

COLORADO COURT REPORTERS ASSOCIATION
BYLAWS AND CONSTITUTION

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ARTICLE I - NAME

The name of the organization shall be Colorado Court Reporters Association.

ARTICLE II - PURPOSES

1. To assume responsibility for leadership of the reporting profession and enlightenment of the users of verbatim reporting services and the general 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, administrative, and legislative processes.
3. To encourage, establish, and maintain high standards of professional education, competence, and performance.
4. To further the exchange of professional knowledge.
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 adoption of adequate training and educational facilities and programs for personnel 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 disseminate, by all appropriate means, to the extent permitted by law, accurate information with respect to the court reporting profession and system.
11. To advance the interests and general welfare of the court reporting profession, including, but not limited to, lobbying when appropriate.
12. To secure for the members of the court reporting profession the benefits resulting from organized effort.
13. To secure maintenance of a proper standard of efficiency.
14. To do any and all things that are lawful and appropriate in the furtherance of these purposes.

ARTICLE III - MEMBERSHIP

SECTION 1. Membership

Membership in this association shall be open to individuals who subscribe to and support the purposes of the association or who are skilled in the art of verbatim reporting of proceedings by the use of shorthand symbols, manually or by machine, and as hereinafter provided.

SECTION 2. Classes of Membership

- (a) Professional
- (b) Participating
- (c) Associate
- (d) Honorary
- (e) Retired
- (f) Student

SECTION 3. Voting Membership

Professional Members, Participating Members, and Retired or Honorary Members as limited by subsections (d) and (e) of Section 4 of this Article, whose memberships are in good standing, shall constitute the voting membership of the association.

SECTION 4. Qualifications and Privileges

(a) Professional Members: Any person qualified under Section 1 of this Article who is the holder of a valid Certified Shorthand Reporter Certificate from the State of Colorado issued prior to June 20, 1977, or who has after that date taken and passed the shorthand reporter qualification test administered by the Judicial Department of the State of Colorado, or who has taken and passed the RPR (Registered Professional Reporter) examination administered by representatives of NCRA shall be eligible to apply as a Professional Member of this association.

Professional Members shall be eligible to hold elective office in the association.

(b) Participating Members: Any person qualified under Section 1 of this Article who is actively engaged in the practice of court reporting but is not eligible as a Professional Member under the provisions of subsection (a) shall be eligible to apply for membership as a Participating Member of the association.

Participating Members shall not be eligible to hold elective office in the association.

(c) Associate Members: Any person qualified under Section 1 of this Article who is not actively engaged in the practice of court reporting shall be eligible to apply for membership as an Associate Member of the association. Any Professional or Participating Member not presently involved in the active practice of court reporting may become, upon application to the Executive Committee, an Associate Member of this association.

Associate Members shall not be entitled to vote and shall not be eligible to hold elective office in the association.

(d) Honorary Members: Any person who has attained high rank in the reporting profession as a practitioner of the art of court reporting, or as an author of court literature, or otherwise as a benefactor of the profession, but who is not actively engaged in the practice of court reporting may, upon recommendation of the Executive Board and a two-thirds affirmative vote of the voting membership present at any association meeting at which such recommendation is made, be elected an Honorary Member of the association. Unless terminated for cause, such membership shall be for life.

Honorary Members who have been court reporters shall be entitled to vote; otherwise, Honorary Members shall not be entitled to vote and shall not be eligible to hold elective office in the association.

(e) Retired Members: Any Professional, Participating, or Associate Member who has remained a member in good standing for a period of ten years and is no longer actively engaged in the practice of court reporting or reporter education shall, upon application to the Executive Board, be eligible to become a Retired Member. Such determination shall be made by a majority vote of the Executive Committee.

Retired Members who were Professional Members shall be entitled to vote and to hold elective office in the association; otherwise, Retired Members shall not be entitled to vote and shall not be eligible to hold elective office in the association.

(f) Student Members: Any student of court reporting who is certified by a court reporter training program instructor or director as having enrolled in a reporting school shall be eligible to become a Student Member. A Student Member shall be eligible to renew his membership three times.

SECTION 5. Application and Admission to Membership

Any person desiring to become a member of this association shall make application upon such form as the Executive Committee may prescribe, accompanied by the current year's dues and the endorsement of one member in good standing in the association. Membership applications will be filed with the Secretary-Treasurer (or designee), who will determine the class of membership to which the applicant is entitled. Names of applicants shall be published to the membership within five (5) business days of receipt of such application, and if within fifteen (15) days after publication no objection to a given application is registered with the Executive Committee, the application will be deemed accepted. In the

event a membership application is not accepted, the affected individual will be promptly notified and any dues paid will be refunded.

SECTION 6. Termination of Membership

Membership in the association may be terminated for cause. Sufficient cause for such termination of membership shall be violation of this Constitution and Bylaws, the Code of Ethics of the association, or 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 other conduct prejudicial to the association. No membership shall be terminated for cause without the member having an opportunity to be heard in answer to charges as provided in the procedures adopted by the Executive Committee.

ARTICLE IV - OFFICERS

SECTION 1. Titles

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

SECTION 2. Election and Term of Office

The President and Vice-President shall be elected by the membership at the annual meeting of the association to serve a term of one year; and the Secretary-Treasurer shall be elected by the membership at the annual meeting of the association to serve a term of one year. The term of each office of each elected officer shall begin at the close of the annual convention at which he was elected, and he shall serve until his successor is elected. No elected officer shall serve for more than one consecutive full term in the same office, except that the Secretary-Treasurer may be elected to three full consecutive terms.

SECTION 3. Removal

Any officer of the association may be removed by a three-fourths (3/4) vote of the Executive Committee present at a duly called meeting whenever in its judgment the best interests of the association 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 Executive Committee 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 next annual meeting.

SECTION 5. President

(a) 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 Executive Committee. He shall be the Chairman of the Executive Committee and shall have the power to appoint all committees except the Executive Committee and to fill all vacancies occurring on any committee. He shall be reimbursed for all necessary expenses incurred in the discharge of his official duties, including such reimbursement as may be fixed by the membership for his attendance at the annual convention of the National Court Reporters Association.

(b) Upon expiration of his term of office, the President shall become an ex-officio member of the Executive Committee for a period of one year.

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 Executive Committee.

SECTION 7. Secretary-Treasurer

The Secretary-Treasurer shall oversee the keeping and production of the minutes of the association and Executive Committee; shall oversee the processing of all notices and membership applications mailed and submitted in accordance with the provisions of this Constitution and Bylaws; shall carry on such correspondence as directed by the President and the Executive Committee; shall ensure the availability for inspection at the annual meeting of the association the minutes of all meetings held during the past year of the association and the Executive Committee; shall oversee the financial books, records and transactions of the association; and shall perform such other duties as from time to time as assigned by the President or Executive Committee.

ARTICLE V - EXECUTIVE COMMITTEE

SECTION 1. Governing Body

The policy-making and governing body of the association shall be known as the Executive Committee, which shall have overall supervision, control, and direction of all the business, professional, and fraternal affairs of the association.

SECTION 2. Composition

The Executive Committee shall be composed of the duly elected officers of the association and four (4) members to be elected at the annual meeting of the association from the Professional (or Retired

Professional) membership at large. The immediate past president of the association shall serve as an ex-officio and non-voting member of the Executive Committee.

SECTION 3. Term

The four elective members of the Executive Committee shall serve for a period of two years or until their successors are duly elected and qualified. Terms of non-elective members shall be coincident with service in their respective offices.

SECTION 4. Meetings

The Executive Committee shall hold a meeting preceding the opening of the annual meeting of the association, at such time and place as shall be determined by the President. Additional meetings as deemed necessary may be called by the President, or by the written request of a majority of the members of the Committee, provided that written notice is sent to each member of the Committee at least ten days prior to such meeting.

SECTION 5. Quorum and Voting

(a) A quorum shall consist of three-fourths (3/4) of the full voting membership of the Executive Committee.

(b) Except where otherwise specifically required by the Constitution and Bylaws, a simple majority vote shall govern. No member shall vote by proxy.

(c) The members of the Executive Committee 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 action by the Committee between Committee meeting by mail ballot. Action taken by mail or electronic mail ballot by a majority of all voting members of the Committee shall constitute a valid action and shall be so reported to the membership.

SECTION 6. Vacancies

(a) Any elective-member vacancies on the Executive Committee which occur between annual meetings of the association shall be filled by appointment by the President, with the approval of the Executive Committee. Any such appointment shall be effective only until the next annual meeting of the association, at which time the vacancy shall be filled by election.

(b) If the immediate past president is deceased, physically incapacitated, or unwilling to serve in the capacity of ex-officio member of the Executive Committee, then the next most recent president shall serve in his stead.

SECTION 7. Removal

Any director of the Association may be removed by a three-fourths (3/4) vote of the Executive Committee present at a duly called meeting whenever, in its judgment, the best interests of the Association would be served thereby.

ARTICLE VI - NOMINATIONS AND ELECTIONS

SECTION 1. Nominating Committee

(a) As soon as practicable after assuming office, the President shall appoint a nominating committee of five (5) Professional Members for the nomination of officers and elective members of the Executive Committee.

(b) A member of the nominating committee shall not hold elective office in the association at the time of appointment to the nominating committee.

SECTION 2. Duties

The nominating committee shall meet at least sixty (60) days prior to the annual meeting of the association and shall nominate one or more nominees for offices to be filled and report the committee nominations to the President and Secretary.

SECTION 3. Preparation of Slate of Nominees

(a) The Secretary-Treasurer shall inform the members of the association of the slate of nominees for offices to be filled as presented by the nominating committee at least thirty (30) days prior to the annual meeting of the association.

(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. Members of the nominating committee may participate in any meeting by conference telephone call or mail and such participation shall constitute presence in person at such meeting.

(c) In addition to the slate of nominees submitted by the nominating committee, nominations may be made from the floor at the annual meeting of the association.

(d) No individual shall be a candidate for more than one office.

(e) The Nominating Committee may recommend to the membership that an alternate board member be named along with the slate of nominees to attend the board meetings and to fill in as a voting member in the event one of the board members is absent.

SECTION 4. Election Procedures

(a) The voting members shall elect the officers and elective members of the Executive Committee at the annual business meeting of the association.

(b) If there shall be two candidates for an office, the person receiving the largest number of votes shall be elected. In the event there are three or more candidates for an office, and if a majority vote of the members present and eligible to vote is not received by any candidate for such office, there shall be a run-off election between the two candidates receiving the largest number of votes.

ARTICLE VII - DUES AND CHARGES

SECTION 1. Annual Dues

(a) The annual membership dues shall increase no more than 10% in any given year. The actual dues for the ensuing year shall be fixed by the Executive Committee as soon as practicable after the annual meeting of the association. Annual dues shall be payable as of March 1 of each year.

Annual dues for Associate Members shall be fixed at three-fourths (3/4) of the full membership dues figure.

Annual dues for Retired Members shall be fixed at one-fourth (1/4) of the full membership dues figure.

Annual dues for Student Members shall be fixed at one-fourth (1/4) of the full membership dues figure.

Honorary Members shall be exempt from payment of dues.

(b) Any member whose dues remain unpaid as of June 1 of the current fiscal year shall be suspended from all privileges of membership, subsequent to notice being given. Notice of nonpayment shall be sent by May 1, stating that membership will be suspended on June 1 if payment is not received. Any member suspended for nonpayment of dues may be reinstated at any time prior to August 1 upon payment of the full year's dues.

(c) Memberships of those members who are under suspension for nonpayment of dues on August 1 shall be terminated. A member whose membership has been terminated for nonpayment of dues may be reinstated upon fulfilling the current requirements for membership.

(d) Payment of dues shall entitle a member to a subscription to the official publication of the association.

SECTION 2. Proration of Dues

The current year's dues for any application accepted for membership in the association after October 1 shall be reduced fifty percent (50%) for that year.

SECTION 3. Other Charges

The Executive Committee shall be empowered to assess to the membership such other charges as may be rendered necessary by the duly authorized social, fraternal, business, educational, and legislative activities of the association.

ARTICLE VIII - STANDING AND SPECIAL COMMITTEES

SECTION 1. Legislative Committee

(a) The President shall annually appoint a Legislative Committee of five (5) members, the chairman of which shall be a Professional Member.

(b) The duties of the Legislative Committee shall be to monitor all legislative matters affecting court reporters; to promote actively the adoption, amendment, and maintenance of proper laws securing recognition of and proper compensation for court reporters; and to oppose legislation determined by the association to be inimical to its interests. To this end the committee is empowered to use the name of the association in presenting views to committees, legislative bodies, or others.

SECTION 2. Committee on Constitution and Bylaws

The President shall annually appoint a Committee on Constitution and Bylaws, to suggest amendments thereto as it may consider appropriate and to make recommendations to the Executive Committee regarding amendments proposed by committees or members of the association.

SECTION 3. Special Committees

The President shall annually appoint such other committees, of such composition as may be deemed expedient, as shall from time to time become necessary for the furtherance of the purposes of the association.

ARTICLE IX - MEETINGS AND VOTING

SECTION 1. Meetings and Voting

(a) There shall be an annual business meeting of this association at which elections and other business will be accomplished, to be held at such time and place as determined by the Executive Committee. Notice of said meeting shall be given to all members not less than sixty(60) days prior to the date thereof.

(b) Mid-Year Meeting

The Executive Committee shall be authorized to call a mid-year meeting and shall determine the time and place of any such meeting called.

(c) Special Meetings

Special Meetings of the association may be called by the Executive Committee at any time, or shall be called by the President upon receipt of a written request specifying the reason for such meeting signed by five percent (5%) of the voting membership. At such special meeting, no business shall be transacted except as specified in the 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 2. Voting

At any meeting of the association, only voting members shall have the right to vote. Votes shall be cast in person only. Voting by proxy shall not be permitted. Mail balloting of the membership on any issue shall be permitted when such action is authorized by a three-fourths (3/4) vote of the Executive Committee.

SECTION 3. Quorum

Upon the convening of any regularly scheduled or special meeting of the association, a quorum shall consist of twenty-five percent (25%) of those voting members registered for said meeting provided that no less than twenty (20) members are present.

SECTION 4. Business at Annual Meeting

(a) If any member or members shall feel aggrieved by any action or decision of the Executive Committee, such action or decision of the Executive Committee may be appealed to the membership at the annual meeting of the association by filing with the Secretary-Treasurer at least thirty (30) days prior to such meeting a written statement of such complaint signed by at least five (5) members. The complaint shall set forth the action or decision of the Executive Committee complained of and a brief statement of the reasons for the complaint, together with a motion for the action or decision requested by such members. Such complaint, statement, and motion shall be read by the Secretary-Treasurer at the business meeting, and if such motion is adopted by a two-thirds (2/3) vote of the members present and eligible to vote, it shall be binding upon the Executive Committee to act accordingly.

(b) The latest published and released edition of "Roberts Rules of Order" shall be the official parliamentary guide for all business sessions when they are not in conflict with this Constitution and Bylaws or rules adopted by the association in meeting assembled or the Executive Committee.

SECTION 5. Business and Interim

Any member or members of the association desiring to submit a motion or resolution between a special meeting, mid-year meeting, or annual meeting of the association shall submit said motion in writing along with the signature of at least three (3) members of the association, together with a brief written statement in support of the motion, with the original copy to go to the President, who shall submit it at once to the Executive Committee for its action, with a copy to the Secretary-Treasurer. An affirmative vote of a majority of the members of the Executive Committee present at the meeting on such motion or resolution shall be necessary in order to declare the same carried or adopted; otherwise the same shall be declared denied.

ARTICLE X - AMENDMENTS

SECTION 1. Originating Proposed Amendments

Any member of the Executive Committee, or any standing or special committee, or any three voting members may propose an amendment to this Constitution and Bylaws. Such proposed amendment shall be submitted to the Secretary-Treasurer and to the Committee on Constitution and Bylaws.

SECTION 2. Procedure and Action on Proposed Amendments

This Constitution and Bylaws may be amended, altered or repealed by the affirmative vote of two-thirds (2/3) of the membership present and eligible to vote at any annual meeting of the association, provided notice of such amendment, alteration, or repeal, with the text thereof, has been filed with the Secretary-Treasurer not less than sixty (60) days before the date of the meeting at which the proposed amendment, alteration, or repeal is to be considered, and notice duly given by the Secretary-Treasurer to all members of the pendency of such proposed alteration, amendment, or repeal at least thirty (30) days before such meeting.

SECTION 3. Revisions of Amendments at Annual Meeting

Any proposed amendment which has not been filed with the Secretary-Treasurer and of which written notice has not been given the membership may be submitted at the annual meeting of the association and shall be adopted upon receiving a unanimous vote of all members present and eligible to vote at such annual meeting.

ARTICLE XI - ADMINISTRATION

SECTION 1. Administrative and Professional Services

The Executive Committee, by majority vote, may appoint personnel or entities to provide administrative and/or professional services to the association, as finances may allow. The Executive Committee may renew such appointment but shall not obligate the association to any appointment in excess of one year.

Persons or entities appointed for administrative and/or professional services shall report directly to the Executive Committee, or a committee as the Executive Committee may direct. No person providing such services may be a member of the Executive Committee or an employee of any member of the association.

ARTICLE XII - DISTRIBUTION OF ASSETS

The association shall use its funds only to accomplish the purposes specified in the Constitution and Bylaws, and no part of such funds shall inure or be distributed to the members of the association. On dissolution of the association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations, to be selected by the Executive Committee, in which no member of the Executive Committee has a personal or financial interest.

ARTICLE XIII - MISCELLANEOUS

SECTION 1. Interpretation of Constitution and Bylaws

The Executive Committee shall be the final authority on the interpretation of this Constitution and Bylaws.

SECTION 2. Wording

Wherever 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" and "her."

SECTION 3. Previous Constitution and Bylaws Superseded

All provisions of the previous Constitution and Bylaws of the Colorado Court Reporters Association are hereby replaced by the provisions hereof.

July 26, 2010