

BYLAWS OF OREGON COURT REPORTERS ASSOCIATION

MISSION STATEMENT

The purpose of the Oregon Court Reporters Association is to develop leadership and direction for the court reporting profession in the state of Oregon; to advocate ethical standards, quality service, educational opportunities and technological advancements for its members; to promote the services of our profession to the client base; to act as liaison between the profession and the local, state, and national client groups; and, to enhance understanding and good will among the members and the public.

ARTICLE I OFFICES

The principal office of the Association shall be at the office of the Secretary of the Association. The Association shall have and continuously maintain in the state of Oregon a registered office, and a registered agent whose office is identical with such registered office, as required by the Oregon Non-Profit Corporation Law. The registered office may be, but need not be, identical with the principal office in the state of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II MEMBERSHIP

Section 1. Definition. Membership in the Association shall be open to individuals who are skilled in the art of stenographic reporting of proceedings by the use of shorthand symbols and/or who subscribe to and support the purposes of the Association hereinafter provided.

Section 2. Classes of Members. The Association shall have four classes of members. The designation and the qualifications of said classes shall be as follows:

Class A - Professional. Any person as defined in Section 1 who performs work as a verbatim reporter, broadcast captioner or Communication Access Realtime Translation (CART) provider in the state of Oregon shall be eligible to become a Professional member.

Class B – Transitioning Professional. Any student who has graduated within their membership year.

Class C - Associate. Any person who meets one or more of the following requirements shall be eligible to become an Associate Member:

(a) A teacher of shorthand or shorthand reporting or anyone connected in an official capacity with a school or college conducting a shorthand reporting course.

(b) Any person interested in the preservation, support and advancement of shorthand reporting, but not in any way actively engaged in the stenographic reporting of proceedings, who is not otherwise eligible for membership.

(c) Any person qualifying as a Professional Member but is not engaged in active practice in the state of Oregon.

Class D - Student. Any person who is a student, duly enrolled in a shorthand reporting course.

Class E - Honorary.

- (a) Any person who is not in the active practice of shorthand reporting but is a paid member of OCRA, upon recommendation of the Board of Directors, may be elected as an honorary member, provided two-thirds of the members present and voting at an annual business meeting shall vote to confirm such recommendation. Honorary Members shall be exempt from dues.

Section 3. Membership. Any individual meeting the requirements of the membership classifications listed in Section 2 and complying with the other requirements provided by these bylaws shall be eligible for membership in the Association.

Section 4. Voting and Policy Rights. Only Class A Professional Members, Class B Transitioning Professional Members, and Class D Honorary Members who have been shorthand reporters will be allowed to vote. Each voting member is entitled to one vote on each matter submitted to membership vote.

Section 5. Suspension or Termination of Membership. Members are subject to suspension or termination of their membership as provided in this section. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of a member. Any member may resign by filing a written resignation with the president or the board. The resignation, however, does not relieve the member of the obligation to pay any dues or other charges theretofore accrued and unpaid.
- (b) Expiration of the period of membership.
- (c) Failure of a member to pay dues, fees or assessments, as set by the board of directors within 90 days after they become due and payable.
- (d) Occurrence of any event that undermines the goals of OCRA or fails in a material and serious degree to observe the OCRA Code of Professional Ethics or has engaged in conduct prejudicial to the purposes and interests of OCRA.

Expulsion of the member under subsection (d) will be based on the good faith determination by the board that the member has failed in a material and serious degree to observe the OCRA Code of Professional Ethics or has engaged in conduct materially and seriously prejudicial to its purposes and interests.

The member shall be given 15 days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice.

The member will be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed expulsion. The board will vote on whether the member will be expelled, suspended, or sanctioned.

The member may appeal the decision at the annual meeting of OCRA, provided that notice of the intent to appeal is provided to the president at least 10 days prior to the annual meeting. If a quorum exists at the annual meeting, a 2/3 vote of the members present is required to overturn the expulsion or suspension of a member.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting for the members shall be held September, October, or November for the purpose of transacting such business as may come before the meeting. If the Board of Directors, for cause, shall determine that the annual meeting cannot be held on the date specified herein, it shall set a date on which such meeting is to be held and notify the membership as provided in these bylaws. If the day fixed for the annual meeting shall be a legal holiday in the state where the meeting shall be held, such meeting shall be held on the next succeeding Saturday.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-third of the members having the voting rights. At such special meeting no business shall be transacted except as specified in notice to members. Written notice of such meeting shall be given to all members not less than 30 days prior to the date thereof.

Section 3. Place of Meeting. The site of all annual meetings shall be designated by the Board of Directors, and notice shall be given to all members in the manner provided in these bylaws.

Section 4. Quorum. Upon the convening of any annual convention or special meeting of members a quorum shall consist of 25% of those voting members registered for said meeting, provided no less than 25 voting members are present.

Section 5. Order of Business.

1. Roll call of members.
2. Review and approval of minutes of previous meeting.
3. Remarks by the President.
4. Reports of treasurer and committees.
5. Unfinished business.
6. New business.
7. Nomination and election of officers.
8. Election of Nominating, Bylaws and Audit Committee members.
9. Adjournment.

Section 6. Conduct of Business. All business conducted shall be in conformity with the provisions of the bylaws and, as nearly as possible, in conformity with the provisions of Roberts Rules of Order Newly Revised in relation thereto.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The property, affairs, activities and concerns of the corporation shall be vested in a Board of Directors chosen from among its members.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall be composed of ten (10) individuals. The Association's immediate Past President, as well as its current President and President-Elect shall automatically qualify and serve as Directors, and each shall serve for a term of one (1) year. The Vice President, Secretary and Treasurer shall automatically qualify and serve as Directors, and each shall serve for a term of two (2) years. The remaining four (4) Directors shall each serve for a term of two (2) years, two (2) such Directors being elected annually for a term of two (2) years; provided, that in the first year of election to terms of two (2) years, two (2) Directors shall be elected to a term of one (1) year, and two (2) Directors shall be elected to a term of two (2) years. Thereafter each Director shall be elected to a term of two (2) years, and shall continue serving until a successor shall have been duly elected and qualified. The President shall also serve as Chairman of the Board at all meetings of Directors.

Section 3. Regular Meetings. The Board of Directors shall hold meetings at such time and place as determined by the President. Minutes of all Board of Directors meetings shall be reported and official minutes be distributed to the Board and members of the Association meeting after approval of such minutes.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by written request of a majority of the members of the Board of Directors provided that a written notice is sent to each member of the Board of Directors ten (10) days prior to the meeting. Such meetings may be conducted by conference telephone call.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without notice.

Section 6. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors shall be filled without undue delay by a majority vote of the remaining Directors at its regular meeting or at a special meeting which shall be called for that purpose. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 8. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 9. Adoption of Budget. The Board of Directors shall adopt a budget each fiscal year and as necessary or as directed by the membership.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Association shall be a President, President-Elect, Vice President, Secretary and Treasurer.

Section 2. Election and Term of Office. The President and President-Elect of the Association shall be elected annually to a term of one (1) year, by the members at a regular annual meeting of the Association membership. The Vice President, Secretary and Treasurer of the Association shall be elected biennially to a term of two (2) years, by the members at a regular annual meeting of the Association membership. The President shall automatically accede to the office of Immediate Past President, and the President-Elect shall automatically accede to the office of the President.

Section 3. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay **by a majority vote of the remaining Directors** at its regular meeting or at a special meeting called for that purpose. **An Officer elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.**

Section 4. President. It shall be the duty of the President to preside at all meetings 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 5. President-Elect. The President-Elect shall become informed of all the duties incident to the office of President and shall perform those duties which the Board of Directors may determine from time to time. In the absence of the President, or in the event of his inability or refusal to act, the Board of Directors shall designate the President-Elect to perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 6. Vice President. In the absence of the President and the President-Elect, the Board of Directors shall designate the Vice President to perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Vice President shall perform those duties which the Board of Directors may determine from time to time.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose and provide the members with a copy; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the Association records; and in general 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 by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities and financial records of the Association; receive and give receipts for moneys due and payable to the Association

from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall provide an annual financial report to the members.

Section 9. Additional Duties. All officers shall perform such other duties as from time to time to be determined by the President or by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Permanent Committees. The Association shall have the following permanent committees which shall report to and be responsible to the Board of Directors:

- (a) Legislative for the purpose of participating in the legislative process to further the interests of the Association and keep the membership informed of developments and engage a lobbyist as needed.
- (b) Convention Committee for the purpose of planning and coordinating the annual summer and fall conventions.
- (c) Membership Committee for the purpose of organizing and printing the Directory of Members, keeping and encouraging membership in OCRA.
- (d) Nominating Committee for the purpose of soliciting and screening qualified candidates within the membership to accept nomination for Association officers and directors.
- (e) Audit Committee for the purpose of verifying the accuracy of the financial records each year at the Annual Convention.
- (f) Bylaws Committee for the purpose of recommending revisions to the Association's bylaws.
- (g) Pro Bono Committee for the purpose of facilitating services of a court reporter to an indigent litigant. The Pro Bono Committee shall work with the Oregon State Bar Association and any other organization in providing court reporting services.
- (h) Public Relations Committee for the purpose of representing the Oregon Court Reporters Association in forming meaningful relations with legal associations and other associations and individuals to further the interest of our Association and the profession of court reporting.
- (i) Student Liaison Committee for the purpose of promoting membership in the Oregon Court Reporters Association to court reporting students. This committee shall coordinate a mentoring program for OCRA student members.

Section 2. Ad Hoc Committees. The Board may, by resolution adopted by the majority of the Directors in office, designate one or more Ad Hoc Committees to perform such duties as may be directed by the Board. Such committees shall report to and be responsible to the Board.

Section 3. Membership of Committees. The goal of the committees shall be to maintain professional diversity representative of the general association. Except as described herein, committees shall consist of one or more members of the Association appointed by the Committee Chairperson for a one-year term. There shall be no limit on the number of consecutive terms a member may serve on a committee, and a member may serve on more than one committee.

- (a) The Legislative Committee shall consist of not less than three Professional Members appointed by the Board of Directors and Legislative Committee chairperson.
- (b) The Audit Committee shall consist of one or more Professional or Honorary Members selected by the

members at the end of each Annual Business Session. Should the selected committee members be unavailable to serve, the Board of Directors shall appoint members to such vacancies.

(c) The Nominating Committee shall consist of not less than four Professional Members, with two alternates. Said committee members shall be selected by the membership at the end of each Annual Business Session. Should the selected committee members be unable to serve, the Nominating Committee chairperson shall determine which alternate is to be selected. If the alternates are unable to serve, the Board of Directors shall appoint members to such vacancies.

(d) The Bylaws Committee shall consist of not less than three Professional Members and shall be selected by the membership at the end of each Annual Business Session. Should the selected committee members be unable to serve, the Board of Directors shall appoint members to such vacancies.

ARTICLE VII CHECKS, DEPOSITS, AND FUNDS

Section 1. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed solely by the Treasurer of the Association.

Section 2. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 3. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gifts, bequest or devise for the general purposes or for any special purpose of the Association.

Section 4. Contracts and Loans. No Director shall obligate the Association on any contract of any kind without the prior approval by resolution of the Board of Directors. The Association shall not lend or borrow money or assets of any kind without the approval of the Board of Directors by resolution passed by a two-thirds majority of the Board.

ARTICLE VIII BOOKS AND RECORDS

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association, which shall be in such form as may be determined by the Board. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If the certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any dues that may then be required, a certificate of membership may be issued and delivered to the member if the Board of Directors shall have provided for the issuance of certificates of membership under the provision of Section 1 of this Article VIII.

ARTICLE IX BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his agent or attorney,

for any proper purpose at any reasonable time.

ARTICLE X CALENDAR YEAR

For all purposes of computing taxes, conducting business and otherwise, the Association shall use the calendar year, beginning on the first day of January and ending on the last day of December.

ARTICLE XI DUES AND ASSESSMENTS

Section 1. Annual Dues. The amount of annual dues shall be set by the majority vote of the Professional Members. Dues shall be payable in advance on the first day of July of each year. The membership period shall be July 1 through June 30 each year. The Board may at its discretion establish incentive programs regarding membership.

Section 2. Assessments. The amount of any assessment to be levied against Class A Professional Members shall be set by two-thirds of the members at a regular or special meeting.

(a) Class B Transitioning Professional Members will be assessed dues at half the rate of Class A Professional Members for their first year of professional membership.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues and/or assessments for which such dues and/or assessments become payable, membership will be terminated.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Oregon Non-Profit Corporation Law or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII 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 that 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.

Section 3. Savings Clause. If any part of this Article shall be determined to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected hereby.

ARTICLE XIV AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by two-thirds of the members present at the annual meeting or at any special meeting, if at least thirty (30) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting. Any amendment of which written notice has not been given within thirty (30) days may be submitted at the annual meeting and shall be adopted upon receiving a unanimous vote of all of those present and voting at such annual meeting.

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