

New York State COURT REPORTERS ASSOCIATION

BYLAWS

PO Box 460, Collingswood, NJ 08108
Phone: (856) 283-7816 • Fax (856) 210-1619
e-mail: nyscra@nyscra.org • www.nyscra.org
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BYLAWS

ARTICLE 1 - NAME

The name of the Association shall be the New York State Court Reporters Association, Inc.

ARTICLE II - OBJECTIVES

This Association is organized for the purpose of maintaining standards of excellence in court reporting, promoting the general welfare of court reporters, fostering high professional standards, and promoting a spirit of mutual assistance between the profession of court reporting, the courts, and members of the bar.

ARTICLE III - MEMBERSHIP

Section 1 - Types of Membership

The types of membership shall be:

- (a) Active
- (b) Honorary
- (c) Associate
- (d) Retired
- (e) Student
- (f) Corporate

Section 2 - Active Members

Any person shall be eligible for active membership who writes pen or machine shorthand and is a stenographic verbatim reporter, including CART and caption providers.

Section 3 - Honorary Members

In recognition of meritorious service to the Association, the Board of Directors may propose for honorary membership any member in good standing at the time of retirement from the active practice of court reporting. Election to honorary membership shall be by a two-thirds vote of those present and voting at any Board of Directors meeting, or by a two-thirds vote of the members present and voting at an annual meeting. Honorary members shall have all the privileges of membership including the right to vote or hold office from the time of election as an honorary member, and shall be exempt from the payment of dues. Honorary membership may also be conferred on such individuals who have not served as members of the Association but who have rendered service of a distinguished or meritorious nature to the Association.

Section 4 - Associate Members

The following shall be eligible for associate membership:

- (a) Any member in good standing who shall retire from the active practice of court reporting.
- (b) A teacher of court reporting or anyone connected in an official capacity with a school or college conducting a court reporting course who is not otherwise eligible for active membership. Such person need not meet the requirements for skill in the art of verbatim reporting of proceedings by the use of shorthand symbols.
- (c) Any individual whose work in the judgment of the Board of Directors is related to and would enhance the profession of court reporting.
- (d) Associate members shall enjoy all rights of active membership including the right to vote or hold office.

Section 5 - Retired Members

Any active or associate member who, after a period of twenty years of continuous membership, retires from the active practice of court reporting or affiliation with a school or college conducting a court reporting program may apply for retired membership. Election to retired membership shall be by a majority vote of those present and voting at any Board of Directors meeting, or by a majority vote of those present and voting at an annual meeting. Retired members shall have all the rights and privileges of active members including the right to vote or hold office, and shall be exempt from the payment of dues.

Section 6 - Student Members

Any person shall be eligible for student membership who writes pen or machine shorthand and is enrolled in a court reporting program. Student members shall have all the rights and privileges of active members, except the right to vote or hold office. Student membership shall not exceed three full years.

Section 7 - Corporate Members

Any individual or business entity that is determined by the New York State Court Reporters Association to be an individual or organization in good standing. An Organization that promotes or conducts any activities that are considered detrimental to the Court Reporting profession will not be considered an Organization in Good Standing. Eligibility will be reviewed at the time of application or renewal. Corporate members shall enjoy all the rights and privileges of active members, except the right to vote or hold office.

Section 8 - Membership Application Procedures

Any person desiring to become a member shall fill out and submit to Association headquarters the prescribed application form with the written endorsement thereon of one member in good standing of this Association. The Executive Director shall review all applications and upon approval of the Secretary-Treasurer admit those meeting all eligibility requirements. Any person whose application has been rejected by the Secretary-Treasurer may appeal in writing to the Chair of the Board of Directors, who shall place the matter on the agenda for the next meeting of the Board. The action of the Board of Directors shall be final.

ARTICLE IV - DUES

Section 1 - Annual Dues

The annual dues for one calendar year shall accompany all applications for membership and shall cover the dues of membership for the remainder of the calendar year in which paid. Dues accepted with an application for a first-time member after August 1 shall also be deemed as payment of dues for the balance of the current year and the succeeding year.

The annual dues for each type of membership shall be fixed by the Board of Directors. All dues shall be payable in full by January 1 of each year.

Any member of the Association on active duty within the United States Armed Forces shall not be required to pay annual dues during the term of such service, but shall retain all rights and privileges of membership.

Section 2 - Arrears

Any member whose dues are not paid by February 28 of each year shall be deemed in arrears. Any member in arrears for dues as of March 31 shall be suspended from the privileges of membership after previous due notice has been given by mail at the member's last known post office address that such action will be taken.

Section 3 - The Transcript

The annual dues of active members, student members, associate members and corporate members shall include, without additional charge, the individual subscription of the member to *The Transcript*, which is twelve dollars per year, such publication being the official publication of the Association, issued quarterly, for the purpose of furnishing to the members information concerning the activities of the Association.

Article V - OFFICERS

Section 1 - Titles

The Officers of the Association shall be a President, President-Elect, Vice President, Secretary-Treasurer, and Immediate Past President, subject to modification of Article VI – Duties of Officers, Section 2 - Vice President, it will be decided by the Executive Board who will temporarily fill the remainder of the President's term in case the President needs to step down.

Section 2 - Term of Office

The officers shall hold office for one year or until their successors are elected and installed. The same person may not serve as president for more than two consecutive terms.

Section 3 - Election

All officers, except the Immediate Past President, shall be elected by the membership at the annual meeting.

Section 4 - Vacancies

Should any office become vacant before the close of the term of office, it shall be filled by appointment of the Board of Directors until the next annual election, except that in the case of a vacancy in the office of President, the Vice President shall assume the duties of the President until the next annual election.

Section 5 - Executive Committee

The officers shall constitute the Executive Committee and are to implement policy set by the Board of Directors or by the membership at an annual or special meeting, and to act on matters within the guidelines established by the Board of Directors.

Section 6 - Telephone Conference Call Meetings

The Executive Committee may meet by telephone conference call, provided that (a) notice is mailed to the Executive Committee at least seven calendar days in advance of the telephone meeting and (b) at least a majority of the Executive Committee members participate in the telephone meeting.

ARTICLE VI - DUTIES OF OFFICERS

Section 1 - President

Except when necessarily absent, the President shall preside at the annual meeting of the Association, and at conventions, when held. The President shall appoint all committees, including their Chairs, and shall be an ex officio member of all appointed committees, excluding the Nominating and Election Committee; shall appoint the members of all committees, including Chairs; and shall also fill any vacancies occurring in any committee. The President may appoint ad hoc committees after consultation with the officers. At the annual meeting, the President shall submit a report of the Association's activities during the preceding year, including such

recommendations as the President deems appropriate. The President shall also perform such other duties as shall be required from time to time by the vote of the Association members or the Board of Directors.

Section 2 - Vice President

The Vice President shall assist the President in the performance of presidential duties. In case of death, resignation, or the inability of the President to act, the vice President shall have the powers and the duties of the President.

Section 3 - Chair of the Board of Directors

The Chair of the Board of Directors shall preside at all meetings of the Board; shall send notices of the meetings, including the agenda, after consultation with the President; and shall assist the President and the Vice President in the performance of their duties.

Section 4 - Secretary-Treasurer

The Secretary-Treasurer shall have charge of all correspondence not specifically charged to any other individual or committee; shall be responsible for taking the minutes of all Board meetings; shall be a signatory on the bank accounts of the Association; shall preserve all records for as long as required; and shall perform such other duties as may be prescribed by the Board of Directors.

The Secretary-Treasurer shall oversee the paying of funds authorized by the Board, or by the President in an amount not to exceed \$1000 unless approved by two other officers. The Secretary-Treasurer shall render a financial report at each annual and Board of Directors meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 - Composition

The Board of Directors shall consist of all officers and not fewer than six but no more than 15 other members. It shall be the governing body of the Association.

Section 2 - Election

The nonofficer members shall be elected by the membership at the annual meeting, as follows: not more than three from each Judicial Department and three at large.

Section 3 - Terms of Office

The nonofficer directors shall serve staggered terms of three years. The first 22 shall be elected at the first election following adoption of the pertinent amendments in the following manner: two from each Judicial Department for a term of two years; two from each Judicial Department for a term of three years; three directors at large for a term of two years; and three for a term of three years. Thereafter, all nonofficer directors shall be elected for a term of three years. Their term shall begin at the close of the annual meeting at which they are elected.

Section 4 - Resignation

A nonofficer Director elected in one Judicial Department who moves to another Judicial Department must resign, such resignation to be effective as of the date of such move.

Section 5 - Vacancies

Should any vacancy occur in nonofficer positions before the close of the term of office, such vacancy shall be filled by appointment of the Board of Directors for the duration of the unexpired term.

Section 6 - Absences

The failure of Board member to attend two consecutive Board meetings without emergency justification shall be considered as cause for removal by majority vote of the members of the Board in attendance at a Board meeting or by mail ballot.

Section 7 - Duties

It shall be the duty of the Board of Directors to formulate policy as directed by the membership, or in the absence of established policy, as it determines is in the best interest of the Association; to act upon all questions affecting the interest of the profession and the Association; and to levy assessments for defraying the necessary expenses of the Association.

Section 8 - Executive Director

The Board may engage an Executive Director who shall serve for the contracted period of time and who shall perform such duties as are set forth in a consulting agreement. The Executive Director shall serve ex officio on the Board with voice but no vote.

Section 9 - Meetings of the Board of Directors

The President or Chair of the Board of Directors may hold such meetings of the Board of Directors as they or a majority of the Board of Directors may deem proper. Directors may not vote by proxy. Nine members of the Board shall constitute a quorum.

Section 10 - Conducting Business by Mail

The Board may vote by mail when necessary. In order to be counted, votes must be received from at least a majority of the Board members within the time limitations specified in the announcement of the mail referendum. Action taken by mail shall be verified and made part of the minutes of the next session of the Board.

Section 11 - Telephone Conference Call

The Board may meet by telephone conference call provided that (a) notice is mailed at least seven calendar days in advance of the meeting and (b) at least nine members of the Board participate in the telephone conference call meeting.

ARTICLE VIII - PRESIDENT'S ADVISORY COUNCIL

The President's Advisory council shall consist of Past Presidents of the Association. Members of the President's Advisory council may attend all meetings of the Board of Directors to advise and make recommendations upon pending matters, but shall not have the right to vote. The Immediate Past President shall be Chair of the Council.

ARTICLE IX - MEETINGS

Section 1 - Annual Meetings

The annual meeting of the Association shall take place at such time and place as may be designated by the Board of Directors. The membership shall be notified of the annual meeting not less than sixty days prior to the date of the meeting. In order to participate as a voting member at an annual meeting, a member must have been in good standing for at least sixty days prior to the annual meeting.

Section 2 - Annual Conventions

Conventions shall be held at such time and place as may be designated by the Board of Directors.

Section 3 - Special Meetings

A special membership meeting shall be called by the Secretary-Treasurer when requested by the President or the Board of Directors or by twenty-five members in

writing specifying the purpose thereof. Upon receipt of such request, the membership shall be notified of the special meeting and the purpose or purposes thereof, not less than fifteen calendar days prior to the meeting. No business shall be transacted at such meeting except as shall be specified in the notice thereof.

Section 4 - Quorum

The quorum at membership meetings shall consist of 10 percent or 100 of the active members present in person or by proxy, whichever is the lesser number.

Section 5 - Dinner Meetings

The Board of Directors is empowered to call dinner meetings of the membership at such times and at such places as it deems appropriate. Such dinner meetings shall be for social and education purposes.

Section 6 - Presiding

At any meeting of the Association, if the President, Vice President, and Chair of the Board of Directors are absent, a president pro tem shall be chosen by the attending members.

Section 7 - Mail Referendum

The Board may submit proposals for consideration and approval to the membership in mail referendums. A majority vote of the members voting shall be necessary for approval of the proposals.

ARTICLE X - NOMINATIONS AND ELECTIONS

The Nominating committee shall consist of five members: two Past Presidents and three members at large. It shall solicit recommendations from the membership for the offices to be filled by inserting public notices or articles in the Association's publications or by direct mail. Nominees shall be active members and have expressed a willingness to serve if elected. Members entitled to vote may make other nominations of active members from the floor at the annual meeting. The slate of the Nominating Committee shall be given to the membership 30 days prior to the Annual Meeting. In the event there are two or more candidates for a position, election shall be by ballot. In the event there are three or more candidates and no nominee receives a majority vote, election shall be by plurality vote.

ARTICLE XI - COMMITTEES

Section 1 - Standing Committees

The following shall be standing committees of the Association: Awards, Bylaws, Legislative, Membership, Audio-Recording, Videotape, and Nominating and Elections.

Section 2 - Ad Hoc Committees

The President may appoint other committees to accomplish specific purposes, following consultation with the officers.

Section 3 - Reports

At each annual meeting, each committee shall present a summary of its activities during the previous year, together with any suggestions it deems appropriate for the future conduct of its activities.

ARTICLE XII - FINANCIAL

Section 1 - Fiscal Year

The fiscal year shall be consistent with the calendar year.

Section 2 Annual Audit

The financial records of the Association shall be audited annually by a Certified Public Accountant or Public Accountant and at such other times as may be requested by the Board. All audit reports shall be approved by the Board and a summary thereof shall be published in *The Transcript*.

Section 3 - Bonding

Officers and agents of the Board who are responsible for the receipt, custody, and disbursement of funds at the discretion of the Board shall furnish fidelity bonds for the faithful performance of their duties in the sums to be fixed by the Board, the cost of said bonds to be paid by the Association.

ARTICLE XIII - INDEMNIFICATION

Officers, directors, employees, and agents of the Association shall be indemnified for any costs, expenses, or liabilities necessarily incurred in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of being or having been a member serving in an elective or an appointed capacity. No member or employee shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duty.

ARTICLE XIV - DISSOLUTION

The assets of this Association are permanently dedicated to its exempt purposes and, in the event of the dissolution or liquidation of this Association, all of its assets and property remaining after payment of its debts, obligations, and expenses of such dissolution and liquidation shall be distributed only to such organization(s) as shall qualify under Section 501(c)(6) of the United States Internal Revenue Code of 1954 as amended, as shall be determined by the Association's final Board of Directors.

ARTICLE XV - LOUIS GOLDSTEIN MEMORIAL AWARD

Section 1 Purpose

The Louis Goldstein Memorial Award is established to honor distinguished members of the profession.

Section 2 - Trustees

The President shall appoint three members of the Association as trustees whose appointments shall be for a period of five years. The trustees shall select a recipient for the Louis Goldstein Memorial Award. The award shall be presented in such years as a recipient is chosen.

Section 3 - The Fund

There is established a Louis Goldstein Memorial Fund to be earmarked as such and shall not be deemed part of the operational funds of the Association. The Fund is to be maintained by voluntary contributions. The Fund shall be used for such occasions as the trustees may deem proper for the presentation of the award, or for such expenditures as may be deemed proper to carry out the purposes of this Article. The trustees shall authorize the Secretary-Treasurer to issue checks, as required.

Section 4 - The Association

After the recipient has been selected, the trustees shall notify the Board of Directors of their choice, and the trustees, together with the Board of Directors, shall decide upon the manner in which the presentation is to be made. The Louis Goldstein Memorial Fund and the funds of the Association shall be used for this purpose.

Section 5 - Vacancy

Should any trustee be unable to complete the term of office, the President shall appoint a successor-trustee for the unexpired portion of the term.

Section 6 - The Library

There is established a Louis Goldstein Memorial Library to be administered by a Librarian appointed by the trustees. The Librarian may be a trustee or a nontrustee. The Librarian shall make a report at each annual meeting of the Association on the activities of the library, including financial matters.

ARTICLE XVI - HALL OF FAME AWARD

Section 1 - Purpose

The Hall of Fame Award is established to honor (1) reporters who have made significant contributions to the court reporting profession; (2) teachers and educators who have been outstanding in the training, encouragement, and support of court reporters and the profession; and (3) members of the bar and bench who have demonstrated their interest in the maintenance of the court reporting profession.

Section 2 - Composition of the Awards Committee

The committee shall consist of five members: one Past President, one member of the Board of Directors, and three members at large selected on a geographical basis.

Section 3 - Selection of Recipients

The committee shall recommend nominees for the award based on its own decisions as well as from recommendations received from members, together with the reasons for the nominations. Reporter nominees shall have been members of the Association for at least five years prior to their consideration by the committee. The names of those recommended for the award shall be forwarded to the Board of Directors for its consideration and decision.

Section 4 - Presentation

The awards shall be presented at such times, places, and occasions as the Board may decide are appropriate.

ARTICLE XVII - PARLIAMENTARY AUTHORITY

Except as otherwise provided in the Bylaws or by applicable law, all meetings of members and the Board of Directors shall be conducted in conformity with the latest edition of ROBERT RULES OF ORDER NEWLY REVISED or such other rules as the Board and the membership may adopt.

ARTICLE XVIII - AMENDMENTS

Section 1 - Notice

These Bylaws may be amended by a two-thirds vote of the members present and voting at any annual meeting, provided notice of such amendment with the text thereof has been filed with the Secretary-Treasurer not less than sixty days before the date of the meeting at which said proposed amendment is to be considered. Not less than thirty days preceding the date of such meeting, the Secretary-Treasurer shall give notice to all members of the pendency of such proposed amendment, together with the text thereof.

Section 2 - No Notice

Any amendment for which notice has not been duly given to the members as specified in Section 1 may be submitted at the annual meeting and shall become effective upon receiving a unanimous vote of all those present and voting at that annual meeting.

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