

# **Bylaws of the Iowa Court Reporters Association** (Updated 2015)

## **Article I. Name**

**Section 1.** The name of this organization shall be the Iowa Court Reporters Association, affiliated with the National Court Reporters Association.

## **Article II. Purposes**

**Section 1.** The purposes of this Association shall be to promote and advance the interest of those persons engaged in the profession of verbatim shorthand reporting, captioning, and related communities throughout the State of Iowa; to develop greater awareness and appreciation for the profession through public education; to generally promote the verbatim shorthand reporting and captioning industry.

## **Article III. Membership**

**Section 1.** Membership shall be open to those persons who subscribe to the purposes enumerated in Article II of these Bylaws and meet one of the classes of membership as listed below and as further defined in the Policies and Procedures Manual.

- A. Professional Member. Any person who is a resident of Iowa who is actively engaged as a verbatim shorthand reporter in the state who currently holds a certificate as a Certified Shorthand Reporter as provided in Section 602 of the Code of Iowa or who captures the spoken word for use or display by stenographic means.
- B. Honorary Member. Any member who has been awarded an honorary membership by the Association.
- C. Associate Member. Those who support the purposes of the Association, but are not otherwise eligible for membership.
- D. Non-resident Member. Any shorthand reporter who is not a resident of Iowa and who is not actively engaged as a verbatim shorthand reporter in Iowa.
- E. Student Member. Any person in training to become a Professional member.
- F. Retired Member. Any member who is retired from the profession of shorthand reporting and is no longer engaged in the practice of shorthand reporting.
- G. Friend of ICRA. Anyone wishing to be a part of and support ICRA without benefits of membership, i.e., judges, attorneys, spouses, friends.

**Section 2.** Membership application procedures and payment of dues shall be prescribed in the Policies and Procedures Manual.

**Section 3.** Membership may be suspended or terminated for failure to pay dues or for cause as prescribed in the Policies and Procedures Manual. Membership may be reinstated as prescribed in the Policies and Procedures Manual.

## Article IV. Officers and Board of Directors

### Section 1. Officers

- A. The officers of the Association shall be: President, President-Elect, Vice-President, Secretary, Treasurer and Immediate Past President. A Treasurer-Elect may be elected.
- B. The specific duties of the officers shall be enumerated in the Policies and Procedures Manual.
- C. The officers, except President and Immediate Past President, shall be elected each year by the voting members at the annual business meeting. The term of each officer shall begin at the close of the annual business meeting at which the officer was elected, and the officer shall serve until his/her successor is elected.
- D. President
  - 1. The President shall serve a one-year term.
  - 2. The President shall immediately succeed to Immediate Past President at the completion of the one-year term.
- E. President-Elect
  - 1. The President-Elect shall be elected one year prior to assuming the presidency.
  - 2. The President-Elect shall become President at the conclusion of the annual business meeting in the year following his/her election.
  - 3. In the event of a vacancy in the office of President, the President-Elect shall complete the unexpired term. If the President-Elect serves as President for a term of six (6) months or less, such person shall have the opportunity to serve a full term as President.
- F. Vice-President
  - 1. The Vice-President shall serve a one-year term.
  - 2. In the event of a vacancy in the office of President-Elect, the Vice-President shall succeed to such office. At the completion of the term of office of the Vice-President as President-Elect, the offices of President, President-Elect and Vice-President shall be filled by the voting members at the annual business meeting.
- G. Secretary
  - 1. The Secretary shall serve a one-year term, but may be elected to consecutive terms.
- H. Treasurer
  - 1. The Treasurer shall serve a one-year term, but may be elected to consecutive terms.
- I. Treasurer-Elect
  - 1. The Treasurer-Elect may be elected one year prior to serving as Treasurer.
  - 2. The Treasurer-Elect shall serve a one-year term, but may be elected to consecutive terms.
  - 3. The Treasurer-Elect shall assist the Treasurer in the performance of duties and shall exercise all of the powers of the Treasurer in case of his/her absence, death, resignation or inability to perform the necessary duties.

4. In the event of a vacancy in the office of Treasurer, the Treasurer-Elect shall complete the unexpired term.
- J. Immediate Past President
1. The Immediate Past President shall serve a one-year term.
  2. In the event of a vacancy, the most recent Past President shall serve as Immediate Past President.

## **Section 2. Directors**

- A. In addition to the Officers, there shall be four (4) Directors, who shall be at least one (1) official reporter and one (1) freelance reporter, who shall be elected by the voting members at the annual business meeting.
- B. The Directors shall serve a term of one (1) year beginning at the close of the business meeting at which they were elected.
- C. A Director may serve no more than three consecutive one-year terms, after which time he/she shall not be eligible for re-election until one (1) year has elapsed.
- D. The specific duties of the Directors shall be enumerated in the Policies and Procedures Manual.

## **Section 3. Board of Directors**

- A. The Board of Directors shall be the policy-making body of the Association, which shall manage, supervise, control and direct the affairs of the Association in between annual meetings.
- B. Composition and Eligibility
  1. Only members of the Association shall be eligible to serve as Officers or Directors.
  2. The Board of Directors shall consist of the Officers and four (4) Directors. The Executive Director or appointed designee, Legal Counsel, and Editor shall be ex officio members of the Board of Directors without voting rights. The Board of Directors may appoint other ex officio members of the Board without voting rights.
  3. No Officer shall be eligible for election as a Director until at least one (1) year has elapsed.
  4. Associate, Non-resident, and Student members shall not be eligible to hold office.

## **Section 4. Removals and Vacancies**

- A. Any Officer or Director may resign in writing.
- B. Upon due notice, any Officer or Director may be removed by a three-fourths (3/4) vote of the Board of Directors at which a quorum is present if the best interests of the Association would be served by such action. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

- C. The Board of Directors shall appoint a Director or Officer to fill any vacancy until the next membership meeting at which an election is held, except as otherwise provided in Section 1 of this Article.

## **Article V. Committees**

**Section 1.** The President may create and shall appoint members and chairs of such committees as necessary, with the approval of the Board of Directors.

**Section 2.** The standing committees of the Association shall be:

- A. Bylaws
- B. Convention
- C. Distinguished Service Award
- D. Freelance
- E. Nominating
- F. Membership
- G. Official
- H. Professional Ethics

**Section 3.** The duties and charges of all committees shall be enumerated in the Policies and Procedures Manual.

## **Article VI. Meetings**

### **Section 1. Board of Directors Meetings**

- A. The Board of Directors shall hold at least three (3) meetings annually.
- B. A quorum shall consist of one-half (1/2) of the Board of Directors eligible to vote.
- C. Unless otherwise specifically provided by these Bylaws, a majority vote at a meeting at which a quorum is present shall govern. No member shall vote by proxy.
- D. Between meetings of the Board of Directors, the President may request action by the Board via unanimous consent. Unanimous consent by all voting members of the Board shall constitute a valid action and shall be reported at the next meeting of the Board of Directors.
- E. Additional meetings of the Board of Directors may be called by the President or by request of a majority of the members of the Board provided that written notice is sent to each member of the Board prior to the meeting.

### **Section 2. Membership Meetings**

- A. A business meeting of the membership shall occur at the annual convention of the Association.
- B. A special meeting of the membership may be called at any time by the President, or shall be called by the Secretary upon the written request of ten (10) members,

but no business shall be transacted at such special meeting except such specified in the notice. Written 30-day notice of such special meeting shall be given to all members.

- C. Quorum for a membership meeting shall be no fewer than twenty-five (25) voting members. Any action taken shall require a majority of those present and voting.

### **Section 3. Committee Meetings**

- A. Standing committees shall meet at the direction of the Board of Directors and provide a written report of their activities.
- B. Ad hoc committees shall meet at the direction of the Board of Directors.

## **Article VII. Elections**

**Section 1.** Qualified voting members shall elect the Officers and Directors at the annual business meeting.

**Section 2.** Only Professional members in good standing shall be eligible to hold office.

**Section 3.** If there are two (2) candidates for office, the person receiving a majority of votes cast shall be elected for such office.

## **Article VIII. Voting**

**Section 1.** Only Professional and Honorary members of the Association shall be qualified to vote. Voting by proxy shall not be permitted.

**Section 2.** The presiding officer of any meeting shall be allowed to vote only to break a tie.

## **Article IX. Amendments to Bylaws**

**Section 1.** Amendments to these Bylaws may be proposed by any member of the Board of Directors, committee, or any three (3) voting members.

**Section 2.** All such amendment proposals shall be submitted in writing to the Bylaws Committee not less than ninety (90) days before the date of the membership meeting at which the proposed amendment is to be considered.

**Section 3.** The Bylaws Committee shall give notice of all proposed amendments to all members in the official publication or by written notice as the Board of Directors may determine, not less than thirty (30) days preceding the date of such membership meeting.

**Section 4.** Amendments must be approved by two-thirds (2/3) of the qualified voting members present and voting at a membership meeting.

## **Article X. Miscellaneous**

**Section 1.** The most current edition of Roberts Rules of Order shall apply to any action unless otherwise enumerated in these Bylaws and/or the Policies and Procedures Manual.

**Section 2.** The Board of Directors shall be the final authority on the interpretation of these Bylaws.

**Section 3.** Nothing in these Bylaws shall be construed to require or permit the Association or any of its committees or members to participate or advise in any way, formal or informal, in the setting of rates or charges for the profession, except for rates established by statute, regulation, rule, or order of Court.

**Section 4.** 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 5.** If any part of these Bylaws shall be determined to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected thereby.

**Section 6.** The Association shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of such funds shall inure or be distributed to the members. On dissolution of the Association, any funds remaining shall be distributed by the Board of Directors, as permitted by law.

**Section 7.** No member, committee or task force member, Officer, Director, employee or agent of the Association shall incur any indebtedness in the name of the Association or make any commitment involving the Association unless authorized to do so in writing by the Board of Directors.

**Section 8.** The previous Constitution and Bylaws of this Association are superseded by this document.