Stonewall, Swisher, Taylor, Terry, Throckmorton, Wheeler, Wilbarger, and Yoakum Counties.

**Seat 2** – Anderson, Angelina, Bowie, Camp, Cass, Cherokee, Delta, Fannin, Franklin, Freestone, Gregg, Grimes, Hardin, Harrison, Henderson, Hopkins, Houston, Jasper, Jefferson, Lamar, Leon, Limestone, Madison, Marion, Morris, Nacogdoches, Navarro, Newton, Orange, Panola, Polk, Rains, Red River, Rusk, Sabine, San Augustine, San Jacinto, Shelby, Smith, Titus, Trinity, Tyler, Upshur, Walker, and Wood Counties.

**Seat 3** – Brewster, Coke, Coleman, Concho, Crane, Crockett, Culberson, Ector, Edwards, El Paso, Glasscock, Hudspeth, Irion, Jeff Davis, Kimble, Loving, Mason, McCulloch, Menard, Midland, Pecos, Presidio, Reagan, Reeves, Runnels, Schleicher, Sterling, Sutton, Terrell, Tom Green, Upton, Val Verde, Ward, and Winkler Counties.

**Seat 4** – Archer, Bosque, Clay, Comanche, Cooke, Eastland, Erath, Grayson, Hamilton, Hill, Hood, Jack, Johnson, Montague, Palo Pinto, Parker, Somervell, Stephens, Tarrant, Wichita, Wise and Young Counties.

**Seat 5** – Aransas, Austin, Bee, Brooks, Calhoun, Cameron, Colorado, DeWitt, Dimmit, Duval, Goliad, Hidalgo, Jackson, Jim Hogg, Jim Wells, Karnes, Kenedy, Kleberg, LaSalle, Lavaca, Live Oak, Matagorda, McMullen, Nueces, Refugio, San Patricio, Starr, Victoria, Webb, Wharton, Willacy, and Zapata Counties.

**Seat 6** – Atascosa, Bandera, Bexar, Comal, Frio, Gillespie, Gonzales, Guadalupe, Kendall, Kerr, Kinney, Maverick, Medina, Real, Uvalde, Wilson, and Zavala Counties.

**Seat 7** – Bastrop, Bell, Blanco, Brazos, Brown, Burleson, Burnet, Caldwell, Coryell, Falls, Fayette, Hays, Lampasas, Lee, Llano, McLennan, Milam, Mills, Robertson, San Saba, Travis, Washington, and Williamson Counties.

**Seat 8** – Brazoria, Chambers, Fort Bend, Galveston, Harris, Liberty, Montgomery, and Waller Counties.

**Seat 9** – Collin, Dallas, Denton, Ellis, Hunt, Kaufman, Rockwall, and Van Zandt Counties.

Each director shall be selected from those Professional members whose principal office address is in each named seat.

**Section 2. Qualifications for Office.** Any Professional member who is a resident of the state of Texas and in good standing shall be eligible for nomination and election to any Board of Director seat of the Association.

**Section 3. Term of Office and Manner of Election.**

- (a) Directors shall serve for a term of two (2) years or until their successors have been elected and installed, unless removed from office in accordance with Article VII, Section 7 of these bylaws.
- (b) No elected director, having served two (2) full terms, shall be eligible for re-election to the same office, until at least one (1) term shall have elapsed.
- (c) The Directors from odd-numbered seats shall be elected in odd-numbered years to serve a two-



year (2 year) term. The Directors from even-numbered seats shall be elected in even-numbered years to serve a two-year (2 year) term.

The term of each Director shall begin at the close of the Annual Business Meeting at which the Director was elected and shall terminate upon the installation of the successor Director or removal from office pursuant to Article VII, Section 7 of these bylaws.

**Section 4. Nominations.** The Nominating Committee acting in accordance with Article XII, Section 5, shall present all eligible nominees for each seat of the Board which is vacant, is about to expire, or which may be left vacant due to the nomination of a Director as an Officer of the Association. This section does not usurp the authority given to the Executive Committee or Board of Directors in Article VII, Section 7.

**Section 5. Vacancies.** Vacancies in and removal from any Director seat shall be subject to the same provisions as set forth in Article VII, Section 7 of these Bylaws.

- (a) A Director who fails to attend two (2) consecutive Board of Directors meetings or other TCRA functions, to include the Annual Business Meeting and Leadership Conference, shall be removed from said office by a two-thirds (2/3) vote of the Board of Directors. Each such absence by any Director shall be considered as a separate circumstance by the Board of Directors, and the Board may expressly waive such absence by a two-thirds (2/3) vote of its members.
- (b) Each Director of the Association shall be subject to removal from office by a two-thirds (2/3) vote of the Board of Directors if such Director is found to be in violation of any article of these Bylaws by said Board of Directors. Sufficient cause for such removal from office shall include (but is not limited to) violation of these Bylaws, conviction of or final adjudication of liability for any violation of antitrust laws, or any unethical conduct prejudicial to the Association.
- (c) A Director may resign upon presenting a written resignation to the President, and the resignation shall become effective upon notification to the Board of Directors.

## **ARTICLE X – DUTIES OF BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall:

- (a) It shall have the power to appropriate for necessary purposes the unappropriated funds of the Association, and to transfer to other accounts unexpended balances of appropriations made by the Association as the needs of the Association shall require.
- (b) It shall determine the form and manner in which the accounts and records of the Association shall be kept, and may at any time require the Vice President of Finance or any committee, Officer, or member having funds of the Association in charge, to render an account of same, and shall have full power and authority to take all necessary and proper measures for the protection and care of the funds and property of the Association.
- (c) It may appoint committees composed of one or more of its own members, and if necessary may appoint or employ such agents or assistants as may be required.
- (d) It shall keep a record of all its official acts and shall annually through its Executive Director submit to the Association a report of its activities and such report shall be published.
- (e) It shall hold a regular meeting preceding the opening of the Annual Business Meeting of the Association at a time fixed by the President. The President or a majority of the Board of Directors shall have the power to call a special meeting of said Board of Directors whenever the business of the Association shall render it advisable.
- (f) Each Director shall attend every Board of Directors meeting, the Annual Business Meeting and the Annual Leadership Conference.
- (g) Any Board member may, upon written request to and approval of the President, attend meetings by remote electronic communications system.
- (h) It shall be the final authority on the interpretation of the Bylaws; and nothing in any Article of the Bylaws, or in any provision enacted by said Board, shall be construed to require or permit the Association or any of its divisions, committees, or task forces to participate or advise in any way,

formally or informally, in the setting of rates or charges, except for rates established by statute or by rule or by order of the Court.

- (i) Each Director shall be appointed by the President to serve on at least one Committee.

**Section 2. Quorum of the Board.** At any meeting of the Board, no less than nine (9) members of the Board shall constitute a quorum for transaction of the business of the Association.

**Section 3. Meetings of the Board.** A regular meeting of the Board of Directors shall be held no less than two (2) times during each administrative year at such time and at such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the board, including remote electronic communications system, may be called by the President or at the request of any three (3) Directors, by notice transmitted to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

**Section 4. Voting.** Voting rights of a Director shall not be delegated to another nor exercised by proxy.

**Section 5. Compensation.** Officers and Directors of the Association shall not receive any compensation for their service.

Reimbursement for expenses may be allowed as set forth below:

- (a) The President, upon request, may be reimbursed for actual expenses incurred provided an itemized statement is submitted.
- (b) The Officers, Directors, and certain individuals may be reimbursed for expenses when on official business for the Association. Terms and conditions of such reimbursements are to be specified by the Board of Directors.

## **ARTICLE XI – EXECUTIVE COMMITTEE**

**Section 1. Authority and Responsibility.** The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters except those specifically reserved to the Board by these Bylaws, pursuant to delegation of authority to such committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board as soon as practicable.

**Section 2. Composition.** The Executive Committee shall consist of the Officers, including the President, President-Elect, Vice-President of Finance, Vice-President of Public Relations, Immediate Past President, and Executive Director, ex officio.

**Section 3. Meetings.** A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the President on request of two (2) members of the Executive Committee.

## **ARTICLE XII – STANDING COMMITTEES**

**Section 1. Ethics Advisory Committee.** The President shall annually appoint a committee of three (3) or more Professional members to be known as the Ethics Advisory Committee.

The purpose of this Committee is to consider and evaluate any complaints issued against Association Members, or made by Association Members, alleging professional misconduct or unethical conduct as set forth in the rules and statutes governing certified shorthand reporters, violations of these Bylaws, a conviction of or final adjudication of liability for any violation of antitrust laws or any unethical conduct prejudicial to the Association. All findings shall be made to the President and Board of Directors of the Association and all parties concerned. Also, Advisory Opinions on court reporting practices and procedures will be offered by the

Committee or as requested by Association Members. In the event it is necessary for the Ethics Advisory Committee to seek information from legal counsel, the Committee will approach the Board of Directors for permission to seek such counsel.

Specific guidelines for Committee procedures in handling complaints are outlined in the Procedures Manual. If the complaint is sustained by the Committee and no appeal is taken within the time allowed, the Executive Director shall announce the Committee's findings by written notice to the Membership following the Annual Business Meeting.

The date of the postmark or post office receipt shall be taken as the basis of computation if time becomes an element in the case.

**Section 2. Legislative Committee.** The President shall annually appoint the Chair of the Legislative Committee. The members of the Executive Committee shall constitute the Legislative Committee.

The duty of the Legislative Committee shall be to promote laws for the betterment of the profession of shorthand reporters, and to this end it is empowered to use the name of the Association in presenting its views to committees, legislative bodies, or others. The Legislative Committee, in conjunction with the Association's legislative counsel, shall monitor legislative activity affecting court reporting.

**Section 3. Membership Committee.** The President shall annually appoint a committee of three (3) or more Professional members to be known as the Membership Committee. Said Committee shall actively solicit the shorthand reporters residing in Texas to become affiliated with the Association. Such members shall represent the Association and shall endeavor in every way to promote increased membership and give regular progress reports to the Board.

**Section 4. Bylaws Committee.** The President shall annually appoint a committee of three (3) or more Professional members to be known as the Bylaws Committee. The duties of such committee shall be to propose such amendments as it deems necessary to coordinate and simplify the Bylaws and to eliminate conflicting and impracticable provisions. Any proposed amendments to the Bylaws shall be referred to this Committee before publication, as provided in Article XVII. After careful scrutiny the Committee shall submit to the Board of Directors any proposed amendments and shall report as to whether such amendments, if adopted, would be in consonance with the Bylaws.

**Section 5. Nominating Committee.** The Area Directors shall annually elect a committee of five (5) or more Professional members to be known as the Nominating Committee. The Nominating Committee shall consist of at least one past president, one freelancer, and one official. No member shall be eligible to serve on the Nominating Committee for two consecutive years. The Immediate Past President shall chair the Committee. With the exception of the Immediate Past President, no current Officer or Area Director shall serve on the Nominating Committee. After notice to the Board of Directors, the slate of nominees shall be submitted to the Executive Director for publication ninety (90) days prior to the Annual Business Meeting.

**Section 6. Convention Committee.** The President shall annually appoint a committee of three (3) or more Professional members to be known as the Convention Committee. The Committee shall assist the Executive Director in the planning of the Annual Conventions.

**Section 7. Budget Committee.** The President shall annually appoint a committee of three (3) or more Professional members to be known as the Budget Committee. The Committee shall counsel with the President on the annual budget of the Association and prepare recommendations for the Board of Directors. The Committee may perform such other duties in connection with the finances of the Association as the Board may determine from time to time.

**Section 8. Commemorative Committee.** This Committee shall be appointed annually by the President. This Committee shall ascertain the names of and shall prepare for report at the Annual Business Meeting, along with a brief memorial, of Texas CSRs who have passed away since the last convention.

### **ARTICLE XIII – SPECIAL COMMITTEES**

The President, with the approval of the Board of Directors, shall appoint such other committees, subcommittees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment and will cease to exist upon submission of a final report or upon the expiry of the Board that appointed it.

### **ARTICLE XIV – COMMITTEE REPORTS**

**Section 1.** The chair of each standing committee shall prepare a report to be presented at the Annual Business Meeting regarding the Committee's performance and, as outlined in the Policy and Procedures Manuals, for Board of Directors' meetings.

### **ARTICLE XV – FINANCE**

**Section 1. Fiscal Period.** The fiscal period of the Association shall be prescribed by the Budget Committee with the approval of the Board of Directors.

**Section 2. Bonding.** Trust or surety bonds shall be furnished by the Executive Director for the President, Vice-President of Finance, Executive Director, and such other Officers of the Association as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board of Directors, and the cost paid by the Association.

**Section 3.** With recommendations of the Budget Committee, the Board of Directors shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the Association. The Vice-President of Finance shall furnish the membership a financial report for the annual fiscal period at the Annual Business Meeting.

### **ARTICLE XVI – DISSOLUTION**

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

### **ARTICLE XVII – AMENDMENTS**

These Bylaws may be amended, altered or repealed by a two-thirds (2/3) vote of Professional members voting at the Annual Business Meeting, provided notice of such amendment, alteration or repeal, with the text thereof, has been filed with the Executive Director and the Bylaws Committee not less than ninety (90) days prior to the date of the Annual Business Meeting at which the proposed amendment, alteration or repeal is to be considered.

Written notice of any proposed amendment, alteration or repeal shall be given to all members by written notice as the Board of Directors may provide, not less than thirty (30) days preceding the Annual Business Meeting. The amendment, alteration or repeal shall take effect immediately, upon adoption by a two-thirds (2/3) vote of Professional members voting thereon at the Annual Business Meeting.