

**CONSTITUTION AND BYLAWS
OF THE
OHIO COURT REPORTERS ASSOCIATION, INC.**

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ARTICLE I – NAME

The name of this organization shall be the Ohio Court Reporters Association, Inc.

ARTICLE II - STATEMENT OF PURPOSE

The purpose of this Association shall be to advance the interests and general welfare of court reporting, captioning, and other stenographic-related skill applications by, including, but not limited to:

- A. Identifying, promoting, and disseminating professional education;
- B. Providing information and assistance to the public;
- C. Becoming the leader in developing and maintaining ethical standards;
- D. Advocating on behalf of the membership.

ARTICLE III – DEFINITION

Section 1 – Member in Good Standing

- A. Any member whose dues are paid within 60 days of their due date. The membership of those not in good standing shall be terminated.
- B. Any member who is found to not adhere to the NCRA Code of Professional Ethics, with sanctions publicly issued by the NCRA Committee on Professional Ethics, may have their membership revoked by majority vote of Board of Directors (hereinafter referred to as “Board”).

ARTICLE IV - MEMBERSHIP

Section 1 - Definition

Membership in the Association shall be open to individuals who subscribe to and support the purposes of the Association and who meet the requirements for one of the classes of membership, as hereinafter provided.

Section 2 - Class of Members

The Membership shall consist of five classes:

- a) Professional Members
- b) Student Members
- c) Honorary Members
- d) Associate Members
- e) Retired Members

Section 3 – Professional Members

- A. Any person who is skilled and primarily engaged in the verbatim stenographic reporting of proceedings by the use of symbols, manually or by stenographic machine, as an official court or legislative reporter, freelance reporter, and/or captioner shall be eligible to become a Professional Member.

Section 4 - Student Members

- A. Any student of verbatim stenographic reporting who is verified by a verbatim stenographic reporter training program instructor or director as having enrolled in a verbatim stenographic reporting school shall be eligible to become a Student Member.

Section 5 - Honorary Member

- A. Anyone who has been recognized for significant professional contributions and has retired from the practice of the profession. Nominations for Honorary Membership shall be made by the Awards Committee and confirmed by two-thirds vote of the Board of Directors.
- B. All Honorary Members shall be exempt from the payment of dues.

Section 6 - Associate Members

Applicants for membership who do not qualify for Professional, Student, Retired, or Honorary membership status may qualify as an Associate Member if they meet one of the following criteria:

- A. Any person who is not actively engaged in the practice of court reporting (either full or part time) and is a teacher of verbatim stenographic reporting, or anyone connected in an official capacity with a school or college conducting a verbatim stenographic reporting course, shall be eligible to become an Associate Member. Such persons need not meet the requirements for skill in the area of reporting proceedings.
- B. Any person who has been certified by the National Court Reporters Association (NCRA) as a Certified Legal Video Specialist (CLVS) shall be eligible to become an Associate Member.
- C. Any person interested in the preservation, support, and advancement of the field of verbatim stenographic reporting, but not in any way actively engaged in the verbatim stenographic reporting of proceedings, who is not otherwise eligible for membership, shall be eligible to become an Associate Member.

Section 7 - Retired Members

- A. Any member in good standing who has paid dues for a period of 20 years and is no longer engaged in verbatim stenographic reporting shall be eligible to become a Retired Member.

Section 8 - Dues

- A. The annual dues for Professional Membership in the Association will not exceed \$200; Associate Member dues not to exceed \$100; Student Member and Retired Member dues not to exceed \$50. Upon majority vote of the Board of Directors, a special dues assessment may be levied. Said assessment may not exceed \$100 per year.
- B. Annual dues shall be due and payable in full on either January 1 or on July 1. Student Member dues shall be due and payable by September 1 of each year and shall be valid through August 31 of the following year.
- C. A member whose annual dues have not been submitted within 60 days of due date shall have membership privileges terminated and shall not be considered a member in good standing. To reinstate lapsed membership, said member must submit annual dues in full.

Section 9 - Privileges

- A. All classes of members shall enjoy the privileges of the Association except where certain privileges are specifically restricted to a specific class of member in these bylaws.
- B. All Professional, Honorary, Retired, and Associate Members shall be eligible to vote.
- C. All Members shall be eligible to chair and serve on committees.
- D. All Professional, Honorary, Retired, and Associate Members shall be eligible to serve as an Officer or Director of the Association.
- E. All Student Members may attend and participate in Association activities but have no voting rights and may not hold office.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Governing Body

The policy-making body of the Association shall be known as the Board of Directors, which shall manage and direct the affairs of the Association.

Section 2 - Composition and Eligibility

- A. The Board of Directors shall be composed of the President, President-Elect, Vice President, Secretary, Treasurer, the Immediate Past President, and four (4) State Directors. The Board of Directors may appoint ex-officio members to the Board, as needed. Ex-officio members of the Board shall not have voting rights.
- B. State Directors: The State Directors shall serve as liaison between all Association members and the Board of Directors.

Section 3 - Duration of Office

- A. The term of the four (4) members elected as State Directors shall begin at the close of the annual business meeting at which they were elected.
- B. A member of the Board of Directors may resign upon presenting a written resignation to the President, and the resignation shall become effective upon acceptance by the Board of Directors.

Section 4 - Meetings

The Board of Directors shall hold at least four (4) meetings annually. Additional meetings of the Board of Directors may be called by the President or by the written request of a majority of the members of the Board of Directors. At the discretion of the President, a Board of Directors meeting may be conducted by telephone or videoconference, if necessary.

Section 5 - Quorum and Voting

- A. A quorum shall consist of a majority of the full-voting members of the Board of Directors.
- B. Unless otherwise specifically provided by this Constitution and Bylaws, a majority vote at a meeting at which a quorum is present shall govern. No member shall vote by proxy.
- C. Between meetings of the Board, the President may request action by the Board via unanimous written consent. Unanimous written consent by all voting members of the Board of Directors shall constitute a valid action and shall be reported at the next meeting of the Board.

Section 6 - Vacancies

Vacancies on the Board of Directors among the four (4) State Directors that occur between annual business meetings shall be filled by appointment by the Board of Directors. Such appointment shall be effective only until the next annual business meeting, at which meeting the vacancy shall be filled by election by the voting members.

ARTICLE VI - OFFICERS AND DUTIES

Section 1 - Officers

The officers of this Association shall consist of the President, President-Elect Vice-President, Secretary, Treasurer, and Immediate Past President.

Section 2 - Elections, Qualifications, and Term of Office

- A. The officers (except the Immediate Past President and the President) shall be elected each year by the voting members at the annual business meeting.

- B. The term of each elected officer shall begin at the close of the annual business meeting at which the officer was elected, and the officer shall serve until the officer's successor is elected. No elected officer shall serve for more than one full term in the same office except the Secretary and/or Treasurer who may serve for no more than three (3) consecutive terms in succession.
- C. The President-Elect shall automatically succeed to the office of President at the completion of the President's term of office.

Section 3 - Removal

Any officer of the Association may be removed by a three-fourths vote of the Board of Directors at a meeting at which a quorum is present whenever in its judgment the best interests of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4 - Vacancies

- A. If there is a vacancy for any reason in the office of the President, the President-Elect shall succeed to the office immediately and shall have all the powers and perform all the duties of the office. If the President-Elect serves as President for less than a full term, such person shall have the opportunity to serve a full term as President.
- B. If there is a vacancy for any reason in the office of the President-Elect, the Vice President shall succeed to the office immediately and shall have all the powers and perform all the duties of the office. At the completion of the term of office of the Vice President as President-Elect, the offices of President, President-Elect, and Vice President shall be filled by the voting members at the annual business meeting.
- C. If there is a vacancy for any reason in any office that cannot be filled by these provisions for succession to office, the Board of Directors shall appoint from its own membership an officer pro tempore to perform the duties of the vacated office until the office is filled by the voting members at the annual business meeting.
- D. If the Immediate Past President is deceased or physically incapacitated or unwilling to serve in that capacity, then the most recent available Past President of the Association shall serve in the position of Immediate Past President.

Section 5 - President

It shall be the duty of the President to preside at all meetings of the Board of Directors and meetings of voting members of the Association and to perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 6 - President-Elect and Vice President

It shall be the duty of the President-Elect and Vice President, in the order designated, to perform the duties of the President in the President's absence or in the event of the President's inability or unwillingness to act. The President-Elect or Vice President when thus acting shall have the powers of and be subject to all restrictions placed upon the President. Any President-Elect or Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 7 - Secretary

The Secretary shall oversee and be responsible for the safekeeping and management of minutes of meetings of the Association and of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of this Constitution and Bylaws or as required by the law; shall keep or cause to be kept the corporate records and the seal of the Association; and, in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 8 – Treasurer

The Treasurer shall oversee and be responsible for the safekeeping and management of all funds, securities, and financial records of the Association and of the Board of Directors, and, in general, shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1 - General

The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President. The Executive Committee shall have and may exercise all the authority and powers of the Board of Directors during the interim periods between meetings of the Board of Directors. The Executive Committee shall inform the Board of Directors of any actions taken by the Executive Committee during such interim periods. In no event shall the Executive Committee have the authority to modify or rescind any action taken by the Board of Directors.

Section 2 - Quorum and Voting

A majority of the members of the Executive Committee shall constitute a quorum. Any action taken by the Executive Committee at a meeting at which a quorum is present shall require the approval of at least four (4) members of the Executive Committee.

ARTICLE VIII - MEETINGS AND VOTING

Section 1 - Annual Business Meeting

The annual business meeting of the Association shall be held at the time and place decided upon by the Board of Directors.

Section 2 - Special Meetings

Special meetings may be called at any time by the Board of Directors on its own motion, or the Secretary shall call a special meeting upon a petition signed by twenty (20) Association members specifying the purpose of such meeting. At such special meetings no business shall be transacted except that specified in the notice to members.

Section 3 – Notice

Notice of any meeting shall be given to the membership in writing not less than thirty (30) days prior thereto setting forth the date, time, place, and agenda of such meeting.

Section 4 - Quorum

Upon convening of any annual business meeting or special meeting of Association members, a quorum shall consist of ten (10) percent of the voting membership. The action of a majority of the voting members at a meeting at which a quorum is present shall constitute the action of the voting members.

Section 5 - Voting

At any meeting of the Association, only voting members shall have the right to vote, which vote shall be cast by the member only. Voting by proxy shall not be permitted.

ARTICLE IX - COMMITTEES

Section 1 - Standing Committees

- A. Standing committees of the Association shall be appointed annually by the incoming President with the consent of the Board of Directors. The responsibilities and duties of each committee are more fully set out in the Policies and Procedures Manual. The standing committees of the Association are as follows:

- Policies & Procedures Committee
- Awards Committee
- Membership Committee
- Nominating Committee

B. The President shall be an ex officio member of all committees except the Nominating and Awards Committees.

Section 2 - Nominating Committee

- A. The Nominating Committee shall consist of the Immediate Past President as Chair and four (4) Association members. A quorum shall consist of three (3) members of the Committee.
- B. With the exception of the Immediate Past President, no officer or member of the Board of Directors shall serve on the Nominating Committee. No member of the Nominating Committee may be nominated for any office while serving on the Nominating Committee.
- C. The Nominating Committee shall be responsible for nominating one candidate for each office, as well as four (4) State Directors.
- D. The report of the Nominating Committee shall be distributed to the membership at least thirty (30) days prior to the annual business meeting. The Chair shall also call for nominations from the floor prior to the election of the Board of Directors.

Section 3 - Special Committees

- A. Committees may be appointed by the President as the Board of Directors deems necessary to carry on the work of the Association.

ARTICLE X - FISCAL PROCEDURES

Section 1 - Funds and Securities

The Treasurer shall invest and manage the funds and securities of the Association in accordance with the policies established by the Board of Directors.

Section 2 - Bonding

The Treasurer and any other person entrusted with the handling of funds and property of the Association may furnish, at the expense of the Association, a fidelity bond approved by the Board of Directors in such sum as the Board of Directors shall prescribe.

Section 3 - Contracts

- A. Except as otherwise provided in this Constitution and Bylaws, the Board of Directors may authorize any officer(s) or agent(s) to enter into contracts or draw any instrument on behalf of the Association.
- B. No contract shall be made which will bind the Association for amounts in excess of those provided in the current budget for that purpose, unless approved by the Board of Directors.

Section 4 - Incurring Indebtedness

No member, committee, council, or task force member, officer, director, employee, or agent of the Association shall incur any indebtedness in the name of the Association or make any commitment involving the Association unless authorized to do so by the Board of Directors.

Section 5 - Distribution of Assets

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

Section 6 - Annual Budget

The Board of Directors shall adopt a budget for each fiscal year.

Section 7 - Audit and Accountants

The Board of Directors shall appoint an Audit Committee to audit the financial records of the Association on a biennial basis. The Audit Committee may contract with an independent certified public accountant to assist in the submission of their biennial report.

ARTICLE XI - INDEMNIFICATION AND INSURANCE

Section 1 - Indemnification

The Association shall indemnify and hold harmless, to the maximum extent permitted by law, each director, officer, and employee (whether salaried or not) while acting within the scope of their official duties, as well as any volunteer while acting at the direction of a director, officer, or a professional and/or managerial staff person of the Association, from and against any claims, liabilities, settlements, costs, or expenses arising out of any action taken or omitted by such person on behalf of the Association; provided, however, that such person must have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association; and with respect to any criminal action or proceeding, such person must have had reasonable cause to believe the conduct in question was lawful.

Section 2 - Insurance and Funding

The Board of Directors may authorize the purchase of insurance on the behalf of any of its directors, officers, employees, and volunteers against any liability asserted against or incurred by any such person which arises out of such person's status as a director, officer, employee, or volunteer or out of acts taken in such capacity, whether or not the Association would have the power to indemnify and hold harmless such director, officer, employee, or volunteer against the liability under law. Such indemnification shall be limited to the proceeds of any such insurance policy that may be purchased and any additional Association funds that may be available for such purposes.

ARTICLE XII - EXECUTIVE DIRECTOR

The Board of Directors may retain an Executive Director. The Executive Director shall manage, supervise, and direct the operations of the Association within the authority delegated to him/her by the Board of Directors. He/she shall be an ex-officio member of the Board of Directors without voting rights.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rules of Order Newly Revised" shall govern meetings of this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XIV - INTERPRETATION OF CONSTITUTION AND BYLAWS

The Board of Directors shall be the final authority on the interpretation of the Constitution and Bylaws.

ARTICLE XV - AMENDMENT OF BYLAWS

These Bylaws may be amended at any annual business meeting or special meeting of the Association by a two-thirds vote of the members present and voting unless otherwise required by law. All proposed amendments shall be submitted to the Secretary not less than sixty (60) days prior to the meeting at which the said amendments are to be acted upon, and notice of such proposed amendments shall be given to the membership in writing not less than thirty (30) days prior to the meeting the amendments are to be acted upon.