

BYLAWS OF THE FLORIDA COURT REPORTERS ASSOCIATION

ARTICLE I - NAME

SECTION 1. The name of this organization is Florida Court Reporters Association, Inc.

SECTION 2. The principal office of the Association shall be maintained by the Executive Director and/or Management Firm. The Association may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II - OBJECTIVES

The objectives of this Association shall be:

1. To assume responsibility for leadership and enlightenment of the users of verbatim reporting of proceedings and of the public regarding the special competency, importance and value of the court reporting system.
2. To promote a broader understanding and acceptance of the qualified court reporter as indispensable to judicial systems.
3. To apply the knowledge and experience of court reporters, working in cooperation with the bench and bar, toward the upgrading and improvement in the administration of criminal and civil justice, in order that the public good may best be served, and to promote a broader understanding within the profession of the responsibility of the court reporter to actively participate in the achievement of this objective.
4. To encourage, establish and maintain high standards of professional education, competence and performance.
5. To conduct and promote lawful and proper scientific, technical and business research.
6. To promote lawful and proper professional ethics and compliance with all applicable laws, including the antitrust laws.
7. To stimulate and encourage the establishment and maintenance of adequate training and educational facilities and programs for persons interested in the field of court reporting.
8. To cooperate with federal, state and local governments, their agencies and other organized groups for the benefit of the public and for the legal recognition of the court reporting profession.
9. To conduct educational seminars and conferences.
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 court reporting profession and system.
11. To advance the interests and general welfare of the court reporting profession.
12. To do any and all things that are lawful and appropriate in the furtherance of these purposes.

ARTICLE III - MEMBERSHIP

SECTION 1. Definition. Membership in the Association shall be open to individuals who subscribe to and support the purposes of the Association and who are skilled in the area of verbatim reporting of proceedings by the use of a shorthand method, either manually, by stenographic machine, or by the use of closed microphone or other voice writing technology, as hereinafter provided.

SECTION 2. Class of Members. The membership shall consist of the following classes:

- a. Participating Members
- b. Student Members
- c. Honorary Members
- d. Associate Members
- e. Retired Members
- f. Vendor Members
- g. Retired Lifetime Members

SECTION 3. Participating Members. Any person who is or has been a practicing court reporter, and who is actively engaged in the profession of court reporting, shall be eligible to become a Participating Member.

SECTION 4. Student Members. Any student of court reporting who is actively engaged in a court reporting training program and endorsed by an instructor or director of such program shall be eligible to become a Student Member. Each said student shall reapply for student membership annually as hereinabove set forth.

SECTION 5. Honorary Members.

- a. Any person who has attained high rank in the reporting profession as a practitioner of the art of court reporting, as an author of shorthand literature, or as a benefactor of the profession, but who is not in the active practice of court reporting, upon recommendation of the Board of Directors, may be elected an Honorary Member, provided two-thirds of the members present and voting at a general membership meeting shall vote to confirm such recommendation. Past Presidents of FCRA, not in active practice of court reporting, shall be made Honorary Members.
- b. Honorary Members who have not been court reporters shall not vote. Those who have been Florida court reporters shall have all rights and privileges of Participating Members.

SECTION 6. Associate Members.

- a. Any member of a court reporters association in good standing, upon retiring from the active practice of court reporting, may become, upon application to the Executive Director, an Associate Member of this Association.
- b. Teachers of shorthand or court reporting, or anyone connected in an official capacity with a school or college conducting a court reporting course may become an Associate Member of this Association.
- c. Any person who is not qualified to be a participating member but is professionally associated with or employed by a member of this Association whose application was endorsed by a participating member in good standing may become an Associate Member of this Association.
- d. Person who qualified to be a Participating Member and who resides outside the State of Florida may elect to apply for Associate Membership in lieu of Participating Membership.

SECTION 7. Retired Members. Any Participating Member in good standing who has retired from the active practice of court reporting shall be eligible to become a Retired Member.

SECTION 8. Vendor Members.

- a. Corporate Vendors. Open to any firm or corporation engaged in selling products or services to FCRA members.
- b. Individual Vendors. Open to individual scopists, proofreaders, or individual business owners engaged in selling products or services to FCRA members.

SECTION 9. Retired Lifetime Members.

- a. Any participating member in good standing who has paid participating dues for a period of 30 consecutive years and is no longer engaged in the verbatim, stenographic reporting shall be eligible to become a retired lifetime member.
- b. Retired lifetime members shall not pay dues.

SECTION 10. Privileges.

- a. All classes of members shall enjoy the privileges of the Association except where certain privileges are specifically restricted to a specific class of membership in the Bylaws.
- b. Only Participating Members, Retired Members and Honorary Members who have been Florida court reporters shall be eligible to vote.
- c. Only Participating Members and Retired Members shall be eligible to hold an elective office.
- d. Only a Participating Member shall be eligible for any insurance funded by this Association unless otherwise specified in the Bylaws.

SECTION 11. Registry of Members. The Association shall maintain a Registry of the membership.

SECTION 11. Membership Application Procedures. Any person desiring to become a Participating or Associate Member of this Association shall make written application upon such form as the Board of Directors may prescribe, stating in said application that he or she has the endorsement of one member in good standing in the Association.

SECTION 13. Suspension for Non-Payment of Dues. Any member whose dues are ninety days past due shall be suspended and all privileges of membership shall be terminated. Any member suspended for non-payment of dues may be reinstated to his prior class at any time prior to the close of that membership year upon payment of the full current year's dues.

SECTION 14. Termination of Membership.

- a. Membership in the Association may be terminated for cause by a three-fourths vote of the entire Board of Directors. Sufficient cause for such termination of membership shall be violation of the Charter and Bylaws, the Code of Ethics of the Association or of any lawful agreement, rule or practice properly adopted by the Association, conviction of or final adjudication of liability for any violation of the antitrust laws, or any conduct prejudicial to the Association. No membership shall be terminated for cause without the member having opportunity to be heard in answer to charges as provided in the procedure adopted by the Board of Directors.
- b. The membership of those members who are under suspension for non-payment of dues at the close of a membership year shall be terminated.

SECTION 15. Membership Reinstatement.

- a. A member in good standing who terminates his membership by resignation may be reinstated to his former class of membership upon written request and payment of the full current year's dues.
- b. A member whose membership has been terminated for non-payment of dues may be reinstated by fulfilling the current requirements for membership.

ARTICLE IV - DUES AND CHARGES

SECTION 1. Annual Dues.

- a. The annual dues amount of all classes of members and the reapplication fee shall be fixed annually by the Board of Directors and subject to the approval of the majority of the membership at a future Business Meeting.
- b. The dues for members shall include a subscription to the Official Publication of the Association.

SECTION 2. Annual Dues Exceptions. Honorary Members shall pay no dues.

SECTION 3. Other Charges.

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

ARTICLE V - MEETINGS

SECTION 1. Business Meetings. There shall be an annual business meeting of the Association, the date and site to be selected and approved by the Board of Directors. In addition to the annual business meeting, the Board of Directors may convene a business meeting of the association at any other officially convened meeting of association members throughout the year. When deemed by the Board of Directors to be necessary, business meetings may be conducted/attended via audiovisual conference or other electronic communications media.

SECTION 2. Special Meetings. Special meetings of the membership may be called upon 7 days' notice by the Board of Directors, on their own motion. Special meetings of the membership may be called upon a petition of fifteen percent (15%) of members who are eligible to vote, filed with the Executive Director as per the format prescribed in the FCRA Policy & Procedures Manual. The Board of Directors shall call such special meetings upon due notice to the membership. Such notice shall state the purpose of the meeting, and the meeting shall take place not less than ten or more than thirty days from the date of receipt of petition. When deemed by the Board of Directors to be necessary, special membership meetings may be conducted/attended via audiovisual conference or other electronic communications media.

SECTION 3. Quorum. A quorum for conducting business at annual, midyear or special meetings of the Florida Court Reporters Association shall be twenty-five percent (25%) of members who are eligible to vote of those registered and present at the convening of the meeting, provided that no fewer than thirty-five (35) voting members are present. When deemed by the Board of Directors to be necessary, meetings may be conducted/attended via audiovisual conference or other electronic communications media and participation shall constitute presence in person at such meeting. If fewer than thirty-five (35) voting members are present at the convening of a scheduled annual, midyear or special meeting conducted via audiovisual conference or other electronic communications media, the Board of Directors shall deem a quorum to be twenty-five percent (25%) of the members who are eligible to vote of those registered and present at the convening of such meeting.

SECTION 4. Voting. At any meeting of the Association, only members, who are eligible to vote shall have the right to cast one vote, which vote shall be cast in person only. Voting by proxy shall not be permitted. However, when deemed by the Board of Directors to be necessary, membership voting may be conducted via a secure online platform to be implemented by the Executive Director and approved by the Board of Directors. Notice of the online voting must be provided 7 days in advance of the meeting.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1. Governing Body. The policy-making body of the Association shall be known as the Board of Directors, which shall have supervision, control and direction of the affairs of the Association.

SECTION 2. Composition. The Board of Directors shall be composed of the President, President-Elect, Vice President, Treasurer, Secretary, Immediate Past President, Northern, Central, Southern Directors, and up to two (2) Directors at Large. The Editor and Executive Director shall be ex-officio members of the Board without voting rights.

SECTION 3. Duration of Office of Directors.

- a. Directors shall be divided into two groups: One class of three (3) directors serving as the Northern, Central and Southern Directors; one class of up to two (2) Directors at Large.
- b. The Northern, Central & Southern Directors shall serve a term of two (2) years and until their successors have been elected. Northern, Central, and Southern Directors are eligible for election to two consecutive two-year terms. No Northern, Central or Southern Director who has served two full consecutive two-year terms is eligible for reelection as a Director until at least one year shall have elapsed.
- c. A Director at Large shall serve a term of one (1) year and until his/her successor has been elected. A Director at Large is eligible for election as a Director at Large for no more than two consecutive one-year terms. A Director at Large is eligible for election to Northern, Central or Southern Director.
- d. No Director who has served two full two-year terms (two years as Director at Large combined with two years as a Northern, Central or Southern Director) is eligible for reelection as a Director until at least one year has elapsed.
- e. No Secretary or Treasurer who has served three one-year terms consecutively is eligible for re-election as Secretary or Treasurer until at least one year has elapsed.

SECTION 4. Meetings. The Board of Directors shall hold at least two meetings annually at such time and place as determined by the President and Executive Director. Additional meetings of the Board of Directors may be called by 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 days prior to the meeting. Members of the Board of Directors may participate in any meeting by conference call or by audiovisual conference or other electronic communications media and such participation shall constitute presence in person at such meeting.

SECTION 5. Quorum and Voting.

- a. A quorum shall consist of one-half of the full voting membership of the Board of Directors.
- b. Unless otherwise specifically provided by the Charter and Bylaws, a majority vote shall govern. No member shall vote by proxy.
- c. Members of the Board of Directors may participate in any meeting by conference call or by audiovisual conference or other electronic communications media and such participation shall constitute presence in person at such meeting.
- d. The President may request action by the Board between meetings of the Board by conference call or by other electronic communications media and such participation shall constitute presence in person at such meeting. Action taken by conference call or by other electronic communications media 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 6. Compensation. No officer or director of the Association shall receive directly or indirectly any compensation for his services as such officer or director. However, expenses incurred or advances made in furthering and accomplishing the objectives for which this Association is formed, if reasonable in amount and approved and/or authorized by the Board of Directors, shall be paid.

SECTION 7. Resignations. A member of the Board of Directors may resign upon presenting his written resignation to the President of the Association, and the resignation shall become effective upon acceptance by the Board of Directors.

SECTION 8. Removal. Any member of the Board of Directors of the Association may be removed by a three-fourths vote of the entire Board of Directors whenever in its judgment the best interests of the Association would be served thereby. No member of the Board of Directors shall be removed without having an opportunity to be heard by the Board of Directors at a time and place set by the Board, following a ten day notice, by registered mail, of said hearing.

SECTION 9. Vacancies. Vacancies of the Board of Directors among the Directorship not held by the officers which occur between annual meetings shall be filled by appointment by the Board of Directors. Such appointment shall be effective only until the next annual meeting, at which meeting the vacancy shall be filled by election by the members.

ARTICLE VII - OFFICERS

SECTION 1. Titles.

- a. The officers of the Association shall be a President, a President-Elect, a Vice President, a Treasurer, and Secretary.
- b. Each officer shall be a Director of the Association during his term of office.

SECTION 2. Election and Term of Office. Elected officers of the Association shall be elected each year by the membership at the annual meeting of the Association for a term of one year. The term of each office of each officer shall begin at the close of

the annual meeting at which he was elected and he shall serve until his successor is elected. The President-Elect shall automatically succeed to the office of President at the completion of the President's term of office.

- a. No Treasurer who has served three one-year terms consecutively is eligible for re-election as Treasurer until at least one year has elapsed.
- b. No Secretary who has served three one-year terms consecutively is eligible for re-election as Secretary until at least one year has elapsed.

SECTION 3. Removal. Any officer may be removed by a three-fourths vote of the entire Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby. No officer shall be removed without having an opportunity to be heard by the Board of Directors at a time and place set by the Board, following a ten day notice, by registered mail, of said hearing.

SECTION 4. Vacancies.

- a. If there is a vacancy for any reason in the office of the President, the President-Elect 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 the office of President-Elect, the Vice President shall succeed to the office immediately, and shall have all the powers and perform all the duties of the office. At the completion of the term of office of the Vice President as President-Elect, the office of President and President-Elect shall be filled by election by the membership attending the annual meeting.
- c. If there is a vacancy for any reason, in any office, which cannot be filled by these provisions for succession to office, the Board of Directors shall appoint from its own membership 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 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 6. President-Elect and Vice President. It shall be the duty of the President-Elect and Vice President in the order designated to perform the duties of the President in his absence, or in the event of his inability to act. The President-Elect or Vice President when thus acting shall have the powers of and be subject to all restrictions placed upon the President. Any President-Elect or 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. Treasurer. The Treasurer shall be responsible for all funds, securities and financial records including the annual audit of the Association, except as otherwise indicated by the Board of Directors.

SECTION 8. Secretary. The Secretary shall keep minutes of all the Association meetings and shall be custodian and responsible for the Official Minute Books of the Association. The Secretary shall reduce to typewriting within 30 days following any such meeting all minutes, and distribute copies to all Board members and to the Editor of the Official Publication of the Association.

SECTION 9. Immediate Past President. The Immediate Past President of this Association shall be a member of the Board of Directors and shall be chairman of the Nominating Committee.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

SECTION 1. Preparation of the Slate of Nominees.

- a. The Executive Director shall inform the members of the Association of the slate of nominees for offices to be filled as presented by the Nominating Committee, together with pertinent biographical information for each nominee in a separate mailing to the general membership 45 days following the conclusion of the nominating committee meeting.
- b. In the event a nominee becomes unable to serve, the Nominating Committee, at the call of its chairman, shall select an alternate candidate and transmit to the membership its amended report as soon as feasible, but in no case later than a time immediately prior to the opening of the first meeting of the Annual Convention. Members of the Nominating Committee may participate in any meeting by conference telephone call or mail, in person or by any electronic means, and such participation shall constitute presence in person at such meeting.
- c. Any fifteen members eligible to vote shall have the privilege of nominating a candidate for each of the offices to be filled by preparing and forwarding to the Executive Director and Editor a written nomination. This written nomination must be received by the Executive Director and/or Editor no later than 10 days prior to the deadline of the pre-convention issue of the Official Publication of the Association together with pertinent biographical information and a signed letter from each nominee confirming his willingness to serve. The Executive Director and Editor shall inform the members of the Association of the nominee(s) in the pre-convention issue of the Official Publication of the Association. All nomination(s) and supporting material shall be posted in the registration area of the Annual Convention meeting site prior to the first business meeting of the Annual Convention at which time nominations will be closed. In the case of

Directors, written nomination(s) submitted under this provision shall specify by name which of the nominees proposed by the Nominating Committee is being opposed.

- d. Following the close of nominations, a ballot shall be prepared listing the names of all nominees under the office for which they have been nominated both by the Nominating Committee and by written petition of the membership. The ballot shall be posted in the registration area of the annual meeting site.
- e. No individual shall be a candidate for more than one office.
- f. In the event a nomination shall become vacant during the course of the annual meeting and following the close of nominations, the presiding officer shall entertain nominations for that office from the floor, and the membership in convention assembled shall elect a candidate to fill said vacancy.

SECTION 2. Voting. All officers and directors shall be elected by a majority vote of the eligible voters present and voting at the annual meeting, except, in the event of a contested election, said election shall be conducted by ballot in accordance with Robert's Rules of Order. If there is but one nominee for each office, the election may be held by voice (voting cards).

ARTICLE IX - EDITOR

The Editor shall be appointed by the Board of Directors and be responsible to the Board for the publication of a periodic bulletin.

ARTICLE X - EXECUTIVE STAFF

SECTION 1. Appointment. The Board of Directors shall have the authority to employ an Executive Director and/or a Management Firm, whose terms and conditions shall be specified by the Board.

SECTION 2. Authority and Responsibility. The Executive Director and/or Management Firm shall be responsible for all management functions as prescribed and reviewed by the Board of Directors. Such Executive Director and/or Management Firm shall have a contractual relationship with the Association. The duties, services, term, obligations, compensation and other appropriate matters shall be negotiated by the Board of Directors.

ARTICLE XI - COMMITTEES

SECTION 1. Standing Committees.

- a. **Committee on Professional Ethics.** This committee shall consist of three or more members. The President taking office at each Annual Meeting shall appoint three or more members to this committee to serve for a term of one year. This committee shall monitor the adherence of the Code of Ethics, shall notify the President and shall investigate any violation of said Code, and shall report its findings to the Board of Directors at their next meeting.
- b. **Committee on State Government Relations** - The President shall annually appoint a Committee on **State Government Relations** composed of three or more members. The duty of this committee shall be to study and recommend to the Association for appropriate action the adoption, amendment and maintenance of proper state laws, relating to or affecting court reporters **and that** are to be promoted by the Association and the aims of this Association. Proposed legislation recommended by this committee, or any officer, Board of Directors, director, member or otherwise, shall not be submitted to the Legislature as FCRA proposed legislation without first having the approval of the majority of the membership present and voting. The committee shall also keep informed of changes in the court system and ~~to~~ be properly prepared to act as liaison between the Association and those agencies of government and judiciary and/or members of the Florida Bar.
- c. **Committee on Charter and Bylaws.** The President shall annually appoint a committee which shall be known as the Committee on Charter and Bylaws, which committee shall consist of three or more members. The duties of this committee shall be to propose such amendments, which in its judgment are deemed necessary to coordinate and simplify the Charter and Bylaws, to be referred to this committee before publication. This committee shall keep current all revisions, amendments, and deletions to the Charter and Bylaws.
- d. **Committee on Nominations.** A Committee on Nominations shall be appointed by the President at the annual post-convention Board meeting. Said committee shall consist of five members and two alternates. The names of the members of such committee shall be posted in the very next issue of the Official Publication of the Association, together with information as to the time and place of meetings of the committee. It shall be the duty of such committee to nominate officers and directors for the action of the membership at the annual meeting, and the names of those selected shall be in accordance with Article VIII. The Immediate Past President shall serve as the chairman of the Committee on Nominations. A quorum shall consist of three members.
- e. **Emily Mann Distinguished Service Award Committee.** This committee shall be comprised the President-Elect as Chairperson, the immediate past recipient of this award, and a participating member of the Association who is not a member of the Board of Directors, chosen by the Board of Directors. It shall be the function of this committee to select

the recipient of this award as the committee deems appropriate, and to arrange for presentation of the award during the Annual Convention.

- f. **Finance & Budget Committee.** This committee shall consist of the President-Elect as Chairman, the President, the Treasurer and Incoming Treasurer and any other members appointed by the President. The duties shall include but not be limited to preparing the annual budget for the Association; negotiating the management contract; and approving all committee budgets prior to the start of the fiscal year.
- g. **Committee on Membership.** The President shall annually appoint a committee, consisting of three or more members, to secure properly qualified members to this Association.

SECTION 2. Special Committees.

- a. Special Committees may be appointed by the President as needed with the approval of a majority of the Board of Directors.

ARTICLE XII - FISCAL YEAR

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

ARTICLE XIII - LIMITATIONS OF LIABILITY AND INDEMNIFICATION

SECTION 1. Limitation of Liability. Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, director, agent or employee of the Association shall be liable for the acts or failure to act on the part of any other member, officer, director, agent or employee of the Association, nor shall any member, officer, director, agent or employee be liable for his act or failure to act under this Chapter and Bylaws except for acts or omissions arising from his willful misfeasance.

SECTION 2. Indemnification. The Association shall indemnify and hold harmless each officer, director, agent or employee from and against all claims and liabilities, whether the same are settled or proceed to judgment to which sum capacity or capacities heretofore enumerated or by reason of any action alleged to have been theretofore hereafter taken or omitted by him in such capacity, and shall reimburse (to the extent not otherwise reimbursed) each such person for all legal and other expenses, including the cost of settlement reasonably incurred by him in connection with any such claim, liability, suit, action or proceeding, provided, however, that no such person shall be indemnified against or be reimbursed for liabilities, costs or expenses incurred in connection with any claim or liability or treatise or prospective thereof based upon or arising out of his own willful misconduct in the performance of his duties. The right accruing to any person under the provisions of this section shall not exclude any other rights to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any case, even though not specifically herein provided for.

ARTICLE XIV - ORDER OF BUSINESS

The latest published and released edition of Robert's Rules of Order shall be the official parliamentary guide for all business sessions when they are not in conflict with the Charter and Bylaws or rules adopted by the Association in Convention assembled or the Board of Directors.

ARTICLE XV - AMENDMENTS

Amendments to these Bylaws between business meetings may be submitted in writing to the Executive Director or to the Board of Directors by any member of the Board or the Association. If adopted by a three-fourths vote of the Board, either in meeting assembled or by written communication to the President, the suggested amendment shall be effective as an interim Bylaws until the next Business Meeting. The proposed amendment, with previous notice printed in an official publication of the Association, will be presented to the members of the Association at the next Business Meeting and if adopted by a two-thirds vote of those eligible members present and voting, the amendment will become a permanent amendment to the Bylaws.

Any member in good standing may propose written amendments to the Bylaws at the next Business Meeting, and such amendment without previous notice shall be adopted by a three-fourths vote of the eligible members present and voting.

ARTICLE XVI - ASSOCIATION RECORDS

All books, records, reportings and papers of the Association shall be at all times, during reasonable hours and with at least 72 hours' notice, subject to the inspection of any member of the Association, at the Association Headquarters in the presence of the Executive Director or other personnel.

ARTICLE XVII - AUDITS

SECTION 1. Audits.

- a. The books of the corporation will be audited by an independent auditor at least annually, and may be audited at any time upon three-fourths vote of the Board of Directors or the general membership.
- b. An independent Certified Public Accountant shall perform the Annual Audit and furnish a report to the Board of Directors. The audit will be made available to any member upon request.

ARTICLE XVIII - MISCELLANEOUS

SECTION 1. Miscellaneous. Whenever the word "he" or "his" appears in the Article of these Bylaws, it shall be construed as meaning "he" or "she," and "him" or "her," and "his" or "hers."

As amended 7/18/2020