

BYLAWS

KENTUCKY COURT REPORTERS ASSOCIATION, INC.

Revised and Adopted

ARTICLE I. Name

- A. Name.** The name of this organization shall be Kentucky Court Reporters Association, Inc., hereinafter referred to in these bylaws as "the Association."

ARTICLE II. Meetings

- A. Meetings.** The annual business meeting of the Association shall be held yearly at the annual convention of the Association. This meeting shall be for the purposes of electing officers, receiving reports of officers and committees, and any other business that may arise.
- B. Special Meetings.** Special meetings may be called at any time by the President or by the Executive Board on receipt of written request of one-third (1/3) of the voting members of the Association giving the reasons therefore, and the business to be transacted at the special meeting. At such special meeting, no business shall be transacted except as specified in a notice to the members.
- C. Annual Convention and Seminars.** Yearly, the Association shall have an annual convention where the active members of the Association may obtain continuing education credits. The convention shall be held at a time and place designated by the Executive Board; however, such location may be rotated throughout the four regions of the state (Western Kentucky, Eastern Kentucky, Northern Kentucky and Central Kentucky).
- D. Voting.** At any meeting of the Association, only active and retired members shall have the right to vote, which vote shall be cast in person only. Voting by proxy shall not be allowed. A majority of votes cast shall be sufficient to carry any resolution that is proposed for voting.

E. Quorum. At any annual or special meeting of the Association, if twenty-five (25) percent of the total active membership is present and responding to roll call at the business meeting, that shall constitute a quorum for the transaction of business of the Association.

F. Parliamentary Authority. Roberts Rules of Order Revised shall be the parliamentary authority where applicable and where there is no conflict between said rules and the bylaws of the Association. In the event of such a conflict, the bylaws of the Association shall govern.

G. Order of Business. Unless otherwise ordered by a majority vote of the members present, the order of all business at all regular and special meetings of the Association shall be as follows:

1. Reading of minutes.
2. Reports and statements of officers and committees.
3. Unfinished business.
4. Election of Executive Board (when scheduled).
5. New or miscellaneous business.

ARTICLE III. Executive Board

A. The Executive Board shall be the governing board of the Association and shall establish policies and procedures and administer all affairs and activities of the Association. The Executive Board shall consist of the President, Vice-President, Treasurer, Secretary, Immediate Past President, and four (4) directors. If necessary, Secretary and Treasurer may be held by one active or retired member and the duties combined. In that instance, there shall only be three (3) directors on the Executive Board. The chairman of each standing committee will serve in an advisory capacity to the Executive Board, but will have no vote in matters before the Executive Board.

B. Election and Term of Office. Elected officers of the Executive Board shall be elected by the membership at the annual meeting of the Association for a term of one (1) year, not exceeding two (2) consecutive years. The term of each officer shall begin at the close of the annual meeting at which the officer is elected. The officer shall serve until the election of a successor or until such

time as a vacancy shall occur in accordance with these bylaws. No elected officer shall serve for more than two (2) consecutive terms in the same office.

C. Executive Board Meetings. The Executive Board shall hold meetings at least quarterly. Each quarterly meeting may be held in one region of the state, Eastern Kentucky, Western Kentucky, Northern Kentucky and Central Kentucky. Such meetings shall be scheduled by the President. All *active* members of the Association shall be notified of the time and location thirty (30) days prior to the meeting.

Any member of the Association shall be allowed to place items on the agenda for the board to consider. Any member requesting to make a presentation to the Executive Board must provide in writing to the Secretary or President or Administrative Director, if appropriate, a request to be placed on the agenda, a summary of the presentation to be made to the Board, and a list of those members wishing to speak on the presentation. This information must be supplied at least fifteen (15) days prior to the meeting. An agenda of such meetings shall be circulated to all members of the Association at least seven (7) days prior to the meeting.

The President may, at his/her discretion, schedule at least one monthly telephone conference meeting for board members only. This meeting is for planning purposes and any other necessary functions.

Five (5) members of the Executive Board shall constitute a quorum at the monthly or quarterly meeting, and the President shall act as chairman of the Executive Board. Any member of the Executive Board may attend a Board meeting by speakerphone and be allowed to comment on issues during discussion. Any member who wishes to attend by speakerphone shall notify the President at least seven (7) days in advance of the Board meeting so that arrangements can be made for the speakerphone. The member who attends by speakerphone shall be counted as present and part of the quorum and may vote on issues. In the event of unresolved technical difficulties on the part of said speakerphone attendee, the Board may continue the meeting in the absence of said attendee.

D. Eligibility. No person shall be eligible to hold office in the Association who is not an active or retired member at the time of election or appointment.

E. Vacancies. The Executive Board shall have the power to declare a vacancy in any office or chairmanship in the event of:

1. The inability of that officer or chairman to actively perform the duties and functions of that office; or
2. Absence from three (3) consecutive meetings of the Executive Board.

With the exception of the office of President, any vacancy on the Executive Board shall be filled as follows: The Nominating Committee shall select a member to fill the vacancy of any elective office for the unexpired term of that officer and submit that name to the Executive Board for approval.

F. Nominations. Nominations for all officers shall be made at the annual meeting of the Association at which elections are held. As outlined in Article IV below, the Immediate Past President shall be chairman of the nominating committee.

ARTICLE IV. Duties of Executive Board

A. President. The President shall preside at all meetings of members and the Executive Board, and perform generally all duties usually incident to such office, and such other and further duties as may be from time to time required by the Members or Executive Board.

The President shall be the representative of the Association to the Annual Convention of the National Court Reporters Association and shall make a full report of the convention proceedings at the next regular meeting of the Association. The Executive Board and the President shall designate one (1) other Board member to attend the convention with the President. The expenses of the President and the designee, or any portion thereof in attending such convention, shall be reimbursed upon approval by the Executive Board in a reasonable amount, taking into consideration the necessary expenses incurred and the financial status of the Association. However, the total amount of reimbursement for two Board members to

attend the NCRA Convention shall not exceed \$3,000.00. In the event the President is unable to attend the National Convention, the Executive Board and the President shall designate a representative to so attend and such representative shall have the same duties and be entitled to the same reimbursement as provided in this section.

- B. Vice-President. The Vice-President shall perform all the duties of the President in case of the latter's absence or disability and shall perform such other duties as assigned by the President. In case both the President and Vice-President are absent or unable to perform their duties, the members or Executive Board, as the case may be, may appoint a President Pro Tem.

The Vice-President, along with the President, shall appoint such committees as may be necessary to conduct the business of the Association, each committee to consist of not less than three (3) members, either active or retired member, with one member being named as chair. The Vice-President, along with the President, shall also appoint one member of the Executive Board to serve on one or more committees in an advisory role only.

- C. Secretary. The Secretary shall keep an accurate record of all transactions of the members and Executive Board; shall give all notices required by law and all notices provided by the bylaws of the Association; shall keep a proper Secretary's book; and shall properly record therein all minutes of Association and Executive Board meetings, and such other matters as shall be proper and necessary and generally perform such duties as may be required by the members or Executive Board.

The Secretary, along with the President, shall prepare the agenda of the quarterly meetings of the Executive Board, and the Secretary shall obtain all committee reports and prepare a package containing the agenda and reports and make the necessary arrangements for the same to be distributed to all members at least fifteen (15) days prior to the meeting. If necessary, the Secretary and Treasurer can be one member, either active or retired member, known as Secretary/Treasurer to perform the duties of both offices.

At the expiration of the term of office, the Secretary shall deliver all books, papers and property of the Association to the succeeding Secretary.

- D. Treasurer. The first duty of the Treasurer shall be to obtain a bond to insure the actions of the Treasurer while in office and while handling the accounts and funds of the Association. The Treasurer shall collect all dues and assessments of the Association and shall make disbursements, making a report to the membership at all meetings and an annual written report for the annual meeting. The Treasurer shall comply with all federal and state tax laws. The Treasurer shall sign all contracts which bind the Association financially, such as contracts at state parks or hotels where seminars or the annual convention are to be held.
- E. Directors. Each director shall have separate duties. One director shall be in charge of the annual convention and all activities necessary for same. One director shall be in charge of securing location of quarterly meetings of the Executive Board and all activities necessary for same. One director shall be in charge of any and all seminars the Association schedules throughout the year and all activities necessary for the same. If there is a fourth director, then his/her duties will be determined by the Executive Board. Directors shall have the discretion to delegate any duties they deem necessary in order to satisfactorily perform their function.
- F. Immediate Past President. The Immediate Past President shall serve on the Executive Board in an advisory role and perform any other necessary functions as agreed upon. The Immediate Past President shall also be chairman of the nominating committee. At the Annual Convention of the membership, this committee shall submit a list of members to serve as the Executive Board for the upcoming year for approval.

ARTICLE V. Administrative Director

- A. The Executive Board may hire, if it deems necessary and the funds are available, an Administrative Director who will serve at the discretion of the Executive Board. The Administrative Director will oversee the office of the Association and will perform those duties as outlined in the job description approved by the Executive Board.

ARTICLE VI. Committees

The Vice-President, along with the President, shall appoint those committees necessary as outlined in Article IV, Section B.

ARTICLE VII. Membership

A. Classes of Members. The membership shall consist of the following classes: active members, associate members, retired members, honorary members, student members, vendor members.

B. Active Members. The following classes of persons shall be eligible for active membership in the Association:

1. Any reputable and competent shorthand court reporter engaged in the profession of court reporting for a period of not less than one (1) year prior to making application for admission as a member; or
2. Any person who is the holder of a Certified Shorthand/Court Reporter Certificate issued pursuant to a certification or licensing act under federal or state law; or,
3. Any person who has attained the certification of Registered Professional Reporter, Registered Merit Reporter or Certified Realtime Reporter from the National Court Reporters Association; or
4. Any person who has graduated from an NCRA approved court reporting school.

C. Associate Members. The following classes of persons shall be eligible for associate membership in the Association:

1. A videographer who provides legal video services.
 2. Anyone professionally associated with or employed by a member of the Association whose application is endorsed by an active member in good standing.
 3. A teacher of steno court reporting or anyone connected in an official capacity with a school or college conducting a steno court reporting course may become an associate member.
- D. Retired Members.** Any member in good standing who has retired from the active practice of court reporting, whether by machine or pen, and who has paid association dues for a period of thirty (30) years may become, upon application to the Secretary sixty (60) days prior to retirement, a retired member of the Association. Once the application is approved by the Executive Board, the retired member shall pay one-half of the amount of yearly dues and will retain his/her CCR status, if applicable, but not be required to earn additional CEU's.
- E. Honorary Members.** The following persons shall be eligible for honorary membership in the Association:
1. Any person who has attained a high rank in the reporting profession as a practitioner of the art of court reporting or as a benefactor of the profession, but who is not in the active practice of court reporting, upon recommendation of the Executive Board, may be elected an honorary member provided two-thirds (2/3) of the members present and voting at an annual meeting confirm such recommendation.
- F. Student Members.** The following persons shall be eligible for student membership in the Association:

1. Any person who is currently enrolled in an approved court reporting educational program; or,
2. Any person who is currently serving an internship in court reporting; or,
3. Any person who has graduated from an NCRA approved court reporting school and has been engaged in the practice of court reporting for less than one (1) year.

G. **Vendor Members.** Any firm or corporation engaged in promoting products or services to Association members.

H. **Privileges.** 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.

I. **Voting Rights.** Only members shall be eligible to vote. Only members shall be eligible to hold an elective office.

J. **Membership Application Procedure.** Applications for membership shall be in writing, stating the name and residence of the applicant, shall be signed by the applicant, and shall comply with all requirements contained in the application. All applications for membership, with payment of one (1) year's dues for that current calendar year, shall be filed with the Secretary or President or Administrative Director, if applicable. The Secretary or President or Administrative Director, if applicable, shall make arrangements for the application for membership to be submitted to the membership committee for approval. Once the membership committee has approved the application, then the application is forwarded to the Executive Board for approval.

The Executive Board shall vote to approve all applications for membership; shall receive, consider and keep confidential all

communications in reference to such applications, and shall vote separately upon each name submitted. All proceedings of the Executive Board relative to applicants for membership shall be confidential, and the minutes of the meeting relating to membership shall be sealed and kept confidential. A person shall become a member of the Association only upon the favorable vote of two-thirds (2/3) or more of the Executive Board. The Executive Board may vote by email on an application, which vote will then be noted separately by the Secretary and included in the minutes for the next meeting of the Executive Board.

No person whose name has been proposed for membership and who has been rejected by the Executive Board shall be renominated within a period of twelve (12) months from the date of such rejection.

ARTICLE VIII. Dues

A. Annual Dues. Each active member of the Association shall pay annual dues of \$100.00 per year. The Executive Board shall determine and approve the amount of the annual dues for the Association and may increase or decrease such amounts as necessary. Such dues shall become due and payable to the Treasurer on January 1 of each year. A grace period to pay dues is allowed until January 15 of each year. However, if dues are not paid by January 15, then annual dues are subject to a \$25.00 late fee until March 1. If dues are not paid by March 1, then suspension of membership may occur as provided in Article IX.

Any active member may request the Executive Board to allow a payment plan not to exceed two (2) payments by March 1 for annual dues. This request must be made in writing and approved by the Executive Board.

Each associate member, student member and retired member shall pay annual dues in an amount not to exceed one-half (1/2) the annual dues of

an active member. Such dues shall become due and payable to the Treasurer on January 1 of each year.

Honorary members shall pay no dues.

Vendor members shall pay annual dues in the amount of \$500.00. Such dues shall become due and payable to the Treasurer on January 1 of each year.

- B. Other Charges. Assessments may be levied upon the members of the Association by a majority vote of the Executive Board.
- C. Delinquent Members. The names of all delinquent members failing to pay their dues by March 2nd of each year shall be reported to the Executive Board by the Treasurer as delinquent and subject to suspension. The Executive Board may, at any regular or special meeting or by email thereafter take such action as prescribed in Article IX relating to discipline, including suspension.
- D. Funds Collected. All funds collected by the Treasurer of the Association shall be deposited in a bank to be designated by the Treasurer to the credit of the Association. Payment of all bills shall be by check, to be signed by the Treasurer of the Association.

ARTICLE IX. Discipline

- A. Suspension and Expulsion. Suspension shall apply only to those members committing nonpayment of dues and their reinstatement shall be governed by the bylaws relating to nonpayment of dues. Expulsion shall apply to those whose membership is terminated for cause other than nonpayment of dues, and their reinstatement shall be governed only by the bylaws relating to reconsideration by the Executive Board or by reapplication for membership.

- B. **Termination for Nonpayment of Dues.** If any member shall be in default for the payment of dues or indebtedness to the Association as provided in Article VIII thereof after March 2nd of each year said member shall be suspended and all privileges of membership shall be terminated. Said members 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 plus the \$25.00 late fee. The membership of those members who are under suspension for nonpayment of dues at the close of a membership year shall be terminated and they shall be readmitted only by application for membership as provided for in the bylaws in relation to membership.
- C. **Termination for Cause.** If the conduct of any member shall appear to be in willful violation of the bylaws or other regulations of the Association, the Executive Board may, by the affirmative vote of two-thirds (2/3) of the entire board, suspend or expel such member.

Before taking such action, a written copy of the charges must be served upon the member by mailing by certified mail, return receipt requested, to the address listed on the membership list and an opportunity given to the member to be heard before the Executive Board in defense. All proceedings before the Executive Board relating to termination shall be private and confidential. A motion to reconsider the suspension or expulsion of a member may be made at the next regular meeting of the Executive Board, but not thereafter. Any member so expelled shall be refused admittance unless readmitted pursuant to the bylaws regarding admission of members.

ARTICLE X. Amendments

- A. Proposals. Amendments to the Bylaws shall be proposed in writing to the Executive Board by any member of the Executive Board, or by a request signed by five (5) or more voting members of the Association.
- B. The Executive Board shall authorize the Secretary to submit proposed amendments in writing to the entire membership at least two (2) weeks prior to a meeting; at which time, the amendments are to be voted upon.
- C. Voting. An affirmative vote of two-thirds (2/3) of the members voting shall be required for the adoption of an amendment to the bylaws.
- D. Adoption. After adoption by the members, the Secretary shall attach a certificate as to the date of adoption.

ARTICLE XI. Indemnification

The Corporation shall indemnify any current or former member of the Executive Board who necessarily incurs expenses in the defense of any proceedings to which he/she is made a party by reason of holding or having held a position on the Executive Board, unless in such proceeding he/she shall have been adjudged liable for negligence or misconduct in the performance of duty (KRS 273.170). Said indemnification shall extend also to former members of the Executive Board.

ARTICLE XII. Rules and Regulations

The Association and its active members shall adhere to the rules and regulations of the National Court Reporters Association unless such rules or regulations conflict with these bylaws. Further, the Association and its active members shall abide by all laws of the Commonwealth of Kentucky.

These bylaws are adopted this, the 14th day of September, 2014, and hereby repeal all other Constitutions and Bylaws which may have been adopted heretofore.

Darlene Gibson

Secretary, Kentucky Court
Reporters Association