



Constitution & Bylaws Revised August 2020

Constitution & Bylaws: Article I – Name

The name of this organization shall be the Idaho Court Reporters Association (the “Association”).

Constitution & Bylaws: Article II – Purpose

The purposes of this Association shall be:

1. To assume responsibility for leadership and enlightenment of verbatim stenographic reporters and of the public in the state of Idaho regarding the special competency, importance, and value of verbatim stenographic reporters and to promote verbatim stenographic reporting technologies over alternative reporting methods.
2. To promote a broader understanding and acceptance of the verbatim stenographic reporter as an integral part of the judicial process.
3. To apply the knowledge and experience of verbatim stenographic reporters working in cooperation with the bench and bar toward the upgrading and improvement of the criminal and civil justice system in order that the public good may best be served and to promote a broader understanding within the profession of the responsibility of a verbatim stenographic reporter to participate actively in the achievement of this objective.
4. To encourage, establish, and maintain high standards of professional education, competence, and performance of verbatim stenographic reporters.
5. To conduct and promote lawful and proper technical and business research to enhance the services of verbatim stenographic reporters.
6. To promote lawful and proper professional ethics as well as compliance with all applicable laws, including antitrust laws, for verbatim stenographic reporters.
7. To stimulate and encourage the establishment and maintenance of appropriate training and education facilities and programs for persons interested in the profession of verbatim stenographic reporting and to promote verbatim stenographic reporting as a successful career.
8. To cooperate with federal, state, and local governments, their agencies, and other organized groups for the benefit of the public and the verbatim stenographic reporting profession.

9. To conduct educational seminars and conferences relating to verbatim stenographic reporting.
10. To further the exchange of professional knowledge and to disseminate, by all appropriate means to the extent permitted by law, accurate knowledge and information with respect to the verbatim stenographic reporting profession.
11. To advance the interests and general welfare of the verbatim stenographic reporting profession.
12. To promote and encourage development of realtime reporting skills and ethics to provide communication access pursuant to the Americans with Disabilities Act.
13. To do any and all things that are lawful and appropriate in the furtherance of these purposes.

Constitution & Bylaws: Article III – Membership

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 herein provided.

Classes of Members

The members shall consist of four classes:

1. Active members
2. Student members
3. Associate members
4. Retired members

1. Active Members

- a) Any person in the state of Idaho who is skilled and primarily engaged in the verbatim stenographic reporting of proceedings as an official or legislative reporter, freelance reporter, CART captioner, or broadcast captioner shall be eligible to become an active member of this Association.
- b) Active members shall vote.

2. Student Members

- a) Any student confirmed to be enrolled in a verbatim stenographic reporting program or scoping program shall be eligible to become a student member.
- b) Student members shall not vote.

3. Associate Member

- a) Any person who is engaged as a verbatim stenographic reporter in another state shall be eligible to become an associate member.
- b) 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.

c) Any person seeking to become or who has been certified as a Certified Legal Video Specialist (CLVS) through NCRA shall be eligible to become an associate member.

d) Any person engaged in proofreading or scoping activities for verbatim stenographic reporters shall be eligible to become an associate member.

e) Any person employed by or associated with a marketer of stenographic reporting equipment or sales shall be eligible to become an associate member.

e) Any person interested in the preservation, support, and advancement of the field of verbatim stenographic reporting and CART captioning but not in any way actively engaged in verbatim stenographic reporting or CART captioning who is not otherwise eligible for membership shall be eligible to become an associate member.

d) Associate members shall not vote.

4. Retired Members

a) Any member in good standing who is no longer engaged in the active practice of verbatim stenographic reporting or CART captioning shall be eligible to become a retired member.

b) Retired members shall not pay annual dues.

c) Retired members shall not vote.

Privileges

a) Each class of membership shall be a privilege which may be granted or withheld at the discretion of the Board of Directors.

b) 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 the Constitution and Bylaws.

c) All members may attend meetings of the members and participate in any debates at such meetings. Only active members shall be eligible to vote as specifically authorized under Article IX – Meeting and Voting.

d) Only active members who are verbatim stenographic reporters, CART captioners, or broadcast captioners shall be eligible to hold an elected office of the Association.

Membership Application Procedures

a) The class of membership to which an individual is entitled shall be determined by the Board of Directors consistent with this Constitution and Bylaws.

b) Each application for membership must be accompanied by the appropriate dues for such class of members as set forth herein as well as appropriate supporting documentation; i.e., proof of enrollment in school, etc.

c) Unless expressly noted otherwise herein, all applications for membership shall be made to the Association and are subject to review by the Board of Directors.

Suspension for Non-payment of Dues and Charges

The membership of any person whose dues are ninety (90) days past due shall be suspended, and

all privileges of membership shall be terminated. Any member suspended for non-payment of dues or charges may be reinstated at any time prior to the close of that membership year upon payment of the full current year's dues.

Termination or Suspension of Membership

- a) Membership may be terminated or suspended for cause upon a two-thirds (2/3) vote of the Board of Directors at a meeting in which a quorum is present. Sufficient cause for such termination or suspension of membership shall include, but is not limited to, violation of this Constitution and Bylaws, the Code of Professional Ethics of the National Court Reporters Association, or any lawful agreement, rule, policy, or practice properly adopted by the Association. No membership shall be terminated or suspended for cause without the member having first received notice of such charges and having an opportunity to answer such charges as provided in the procedures adopted by the Executive Committee.
- b) The membership of those members who are under suspension for non-payment of dues or other Association charges for programs, services, or materials at the close of a membership year shall be terminated automatically.

Constitution & Bylaws: Article IV – Dues

Annual dues are set as follows:

1. Active member: \$75.00
2. Student member: \$35.00
3. Associate member: \$50.00
4. Retired members: No annual dues

- a) Any change 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. Notice of such recommendation shall be given in writing to all members not less than thirty (30) days preceding the date of the Association's annual business meeting.
- b) Annual dues for all membership classes are due and payable May 1 of each year.

Proration of Dues

- a) When an application for active membership has been approved, such membership shall become effective upon payment of the following:
 - i) Applications approved between May 1 and July 31 shall require payment of a full year's dues.
 - ii) Applications approved between August 1 and April 30 shall require payment of such prorated portion of dues, if any, as determined by the Board of Directors.
- b) Members being reinstated shall pay the full current year's dues.
- c) All other classes of membership shall pay the full current year's dues, as applicable.

Constitution & Bylaws: Article V – Board of Directors

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.

Composition and Eligibility

The Board of Directors shall be composed of the President, Vice President, Secretary-Treasurer, and four (4) Area Representatives, and the Immediate Past President. The Immediate Past President shall serve as a non-voting ex-officio member. Only active members who are verbatim stenographic reporters, CART captioners, or broadcast captioners shall be eligible to hold an elected office of the Association.

Meetings

The Board of Directors shall hold at least two (2) 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 provided that written notice is sent to each member of the Board of Directors at least ten (10) days prior to the meeting. Notice for conference call meetings shall be sent at least three (3) days prior to the conference call.

Quorum and Voting

- a) A quorum shall consist of two-thirds (2/3) 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 of the Board of Directors is present shall govern.
- c) The members of the Board of Directors may participate in any meeting by conference call or by other electronic communications, and such participation shall constitute presence in person at such meeting.
- d) 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.

Constitution & Bylaws: Article VI – Officers and Area Representatives

Titles

The Officers of the Association shall be a President, a Vice President, a Secretary-Treasurer, and the Immediate Past President.

Election and Term of Office

The Officers and Area Representatives shall be elected each year by the voting members. The term of each elected Officer/Area Representative shall begin after the close of the annual

business meeting after all votes have been counted. Each Officer/Area Representative shall serve until their successor is elected.

Removal

Any officer or area representative of the Association may be removed by a three-fourths (3/4) 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.

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. The president is authorized to appoint committees as necessary. Committee members shall serve for a term of one (1) year unless otherwise specified. The committees shall be authorized to meet by teleconference or through other electronic communications.

Vice President

It shall be the duty of the Vice President 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 Vice President, when thus acting, shall have the powers of and be subject to all restrictions placed upon the President. The Vice President shall perform such other duties from time to time as may be assigned by the President or the Board of Directors.

Secretary-Treasurer

The Secretary-Treasurer shall oversee and be responsible for the safekeeping and management of all funds, financial records, and minutes of meetings of the Association and of the Board of Directors and shall perform all duties incident to the office of Secretary-Treasurer and such other duties as may be assigned by the President or the Board of Directors. Accurate financial records will be maintained by the Secretary-Treasurer and will be open for inspection by any member of this Association.

Immediate Past President

It shall be the duty of the Immediate Past President to serve in an advisory capacity to the Board of Directors to ensure continuity during the transition to a new incoming board. The Immediate Past President shall be a non-voting ex-officio member of the Board of Directors. The Immediate Past President shall perform such other duties from time to time as may be assigned by the President or the Board of Directors.

Area Representatives

It shall be the duty of the Area Representatives to coordinate community outreach in their designated area to educate the public about the court reporting profession; i.e., career fairs, presentations to high school and college students, presentations and demonstrations to local attorneys and judges. Area Representatives shall coordinate quarterly social functions among the court reporters, CART captioners, and broadcast captioners in their designated area to promote

comradery among reporters and also get feedback from those reporters about any concerns they may wish to bring to the Board of Directors' attention. It shall also be the duty of Area Representatives to keep reporters in their area apprised of the goals, actions, and activities of the Association on an ongoing basis.

Constitution & Bylaws: Article VII – Executive Committee

General

The Executive Committee shall consist of the President, Vice President, Secretary-Treasurer, and the Immediate Past President. The Immediate Past President shall serve as a non-voting ex-officio member. The Executive Committee shall have and may exercise all the authority and power 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.

Quorum and Voting

A majority of the voting 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 two (2) members of the Executive Committee. Members of the Executive Committee may participate in any meeting by conference call or other electronic communication media and such participation shall constitute presence in person at such meeting.

Constitution & Bylaws: Article VIII – Election of Officers and Area Representatives

Election Procedure

- a) The voting members shall elect the officers and area representatives.
- b) If there shall be two (2) or more candidates for office, the person receiving the majority of votes cast shall be elected for such office.
- c) Candidates shall be announced two (2) weeks before the annual meeting allowing time for each candidate to introduce themselves to the membership and express why they wish to serve on the Association Board of Directors.

Constitution & Bylaws: Article IX – Meetings and Voting

Annual Business Meeting

The annual business meeting of the members of the Association shall be held at such time and

place as the Board of Directors shall determine. There may be a midyear meeting at such time and place determined by the Board of Directors. Notice of said meetings shall be given to all members not less than thirty (30) days prior to the date thereof.

Special Meetings

Special meetings of the Association may be called by the Board of Directors at any time or shall be called by the President upon receipt of a written request by one-third (1/3) of the voting membership specifying the purpose of such meeting. At such special meeting, no business shall be transacted except as specified in a notice to voting members. Written notice of such special meeting shall be given to all voting members not less than thirty (30) days prior to the date thereof.

Voting

- a) Only those voting members as defined in Article III whose dues are current fifteen (15) days prior to any meeting at which voting is required shall have the right to vote.
- b) Voting by proxy shall not be permitted.
- c) All voting shall be conducted by electronic or online transmission as authorized by the Board of Directors except voting on revisions to proposed amendments to the Constitution and Bylaws as provided in Article XI – Amendments.
- d) Members will have 24 hours to vote via electronic or online transmission once the online voting period begins.

Quorum

A quorum for any meeting of the voting members for which notice has been duly given shall consist of those voting members present at said meeting provided that no fewer than ten percent (10%) of the voting members are present. 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.

Constitution & Bylaws: Article X – Fiscal and Legal Procedures

Fiscal Year

The fiscal year of the Association shall be fixed by the Board of Directors.

Fiscal Authority

The Board of Directors shall have the power to allocate funds for carrying out the purposes of the Association.

Annual Budget

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

Non-compensation

No member of the Board of Directors acting in the capacity of an officer shall receive

compensation for services rendered in such capacity to the Association. Reasonable and necessary expenses personally incurred by the Board members while attending to the business of the Association shall be paid by the Association in accordance with rules and procedures adopted by the Board of Directors. Upon dissolution of the Association, any funds remaining shall be distributed to one or more recognized charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Contracts

Except as otherwise provided in this Constitution and Bylaws, the Board of Directors may authorize any Officer or Officers to enter into contracts or draw any instrument on behalf of the Association. 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.

Deposits

All funds of the Association shall be deposited to the credit of the Association in such depositories as the Board of Directors selects or designates, provided such depositories are covered by federal deposit insurance.

Checks, Drafts, Etc.

Any expenditure by the Association must first be approved by two members of the Executive Committee. Written approval of such expenditure must be maintained along with a copy of the receipt of such transaction in the Association's records.

Surplus Funds

Any surplus funds in excess of normal operating requirements and in excess of a reasonable reserve, as determined by the Board of Directors, shall be used to further the purpose of the Association.

Annual Financial Report

The Secretary-Treasurer shall provide to the Board of Directors an annual report of all receipts and disbursements of the Association. The annual financial report shall then be published by the Board of Directors.

Audit and Accountants

The Board of Directors shall appoint an independent certified public accountant to audit the financial records of the Association, furnish reports, and file appropriate tax returns each year on behalf of the Association.

Constitution & Bylaws: Article XI – Amendments

Proposing an Amendment

The Board of Directors or any three (3) voting members may propose an amendment to this Constitution and Bylaws.

Procedure and action on Proposed Amendments

This Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the voting members by electronic or online transmission. Notice of such amendment with the text thereof must be filed with the Board of Directors not less than thirty (30) days before the date of the meeting at which the said proposed amendment is to be considered. The Board of Directors shall give notice of such proposed amendments to all members not less than thirty (30) days prior to the date of the meeting.

Revisions of Proposed Amendments

Such revision as shall not destroy the tenor of the proposed amendment may be made by those voting members who are present at the meeting at which said proposed amendment is to be considered. The final proposed amendment shall then be voted on by the voting members by electronic or online transmission.

Alternative Amendment Procedure

Any proposed amendment which has not been filed with the Board of Directors and of which written notice has not been given may be submitted and shall be adopted upon receiving a unanimous vote by all those voting members who are present at the meeting at which said proposed amendment is to be considered and at which a quorum is present. Should such proposed amendment be adopted unanimously, it shall then be voted on by the voting members by electronic or online transmission.

Constitution & Bylaws: Article XII -- Miscellaneous

Interpretation of Constitution and Bylaws

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

Rates and Charges

Nothing in any article in the Constitution and Bylaws or any other provision in the Association's procedures or practices shall be construed to require or permit the Association or any of its boards or committees to participate or advise in any way, formal or informal, in the setting of rates or charges except for rates established by statute or by rule or by order of the court.

Distribution of Assets

The Association shall use its funds only to accomplish the purposes specified in the Constitution and Bylaws, and no part of such funds shall be distributed to the members of the Association other than as approved by the Board of Directors. Upon dissolution of the Association, the funds

remaining shall be distributed to one or more organized or qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Executive Committee.

Constitution & Bylaws: Article XIII – Adoption

All provisions of the previous Constitution and Bylaws of the Association are hereby replaced by the provisions hereof.