

WASHINGTON COURT REPORTERS ASSOCIATION BYLAWS

ARTICLE I

Membership

1.1 Members. The following classes of persons, whose dues have been paid in full for the current year, shall constitute the Membership of this Association:

(a) Active Members. Any reputable and competent official court reporter and/or any reputable and competent court reporter who shall be actively engaged in the profession of general court reporting, including captioning and/or computer-assisted realtime translation (CART), and to any individual holding certification from the National Court Reporting Association including the Certified Legal Video Specialist certification and other certifications which may from time to time be adopted. Such Member shall enjoy all the privileges of Membership.

(b) Associate Members. Any person interested in the preservation, support, and advancement of the field of court reporting and who subscribes to and supports the purposes of the Association and the profession but is not in any way actively engaged in court reporting, captioning or CART, who is not otherwise eligible for Membership, and desires to become a member of this Association. Such Member shall be accorded all the privileges of Membership, except they shall not be eligible to hold office or vote.

(c) Student Members. Any student of court reporting. Such Member shall be accorded all the privileges of Membership, except they shall not be eligible to hold office or vote.

(d) Honorary Members. Upon the recommendation of the Board of Directors (hereinafter "Board"), an Active Member retiring from the reporting profession may be declared an Honorary Member at the next annual meeting following retirement. Such Member shall be entitled to all the privileges of Membership, except voting, and shall be exempt from payment of dues for the duration of their retirement.

1.2 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. All Members may attend meetings of the Members and participate in any debates at such meetings. Only Active Members shall be eligible to vote and/or make or second motions at such meetings. Only Active Members shall be eligible to hold an elective office of the Association. The dues for members shall include a subscription to the official publication of the Association.

1.3 Applications. Any person desiring to become a Member of this Association shall make written application upon such form as the Board may prescribe, accompanied by the dues of the current year, such application to state his qualifications. The final right to reject or accept any application for Membership shall rest with the Board, except that appeal from any decision of the Board may be made to the Membership at the next annual meeting. The application shall be accepted upon receiving a vote of 75% of all those present and eligible to vote at the

annual meeting.

1.4 Annual Dues. The annual dues for each class of Membership shall be payable on July 1 of each year. Any increase in the annual dues for any class of Membership from that of the previous year shall be recommended by the Board and shall be approved by the voting Members at the annual business meeting. The Board shall give notice of such recommendation to all Members in the official publication or by written notice not less than ten (10) days preceding the date of such annual business meeting. The Board may also request contributions from the Members as particular needs arise.

## ARTICLE II

### Meetings of Members

2.1 Meeting Place. All meetings of the Association shall be held at such place as shall be determined by the Board, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

2.2 Annual Meeting Time. The annual meeting of the Members for the election of officers and for the transaction of such other business as may properly come before the meeting shall be held each year in September or October, with the specific date, time, and place to be determined by the Board.

2.3 Special Meetings. Special meetings of the Members may be called by the Board, the President, or upon the written request of fifteen (15) Members of the Association to the Secretary. Such call shall be in writing and shall state the purpose(s) of the proposed meeting. The Secretary shall give notice to the Members of such meeting in accordance with such call. No business shall be transacted at the special meeting except as shall have been specified in the notice.

2.4 Notice. Except as otherwise provided by statute, notice of the time and place of the annual meeting of Members, or of a special meeting of the Members, shall be given by delivering personally or by mailing a written notice of the same, no less than ten (10) days prior to the meeting, to each Member, or such notice may be contained in a magazine published by the Association.

2.5 Quorum. The Active Members present at each meeting for the transaction of business shall constitute a quorum.

2.6 Voting. The vote of a majority of the Active Members present at the meeting shall decide any question brought before such meeting. All questions regarding the qualification of voters shall be decided by the presiding officer of the meeting. No member shall vote by proxy.

2.7 Action Without Meeting. Whenever the vote of the Members at a meeting is required or permitted to be taken in connection with any Association action, the meeting may be dispensed with if notice of the proposed action is given to all members. Such action may be taken by mail ballot. A majority of votes cast from among the ballots received shall constitute the action of the Association.

2.8 Conduct of Meetings. The President, and in his/her

absence, the President-Elect or other officer, and in his/her absence, any person chosen by the Members present, shall call all meetings of the members to order and shall act as chairperson of the meeting, and the Secretary, and in his/her absence, any person designated by the presiding officer, shall act as Secretary of the meeting.

### ARTICLE III

#### Board of Directors

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

3.2 Composition. The Board shall be composed of the Executive Committee (as designated in Article IV) and the Area Directors. The Area Directors will be appointed by the Executive Committee.

3.3 Removal. At a meeting of the Members called expressly for that purpose, the entire Board or any member may be removed, with or without cause, by a vote of a majority of Members.

3.4 Term of Office. The term of office for the Board shall be one year.

3.5 Meetings. The Board shall hold at least two (2) meetings annually. Additional meetings may be called by the President or by the written request of a majority of the members of the Board, provided that written notice is sent to each member of the Board 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. The time and place of all meetings shall be approved by the Board.

3.6 Quorum and Voting. A quorum shall consist of the Board members who are present at a duly-noticed meeting. The members of the Board may participate in any meeting by conference call, and such participation shall constitute presence in person at such meeting. A majority vote shall govern. No member shall vote by proxy.

3.7 Action Without a Meeting. The President may request action by the Board, which shall be reported at the next meeting of the Board.

3.8 Remuneration. Each Board member shall be allowed traveling expenses as set by the Board. to attend meetings of the Association held in communities other than their place of business.

### ARTICLE IV

#### Executive Committee

4.1 Composition. The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President.

4.2 Vacancies. Vacancies in the Executive Committee may be filled by majority vote of the Board, such person to serve until

the next annual meeting of the Members or until his/her successor is qualified.

#### ARTICLE V

##### Officers

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

5.2 President. The President shall preside at all meetings of the Association and of the Board, and shall have general supervision over the affairs of the Association, subject to the approval of the Board.

5.3 President-Elect. In case of the death, resignation, or inability, of the President to act, the President-Elect shall have the powers and duties of the President.

5.4 Vice President. In case of the death, resignation, or inability of the President-Elect to act, the Vice President shall have the powers and perform all duties of the President-Elect until the next annual meeting when an election for President-Elect shall be held.

5.5 Secretary. The Secretary shall keep a record of the meetings of the Association and Board. He/she shall conduct such correspondence of the Association as may be necessary, and perform such other duties relating to the Association as may be fixed by the Board.

5.6 Treasurer. The Treasurer shall collect and distribute the funds of the Association, as directed by the Board, and shall at all times keep an account in books belonging to the Association, which shall at all times be open to the inspection of the Board or any Member. At the annual meeting and all meetings of the Board, he/she shall present a complete report in detail showing the financial condition of the Association. ~~\_\_\_\_\_~~ The Officers shall be elected by the Membership for a term of one year or until their successors are qualified.

#### ARTICLE VI

##### Lobbying

6.1 General. The Association may lobby and make political contributions for the furtherance of the interests of the court reporting profession. The Association may survey its members to obtain information on reporter productivity and cost to assist in lobbying, but shall maintain confidentiality of such information and not permit its general distribution among the Association's members.

#### ARTICLE VII

##### Indemnification

7.1 General. The Association may indemnify Officers of the

Association and members of the Board for attorney's fees, expenses, and any other liabilities incurred by an Officer or Executive Committee member in their official capacities to the extent permitted by law.

ARTICLE VIII

Depositories

8.1 General. The monies of the Association shall be deposited in the name of the Association in such financial institution(s) as the Board shall designate and shall be drawn out only by check. The signature cards for all accounts shall contain the signatures of the Treasurer and at least one other Officer.

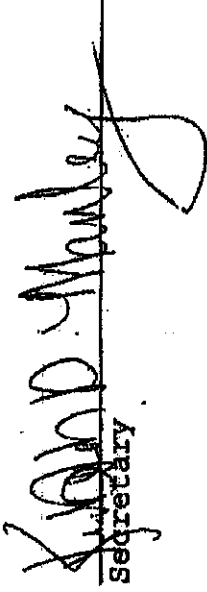
ARTICLE IX

Amendments

9.1 General. These Bylaws or the Articles of Incorporation may be amended by a majority vote of Members at any annual meeting or special meeting of the Members.

CERTIFICATE OF ADOPTION

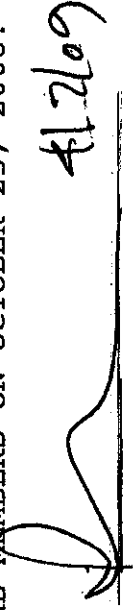
The foregoing were adopted as the Bylaws of the Association by majority vote of the Members on the \_\_\_ day of October, 1999.

  
Secretary

CERTIFICATE OF ADOPTION OF AMENDMENT OF PARAGRAPH 1.1(a), ADDING:

"And to any individual holding certification from the National Court Reporting Association including the Certified Legal-Video Specialist certification and other certifications which may from time to time be adopted."

AS VOTED BY MAJORITY OF THE MEMBERS ON OCTOBER 25, 2008.

  
11/2/09

Phyllis Craver Lykken, President