

**SOCIETY FOR THE TECHNOLOGICAL ADVANCEMENT OF REPORTING
CONSTITUTION AND BYLAWS
(As amended October 5, 2012)**

ARTICLE I – NAME

The name of this entity shall be Society for the Technological Advancement of Reporting, called the Organization.

ARTICLE II – PURPOSES

The purposes of the Organization shall be:

- Section 1. To provide a liaison with the field of computer-assisted transcription to aid in the maintenance, research and development, and implementation of superior CAT technology, and to educate the users of that technology as to its most effective and efficient use.
- Section 2. To serve as a focal point for sharing ideas, management techniques, practices, and statistics that retain and promote its members' leadership in the reporting profession.

ARTICLE III – MEMBERSHIP

Section 1. Definition

Membership in the Organization shall be consist of individuals engaged in or associated with the practice of shorthand reporting and individuals owning and/or operating a computer-assisted transcription system as set forth in Sections, 2, 3, 4, 5, & 6.

Section 2. Membership

Members of the Organization shall consist of the following classes:

- a. Reporting
- b. Agency
- c. Student
- d. Associate

Section 3. Reporting Member

Any person skilled in the art of shorthand reporting with the use of shorthand symbols, by computerized stenographic machine, and who is engaged in the profession of court reporting.

Section 4. Agency Member

Any person who owns, leases, manages, or supervises or assists in the operation of a shorthand reporting firm.

Section 5. Associate Member

Any person engaged in a business associated with the shorthand reporting profession or an educational institution for the training of students for entrance into the court reporting profession.

Section 6. Student Member

Any person who is engaged in the study and training for entrance into the profession of court reporting.

Section 7. Honorary Membership

- a. Any person who has attained high rank in the reporting profession as a practitioner of the art of verbatim stenographic reporting, as an author of verbatim stenographic reporting literature, or as a benefactor of the verbatim stenographic reporting profession who is not in the active practice of verbatim stenographic reporting, upon recommendation of the Board of Directors, may be elected an Honorary Member by two-thirds of the Voting Members at the Annual Business Meeting of the Society.
- b. Honorary Members who have not been verbatim stenographic reporters shall not be entitled to vote.
- c. Honorary Members shall not pay dues.
- d. Recommendations for Honorary Membership shall be made by unanimous vote of the Membership

Committee to the Board of Directors, or by any two Members of the Board of Directors.

Section 8. Retired Lifetime Members

- a. Any Reporting Agency or Agency Member in good standing who has paid membership dues for ten (10) consecutive years in a professional shorthand reporters association, the past five (5) of which have been membership dues in the Society for the Technological Advancement of Reporting, and no longer engaged in verbatim stenographic reporting or the operation of a court reporting firm, shall be eligible to become a Retired Lifetime Member.
- b. Retired Lifetime Members shall participate in all activities of the organization except holding office.
- c. Retired Lifetime Members shall not pay dues.
- d. Retired Lifetime Members shall be attained by written request of the Member concerned.
- e. No more than five (5) percent of the total membership of the Society may apply for Retired Lifetime Membership in any financial or calendar year.

ARTICLE IV – DUES AND CHARGES

Section 1. The Board of Directors shall set dues initially at \$90 per year with increases not to exceed 20% of the then current dues in any one year.

Section 2. Dues shall be due and payable on September 1 of each year.

Section 3. There shall be no pro-ration of dues.

Section 4. Other charges:

- a. Each member shall pay such charges for meetings and activities and such other charges for material as may be determined by the Board of Directors.
- b. Policies and charges on services and material for non-members shall be determined by the Board of Directors.

ASSESSMENTS:

The Board of Directors, upon its determination of special need, may assess special dues of the Organization membership in an amount not to exceed \$100 per year.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Governing Body

The policy-making body of the Organization shall be known as the Board of Directors, which shall have supervision, control and direction of the affairs of the Organization.

Section 2. Composition

The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, Immediate Past President, and six other Directors. The Board of Directors may appoint ex-officio members to the Board. Ex-officio members of the Board shall not have voting rights.

Section 3. Duration of Office

The six members elected as Directors shall serve for a term of three years and/or until their successors have been elected, except that for the first election, two (2) directors shall serve for one (1) year, two (2) directors shall serve for two (2) years, and two (2) directors shall serve for three (3) years. The term of the Directors shall begin at the close of the annual meeting at which they were elected. A member of the Board of Directors may resign upon presenting his written resignation to the President of the Organization. A resignation shall become effective upon acceptance by the Board of Directors.

Section 4. Vacancies

Vacancies on the Board of Directors among the six directorships which occur between annual meetings shall be filled by the President with approval of a majority of the Board of Directors. Such appointment shall be effective until the next annual meeting.

Section 5. Meetings

The Board of Directors shall hold at least two meetings annually, one of which shall be designated as the annual meeting, at such time and place as determined by the President and the Board of Directors. Additional meetings of the Board of Directors may be called by the President or by written request of a majority 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. If the President determines that an emergency condition exists for a meeting, such notice may be waived by a majority consensus of the voting members of the Board of Directors.

Section 6. Quorum and Voting

- a. A quorum shall consist of one-half ($\frac{1}{2}$) of the voting membership of the Board of Directors.
- b. Unless otherwise specifically provided by this Constitution and Bylaws, a majority vote shall govern.
- c. The members of the Board of Directors may participate in any meeting by conference telephone call, and such participation shall constitute presence in person at such meeting.
- d. The President may request that an action be taken by the Board by a mail ballot/fax. Action taken by such mail ballot/fax or by a majority of all voting members of the Board of Directors shall constitute a valid action and shall be reported at the next meeting of the Board.

Section 7. Eligibility

Only voting members shall be eligible to serve on the Board of Directors.

ARTICLE VI – OFFICERS

Section 1. Officers

The officers of the Organization shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Election, Qualifications, and Term of Office

Officers of the Organization shall be elected each year by the membership at the annual meeting for a term of one year. The term of office of each elected officer shall begin at the close of the annual meeting at which he was elected and he shall serve until his successor is elected.

Section 3. Removal

Any officer of the Organization may be removed by a three-fourths ($\frac{3}{4}$) vote of the Board of Directors present and voting whenever in its judgment the best interest of the Organization would be served thereby.

Section 4. Vacancies

- a. If there is a vacancy for any reason in the office of the President, the Vice President shall succeed to the office immediately and shall have all the powers and perform all the duties of the office.
- b. If there is a vacancy for any reason in any office which cannot be filled by these provisions for succession to office, the President shall appoint, with approval by a majority vote of the Board of Directors, a member of the Board of Directors as an officer pro tempore to perform the duties of the vacated office until the office is filled by an election by the membership at the annual meeting.

Section 5. President

It shall be the duty of the President to preside at all meetings of the Organization. The President shall be empowered to appoint all committees except as noted otherwise in the bylaws, and will perform all duties incident to the office of the President and such other duties as may be prescribed from time to time by the Board of Directors. The President, with the approval of a majority of the Board of Directors, may employ the services of an Executive Director

Section 6. Vice President

It shall be the duty of the Vice President to perform the duties of the President in his absence, or in the event of his inability or refusal 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 as from time to time may be assigned to him by the President or the Board of Directors.

Section 7. Secretary

It shall be the duty of the Secretary to keep minutes of meetings of the Organization and of the Board of Directors' meeting. The Secretary shall see that all notices are duly given in accordance with the provisions of this Constitution and Bylaws or as required by law.

The Secretary, in general shall perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to that position by the President or the Board of Directors. The duties of the Secretary also may be delegated to an Executive Director by a majority vote of the Board of Directors.

Section 8. Treasurer

It shall be the duty of the Treasurer to have charge and custody of, and be responsible for, all funds and securities and financial records of the Organization, and in general to perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to that position by the President or the Board of Directors. The duties of the Treasurer also may be delegated to an Executive Director by majority vote of the Board of Directors.

ARTICLE VII – ELECTIONS AND QUALIFICATIONS

Section 1. Election Procedures

- a. The voting members shall elect the officers and directors of the Organization at the annual business meeting of the Organization.
- b. If there shall be two (2) candidates for an office, the person receiving the largest number of votes shall be elected for such office. In the event there are three (3) or more candidates for an office, and if a majority vote of the members present and voting is not received by any candidate for such office, there shall be a runoff election between the two candidates receiving the largest number of votes.

Section 2. Qualifications of Elected Officers and Directors

Upon election, every officer and director of the Organization shall be given a written explanation of the requirements of the antitrust laws insofar as they apply to the activities of the Organization, and shall sign a written statement in which he undertakes to promote full compliance by the Organization and all its members with those laws.

ARTICLE VIII – ANNUAL MEETING AND VOTING

Section 1. Annual Meeting of the Organization

- a. The annual meeting of the Organization shall be held at such time and place as the Board of Directors shall determine. Notice of said meeting shall be given all members not less than thirty (30) days prior to the date thereof.
- b. Should the Board of Directors decide that unusual conditions make inadvisable the holding of an annual meeting, then a meeting of the Board of Directors shall be held in lieu thereof. Such action shall require two-thirds (2/3) vote of the Board of Directors in favor of the action.

Section 2. Meetings

Meetings of the Organization 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 25% of the members, as shown at the time of the last annual meeting, specifying the purpose of such meeting. At such special meeting no business shall be transacted except as specified in a notice to members. Written notice of such meeting shall be given to all members not less than thirty (30) days prior to the date thereof.

Section 3. Voting

At any meeting of the Organization, Reporting Members and Agency Members shall have the right to one vote, which shall be cast in person. Associate and Student Members shall have no vote.

Section 4. Quorum of Members

Upon the convening of any meeting of the members, a quorum shall consist of 25% of those voting members registered for said meeting, provided that no less than 15 voting members are present at the meeting.

Section 5. Parliamentary Authority

The latest published and released edition of Robert's Rules of Order shall be the parliamentary guide for all business sessions if such rules do not conflict with the provisions of the Articles of Incorporation and Bylaws, or unless otherwise superseded by rules adopted for such business sessions.

ARTICLE IX – COMMITTEES

Section 1. Nominating Committee

- a. The Nominating Committee shall be chaired by the Immediate Past President. If the Immediate Past President is unable or unwilling to assume such duties, the committee shall be chaired by the next most recent past president or such other appointment as made by the President. The Nominating Committee shall be composed of three voting members, two of whom shall be appointed by the President. Except for the committee chair, no Nominating Committee member shall be a member of the Board of Directors.
- b. The Nominating Committee will carry out such procedures that will aid it in compiling a proposed slate of nominees for all officer and director positions to be voted upon at the next annual business meeting.
- c. The Nominating Committee will present a proposed slate of nominees to the Secretary at least 60 days prior to the next annual business meeting and shall cause the same to be published at least 30 days before the next annual business meeting.
- d. Additional nominations may be made by any member in good standing, provided such nomination(s) is (are) delivered to the Society Headquarters more than 30 days prior to the Annual Meeting. Such nomination(s) shall be accompanied by a biographical sketch of the candidate(s) and which Nominating Committee candidate(s) is (are) being opposed. Such nomination(s) biography(ies), and office(s) sought shall be prominently posted in the Annual Convention registration area at the opening of the Annual Convention.

Section 2. Charter and Bylaws Committee

- a. The President shall appoint a Charter and Bylaws Committee. The parliamentarian, if any, shall be a member of this committee.
- b. The committee shall review on a yearly basis the Charter and Bylaws to make recommendations on additions, deletions, or modifications of the Charter and Bylaws.

Section 3. Liaison/Technology Committee

The President shall appoint a Liaison/Technology Committee comprised of members who can access Stenograph Corporation decision makers as well as members who are technically proficient and collectively familiar with CAT systems. This committee shall voice concerns and desires of the Organization's members to the CAT systems supplier and shall determine from a technical standpoint the improvements and implementation of peripheral products which would be beneficial to the users of CAT systems.

Section 4. Convention/Seminar Committee

The President shall appoint a Convention/Seminar Committee. The committee shall organize and conduct the meetings, conventions, and seminars of the Organization.

Section 5. Other Committees

The President may appoint such other committees as required, with the approval of the Board of Directors.

ARTICLE X – FISCAL AND LEGAL PROCEDURES

Section 1. Fiscal Year

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

Section 2. Board of Directors' Authority

The Board of Directors shall adopt an annual budget, and shall also have the power to allocate funds for carrying out the purposes of the Organization. The Board of Directors also may employ the services of an Executive Director in its discretion.

Section 3. Non-compensation

No member of the Board of Directors acting in a capacity as an officer or director shall receive compensation for services rendered unless otherwise provided for.

Section 4. Annual Financial Report

The Treasurer shall provide to the Board of Directors quarterly, or at such times as may be requested, a report of all receipts and disbursements of Organization funds. An annual financial report shall subsequently be published by the Board of Directors.

Section 5. Incurring Indebtedness

No member, committee member, officer, director, or employee of the Organization shall incur any indebtedness in the name of the Organization or make any commitment involving the Organization unless authorized to do so in writing by action of the Board of Directors.

Section 6. Surety Bond

All signatories of the Organization's bank accounts and other assets shall be bonded.

Section 7. Audit. At the discretion of the Board of Directors, it shall appoint an independent certified public accountant to audit the financial records of the Organization and submit an audit report.

ARTICLE XI – LIMITATIONS OF LIABILITY

Nothing herein shall constitute members of the Organization as partners for any purpose. No member, officer, director, agent, or employee of the Organization shall be liable for the acts or failure to act on the part of any other member, officer, director, agent, or employee of the Organization, nor shall any member, officer, director, agent, or employee be liable for his act or failure to act under this Constitution and Bylaws except for acts or omissions arising from his willful misfeasance.

ARTICLE XII – DISSOLUTION AND DISTRIBUTION OF ASSETS

Section 1. Dissolution

The Organization may be dissolved upon vote by three fourths (3/4) of all voting members of the Organization present at a meeting where dissolution is proposed.

Notice of proposed dissolution shall be given to all members of the Organization 30 days prior to such meeting.

Section 2. Distribution of Assets

Upon a successful vote for dissolution of the Organization, the Secretary shall file all appropriate dissolution papers with the applicable government entities. Following settlement of all outstanding expenses, the Treasurer shall distribute the liquidated assets of the organization to such philanthropic, scientific, or court reporter-related association as prescribed by the Board of Directors. No member of the Board of Directors shall have financial interest in such association so as to receive profit from such dissolution.

ARTICLE XIII – AMENDMENTS

Section 1. Originating Proposed Amendments

Any member of the Board of Directors or any standing or special committee or any three (3) voting members may propose an amendment to this Constitution and Bylaws. Such amendment shall be submitted to the Secretary and to the Committee on Constitution and Bylaws.

Section 2. Procedure and Action on Proposed Amendment

This Constitution and Bylaws may be amended by a two-third (2/3) vote of those present and voting at any annual meeting, provided notice of such amendment with the text thereof has been filed with the Secretary and the Committee on Constitution and Bylaws not less than sixty (60) days before the date of the annual meeting at which said proposed amendment is to be considered, and notice of such proposed amendment in writing duly given by the Secretary to all members not less than thirty (30) days preceding the date of such annual meeting.

Section 3. Waiver of Notice

Any amendment which has not been filed with the Secretary and 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 those present and voting at such annual meeting.

ARTICLE XIV – MISCELLANEOUS

Section 1. Interpretation of Constitution and Bylaws

- a. The Board of Directors shall be the final authority on interpretation of the Constitution and Bylaws.
- b. Nothing in any article of this Constitution and Bylaws shall be construed to require or permit the Organization or any of its divisions, committees, or task forces to participate or advise in any way, formal or informal, in the setting of rates or charges established by statute or by rule or order of Court.

Section 2. Wording

Whenever the word "he" or "him" appears in any Article of this Constitution and Bylaws, it shall be construed as meaning "he" or "she" and "him" or "her."

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