



CONSTITUTION AND BYLAWS

As Amended July 19, 2013.

CONSTITUTION

ARTICLE I: The name of this Association shall be the Oklahoma Court Reporters Association.

ARTICLE II: Objects: The object of this organization shall be to unite in fellowship the shorthand reporters of the state of Oklahoma, to secure the benefits resulting from organized effort, to secure the enactment of just and equitable laws upon the subject of shorthand reporting and shorthand reporters and to procure the establishment and maintenance of a proper standard of efficiency and of professional ethics and a better understanding on the part of the public of the service of shorthand reporters.

ARTICLE III: Officers: The officers of this Association shall be a President, a President-Elect, a Vice President, a Legislative Chairman, a Secretary-Treasurer, the Immediate Past President, all of whom shall be elected at the annual meeting of the Association in the manner and form as prescribed by the Bylaws.

ARTICLE IV: Board of Directors: The business of this Association shall be conducted by a Board of Directors consisting of the officers mentioned in Article III, and at least two (2) Directors but no more than five (5) Directors, who shall be elected in the manner and form prescribed by the Bylaws. The President shall act as the Chairman of the Board of Directors.

ARTICLE V: Bylaws: This Association shall be governed by the provisions of a code of Bylaws to be adopted simultaneously with this Constitution.

ARTICLE VI: Amendments: This Constitution may be altered, amended, or repealed by a two-thirds (2/3) vote of the members present at any meeting of the Association, provided that thirty (30) days notice of said meeting stating the time, place, and purpose of voting on the proposed alteration, amendment, or repeal, together with a copy thereof, shall have been furnished to the membership of the Association by the Secretary-Treasurer.

ARTICLE VII: This Association shall be affiliated with the National Court Reporters Association.

BYLAWS OF
OKLAHOMA COURT REPORTERS ASSOCIATION

(An Oklahoma Non-Profit Corporation)

ARTICLE I

Offices and Fiscal Year

Section 1.01. Registered Agent and Office. The registered agent of the corporation shall be Pamela L. Hartwick and the registered office of the corporation shall be 321 Park Avenue, Room #818, Oklahoma City, Oklahoma 73102, until otherwise established by a vote of a majority of the Board of Directors in office and a statement of such change is filed in the manner provided by statute.

Section 1.02. Fiscal Year. The fiscal year of the corporation shall be from July 1 to June 30.

ARTICLE II

Non-Profit Purpose

Section 2.01. Purposes. The Corporation is formed for exclusively the purposes of uniting in fellowship the shorthand reporters of the state of Oklahoma, to secure the benefits resulting from organized effort, to secure the enactment of just and equitable laws upon the subject of shorthand reporting and shorthand reporters, and to procure the establishment and maintenance of a proper standard of efficiency and of professional ethics and a better understanding on the part of the public of the service of shorthand reporters. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(4) of the Internal Revenue Code of 1986 and any subsequent amendments or regulations pertaining thereto.

Section 2.02. Stock. The Corporation shall not have the power to issue any shares of stock.

ARTICLE III

Section 3.01. Membership and Dues. All persons who are now members of the Oklahoma Court Reporters Association and those who shall hereafter become members and whose membership shall not have been suspended or revoked as hereinafter provided shall constitute the membership of this Association. No member whose dues have not been paid in full for the then current year shall be entitled to vote or to hold office.

Section 3.02. Qualification of Membership. Membership in the Association shall be open to all Certified Shorthand Reporters, duly certified under the laws of the State of Oklahoma; and those shorthand reporters who are employed as official reporters in the various courts of the State of Oklahoma; and any other practicing shorthand reporter recommended by a Certified Shorthand Reporter.

Section 3.02(a). Associate Membership. Associate membership may be granted to any teacher of court reporting within the state of Oklahoma or to a student of court reporting within the State of Oklahoma or any other person whose field of expertise is directly related to court reporting upon application for such membership and payment of annual dues.

Section 3.03. Application for Membership. Application for membership or Associate membership in the Association shall be made to the Secretary-Treasurer on such form as the Board of Directors may prescribe and to be accompanied by the amount of the first year's dues. The Secretary-Treasurer shall, upon receipt of an application for membership, notify the members of the Board of Directors that such application has been received, summarizing in such notice the information contained in the application. The President may appoint a Membership Chairperson to perform these duties in lieu of the Secretary-Treasurer. The members of the Board of Directors at their next meeting shall approve or disapprove said application.

Section 3.04. Dues. The annual dues shall be the sum proposed by the OCRA Board of Directors and approved by a majority vote

of the Members, as defined in Section 3.05(a) (1), (2), and (3), present at the annual business meeting. Dues shall be due and payable to Oklahoma Court Reporters Association on the 1st day of January of each year, and any member whose current dues remain unpaid on the 15th of February shall be suspended from membership by the Secretary-Treasurer. Anyone who wishes to join OCRA after the 15th of February shall submit an application for membership to the Secretary-Treasurer accompanied by the amount of the annual dues and a late fee, to be fixed by the Board of Directors.

Section 3.05. Membership. There shall be four types of membership in this Association, and that shall be (1) Member, (2) Retired Member, (3) Associate Member, and (4) Honorary Member. The Retired Members, Associate Members, and Honorary Members shall be entitled to all privileges of membership except voting and holding office.

Section 3.05(a). Member is defined as a person who is a Certified Shorthand Reporter under the laws of the State of Oklahoma; and,

(1) Any shorthand reporter who is not certified under the laws of the State of Oklahoma but who is employed in the capacity of an official reporter in one of the court or commissions of the State of Oklahoma; and

(2) Any shorthand reporter who is not certified under the laws of the State of Oklahoma and whose application is signed by a Certified Shorthand Reporter in good standing with this Association, and approved by the Board of Directors; and

(3) All persons who have been members of the Association prior to the amendment set forth, and in good standing, shall continue to be eligible as long as they pay their dues and remain paid members.

Section 3.05(b). Retired members shall be individuals who were in good standing at the time of their retirement from active reporting.

Section 3.05(c). Associate members shall be an individual who is a teacher of shorthand in the state of Oklahoma or a student aspiring to be a court reporter in the state of Oklahoma or any other person whose field of expertise directly relates to court reporting.

Section 3.05(d). An honorary member shall be a person who has attained the high rank in the reporting profession as a practitioner, as

an author of shorthand literature, or as a benefactor of the profession but who is not in the active practice of shorthand reporting, and upon recommendation of the Board of Directors, may be elected to Honorary membership at any annual meeting by a majority vote of the members present.

Any member of this Association who retires from the active practice of shorthand reporting and who at the time of such retirement is a member in good standing and who has been in the active practice of shorthand reporting at least twenty-five (25) years may automatically be elected to honorary membership in this Association. Members may make nominations for honorary membership to the Board of Directors at any time before the annual meeting. Such honorary membership shall at once cease in the event that such person returns to the active practice of shorthand reporting.

ARTICLE IV

Officers and Board of Directors

Section 4.01. Officers and Directors. The Officers (except the President and the Immediate Past President) and Directors shall be elected by ballot or voice vote or by acclamation by a majority of the members present at the annual meeting. The term of their office shall be for one year, commencing on the first day next succeeding their election and continuing until their successor is elected or appointed as provided by the Bylaws. The President-Elect shall automatically succeed to the office of President at the completion of the President's term of office.

Section 4.02. Meetings. The Board of Directors shall hold at least two (2) meetings annually. A member may participate in any meeting via conference call or video conference, and such participation shall constitute presence in person at such meeting. A quorum shall consist of one-half of the voting members of the Board of Directors.

Section 4.03. Resignation, Vacancies, Removal. A member of the Board of Directors may resign upon presenting a written resignation to the President, and the resignation shall become effective

upon acceptance by the Board of Directors.

Vacancies on the Board of Directors among the Directorships may 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 voting members.

Any director or officer may be removed by a three-fourths (3/4) vote of the Board of Directors at a meeting at which a quorum is present whenever in its judgment the best interests of the Association would be served hereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.04. Duties of Officers and Directors. The President, except when necessarily absent, shall preside at all meetings of the Association and shall conduct the proceedings according to the established rules of parliamentary procedure. The President shall be a member of the Board of Directors; shall have power to appoint all committees, and to fill vacancies occurring in such committees, with the approval of the Board of Directors; shall use all reasonable means to promote and advance the objects for which this Association is formed. At the annual meeting, the President shall submit an address detailing the events following the last preceding annual meeting and containing such recommendations for the future welfare of this Association as he/she shall deem wise. The President shall perform such other duties as shall be required of him from time to time by vote of the Association or the Board of Directors.

The President-Elect shall perform all duties as may be prescribed by the president. If there is a vacancy for any reason in the office of the president, the President-Elect shall succeed to that office immediately and shall have all of the powers and perform all of the duties of said office.

If there is a vacancy for any reason in the office of the President-Elect, the Vice President shall succeed to that office immediately and shall have all of the powers and perform all of the duties of said office.

The Secretary-Treasurer shall be a member of the Board of Directors and shall be the secretary thereof. The Secretary-Treasurer shall keep the minutes of all meetings of the Association and of the Board of Directors.

The Secretary-Treasurer shall keep his records in such manner as the Board of Directors shall prescribe, and shall submit the same for examination by the Board of Directors at all reasonable times when required by the Board to do so. At the annual meeting in each year, the Secretary-Treasurer shall submit to the Association a written report of the activities of his office. The Secretary-Treasurer shall make such recommendations as he/she may deem proper; shall lay before the Association such matters as the Board of Directors desires to bring to the attention of the Association. He/she shall perform such other duties as are usually incident to the office of secretary and as the Association or the Board of Directors may from time to time require of him. All the necessary expenses of his office shall be paid by the Association out of its funds.

The secretary will also act as treasurer, and such office shall be known as Secretary-Treasurer. He/she shall collect all monies due to the Association and shall deposit such funds in a proper depository in the name and to the credit of the Association. He/she shall receive and audit all bills due and owing by the Association and, if found proper and correct, upon approval by the President, shall pay the same by signing the check. He/she shall keep the books and records in such manner as the Board of Directors shall prescribe and shall submit the same for examination by the Board of Directors at all reasonable times when required by the Board to do so. He/she shall keep an accurate record of all monies received and disbursed by him in such manner and form as may be prescribed by the Board of Directors and at all reasonable times shall submit a statement of the financial conditions of the Association to the President or the Board of Directors, and at all reasonable times shall submit his books to an auditing committee appointed by the President prior to the annual meeting.

At the annual meeting in each year, he/she shall submit to the Association a written report of the activities of his office and of the amounts of money received and disbursed by him, of the balance on hand to the credit of the Association, and of all assets and liabilities of the Association and within his knowledge. He/she shall perform such other duties as are usually incident to the office of treasurer and as the Association or the Board of Directors may from time to time require of him. All the necessary expenses of his office shall be paid by the Association out of its funds. He/she shall be bonded for the full amount of monies contained in the treasury.

The Board of Directors shall have supervision over all of the affairs of the Association and it shall exercise all authority and powers not otherwise vested by the Constitution and Bylaws, including the power to levy special assessments. The Board of Directors shall comprise the committees on grievances. The Board of Directors shall appoint the committee on legislation, except for the chairman of such committee, who is elected.

At the annual meeting each year, there shall be elected a President-Elect for the following term of office of President. The President-Elect shall be a member of the Board of Directors for the year preceding his taking the office of president.

ARTICLE V

Committees

Section 5.01. Committee on Grievances. The Board of Directors shall compose the committee on grievances. The committee on grievances shall receive all complaints duly filed with it against any member for unprofessional conduct, provided the complaint be in writing, plainly and specifically setting forth the matter complained of and subscribed by the complainant.

If the committee be of the opinion that the matters alleged in any complaint received by it are of sufficient importance, it shall cause a copy of such complaint to be served upon the member complained of. Not less than thirty (30) days notice of the time and place of hearing shall be served on both the complainant and the respondent. The answer or defense to such complaint must be in writing. At the hearing, each party and his witnesses shall be heard by the committee. After the hearing, a summary of the evidence and a report of the findings and recommendations of the committee shall be drawn up and presented by the Secretary-Treasurer at the next meeting of the Association. If, upon presentation of such report to the meeting, the charge or charges in the complaint shall be sustained by a two-thirds (2/3) vote of those present, the member charged may be reprimanded, suspended, or expelled at the option of the Association.

The proceedings of this committee shall be deemed secret and confidential except for the official report to the Association by the Secretary-Treasurer.

Section 5.02. Committee on Legislation. The committee on legislation shall consist of a chairman and four members, all of whom shall be appointed by the Board of Directors at its first meeting following the annual meeting and serve until their successors are appointed, with the exception of the chairman of such committee who shall be elected by the membership and who shall serve the same term as the committee. The committee on legislation shall keep actively in touch with the activities of the legislature with regards to the proposal, adoption, amendment, or repeal of all laws affecting the profession and shall present the views of the Association expressed by resolution or otherwise at any meeting of the Association or by the Board of Directors in the interim between meetings to committees of the legislature, legislators, and others who may be directly or indirectly concerned. The committee shall make immediate report to the President and to the Secretary-Treasurer of all contemplated or pending legislation in any way affecting the interests of the profession or the Association. The chairman of the committee shall be a member of the Board of Directors. Vacancy in the committee shall be filled by the President with approval of the Board of Directors.

The committee on legislation shall also serve as a public relations committee by making known to public bodies, to public officials, and to the general public the attitude and position of the Association and shall publicize matters tending to the general welfare of the Association or its members.

Section 5.03. Other Committees. The President shall in his discretion appoint all standing committees such as the nomination committee, membership committee, freelance committee, official reporters committee, sound recording committee, etc., except the legislation committee which shall be appointed by the Board of Directors, the chairman of such committee to be elected and also to be a member of the Board of Directors.

ARTICLE VI

Section 6.01. Distribution of Assets. The Association shall use its funds only to accomplish the purposes specified in the Articles of Incorporation and Bylaws, and no part of such funds shall inure or be distributed to the members of the Association. On dissolution of the Association, the funds remaining shall be distributed to one or more regularly organized or qualified charitable, educational, scientific, or philanthropic organizations to the selected by the Board of Directors.

ARTICLE VII General Provisions

Section 7.01. Annual Meetings. The annual meeting of the Association shall be held at such time and place as may be designated by the Board of Directors. The quorum for any annual meeting of the voting members for which notice has been duly given shall consist of those voting members present at said meeting, provided that no fewer than ten voting members are present.

Section 7.02. Other Meetings. Meetings other than the annual meeting of the Association may be called at any time by the President. The Secretary-Treasurer shall call a meeting upon the written request of fifteen or more members. The quorum for any meeting, other than the annual meeting, of the voting members for which notice has been duly given shall consist of those voting members present at said meeting, provided that no fewer than ten voting members are present.

Section 7.03. Notice of Meetings. Notice of the annual or other meetings shall be sent by postal mail or email to all members of the Association by the secretary-treasurer at least thirty (30) days prior to said meeting.

Section 7.04. Expulsion. Any member may be suspended or expelled for unprofessional or unethical conduct after having been found guilty thereof by the method of procedure described herein.

Section 7.05. Amendments. The Bylaws may be altered, amended, or repealed in accordance with the provisions of Article VI of the Constitution.