

BYLAWS
HARRIS COUNTY OFFICIAL COURT REPORTERS ASSOCIATION

ARTICLE I – NAME AND LOCATION

Section 1. The name of this organization is the HARRIS COUNTY OFFICIAL COURT REPORTERS ASSOCIATION.

Section 2. The offices of the Association will be located at 201 Caroline Street, Houston, Texas 77002 in the county of Harris, Texas, or such other place as the Board of Directors may from time to time determine.

ARTICLE II – OBJECTIVES

The objectives of this Association are:

1. To advocate for the fair and just compensation of Official Court Reporters employed by Harris County and any workplace issues, including scheduling, employment of Deputy Court Reporters, and general employment practices as they arise.
2. To develop and encourage high standards of personal and professional conduct among official court reporters.
3. To conduct and cooperate in courses of study for the continuing education of official court reporters; to hold meetings and conferences for the mutual improvement and education of its members.
4. To disseminate information relative to the functions and accomplishments of official court reporters.
5. To cooperate with federal, state and local government for the good of the community and the official court reporting profession.

SUBJECT TO PRIOR APPROVAL OF THE BOARD OF DIRECTORS, THE ASSOCIATION MAY TAKE A POSITION AND EXPRESS AN OPINION ON ISSUES DIRECTLY AND GENERALLY AFFECTING COURT REPORTING AS SUCH.

The Association may not engage, participate, or intervene in any activities not permitted by an organization exempt from federal income tax. The Association may not endorse, contribute to, work for, or otherwise support or oppose a candidate for public office unless otherwise allowable by law. The assets and income of the association may not be distributed to or benefit the trustees, directors, officers, or other individuals, except that the Association is authorized to pay reasonable compensation for services rendered.

ARTICLE III – MEMBERSHIP

Section 1. Definition of Membership

Membership shall consist of active and retired Official Court Reporters and Deputy Court Reporters in Harris County, Texas. All Professional Members admitted to membership in the Association in the manner prescribed herein shall constitute the voting membership of the Association, excepting any person whose membership has been suspended or revoked by order of the Board of Directors.

Section 2. Classes of Membership:

- (a) Professional
- (b) Associate

Section 3. Qualifications for Professional Membership

Any person who is an Official Court Reporter in Harris County, Texas, using a system of shorthand or stenographic machine which employs the use of written symbols or letters, or any person who is a realtime voice writer, and who is a holder of a current Certified Shorthand Reporter certificate issued by the Supreme Court of the State of Texas, shall be eligible for Professional Membership. Said person must solely use the method of shorthand by which the CSR test was passed.

Section 4. Qualifications for Associate Membership

Any Deputy Court Reporter, using a system of shorthand or stenographic machine which employs the use of written symbols or letters, or any person who is a realtime voice writer, and who is a holder of a current Certified Shorthand Reporter certificate issued by the Supreme Court of the State of Texas, or Retired Official Court Reporter interested in the advancement of the court reporting profession and the advancement of the goals of the Harris County Official Court Reporters Association shall be eligible for Associate Membership.

Section 5. Membership Privileges:

- (a) Any person accepted as a Professional Member will be entitled to all privileges of membership, including voting, nominating, and holding office;
- (b) Any person accepted as an Associate Member will be entitled to all privileges of membership except voting, nominating, and holding office.

Section 6. Membership Application Procedure

Any person desiring membership in the Association must make written application accompanied by the membership fee as prescribed herein or authorization to deduct such membership fee from the member's paycheck, and state in the application that applicant possesses the qualifications herein above required. Application must be filed with the Board of Directors.

Section 7. Removal

Members of any classification may be removed from membership by a majority vote of the Board of Directors, for any cause.

ARTICLE IV – ORGANIZATIONAL STRUCTURE

Section 1. Organization

To achieve the objectives of the Association, the Board of Directors, consisting of all officers and directors, may, at its discretion, establish organizational units such as committees to serve the special interests of the court reporting profession.

The Board of Directors shall supervise, control and direct the affairs of the Association, its committees and publications; shall determine its policies or change therein; shall actively execute its objectives and supervise the disbursement of its funds; may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

ARTICLE V – FEES AND CREDENTIALS

Section 1. Establishment of Dues

Professional members shall pay annual dues in the amount set by the Board of Directors at the January meeting.

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Associate members may obtain a nonvoting membership by paying annual dues in an amount set by the Board of Directors.

Section 2. Payment of Dues

The annual dues in lump sum or an authorization to deduct such dues from the member's paycheck shall accompany the application for membership. If paid in lump sum, such dues shall be paid by January 31 of each year.

Section 3. Delinquency and Cancellation

Any member of the Association who shall be delinquent in dues shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, if such delinquency is not corrected within fourteen (14) days of being notified of the delinquency.

ARTICLE VI – MEETINGS OF MEMBERS AND VOTING

Section 1. General Meetings

A. Notice of General Meeting

Notification of any general meeting of the Association at which official Association business is to be transacted may be given by the Association's email or other means at each member's address as it appears on the books of the Association at the time such notice is given, at least ten (10) days prior to such meeting. Notice of the General Meeting shall contain a tentative agenda of the items to be discussed and/or acted up at the General Meeting.

B. Time of Meeting

General meetings shall be held not less than two times per year. Unless notice is provided otherwise, a general meeting shall be held on each of the second Thursday of March and the second Thursday of September.

Section 2. Annual Meetings

An annual meeting shall be held each year on the second Thursday of January. At such annual meeting, the Association shall transact such business as shall be included in the notice and agenda for the meeting. Written notice of the place, date and time of each annual meeting shall be delivered via the Association's email or other means, at each member's address as it appears on the books of the Association at the time such notice is given.

Section 3. Special Meetings

Special meetings of the Association may be called by the President, one (1) Director, or 10% of the Professional Members at any time, with no less than twenty-four (24) hours' notice. The notice of the Special Meeting shall be delivered via the Association's email or other means, at each member's address as it appears on the books of the Association at the time such notice is given, and shall contain, in addition to the place, date and time of the Special Meeting, a brief description of the item(s) to be considered and acted upon at the Special Meeting.

Section 4. Quorum of Members

A quorum shall consist of 30% the Professional Members in good standing with the Association, being present, or represented through written proxy, at said meeting. All actions taken by said members must be ratified by the Board of Directors. The Board of Directors must act based upon the majority vote of said members in good standing present at said meeting and those represented by written proxy.

Section 5. Voting

At all meetings of the Association, except Board of Director meetings, each Professional Member shall have one (1) vote and may take part and vote in person or by proxy, using such form as prescribed by the Board of Directors, signed by the Professional Member, including through DocuSign or other electronic means. Unless otherwise specifically provided by these Bylaws, a majority vote of those Professional Members present and voting shall govern.

Section 6. Rules of Order

The meetings and proceedings for this Association shall be regulated and controlled according to Robert's Rules of Order Revised for parliamentary procedure, except as may be otherwise provided by these Bylaws.

ARTICLE VII – OFFICERS

Section 1. Qualifications of Office

The elected officers of this Association shall be a Vice President, Secretary, and Treasurer.

Any Professional Member in good standing shall be eligible for nomination and election to any elective office of the Association.

Each elected officer shall serve as a member of the Board of Directors.

Section 2. Nonelected Officers

The nonelected officers of this Association shall be the President and Past President. However, for the first vote by the Professional Members, the President shall be included as an elected office (officer). Each nonelected officer shall serve as a member of the Board of Directors.

Section 3. Nomination and Election of Officers

The current officers and directors shall serve as the Nominating Committee with the past president serving as the committee chair. The Nominating Committee, acting in accordance with the Bylaws, shall present one nominee for each elective office of the Association, subject to approval by a majority vote of the Board of Directors. Said slate of nominees shall then be published via email with a form for additional nominations, to be returned to the Nominating Committee by November 15.

All nominees shall be presented by the Nominating Committee for vote by the professional members present and voting at the January meeting.

The Initial Directors shall vote and elect all initial officers including President, Vice President, Secretary, Treasurer, and Acting Past President at the Organizational Meeting of the Association.

Section 4. Term of Office

Each elected officer shall hold office from date of installation at the January meeting and shall serve for a term of one (1) year or until a successor is duly elected and installed, unless removed from office in accordance with the Bylaws.

Section 5. Vacancies – Removal

The Board of Directors, by a majority vote, shall appoint a Professional Member to fill a vacancy in any office of the Association except Past President, which shall be filled by any previous Past President.

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An officer who fails to attend two (2) consecutive scheduled Board of Directors meetings may be removed from said office by a majority vote of the Board of Directors.

Each such absence by any officer may be considered as a separate circumstance.

Each officer of the Association may be subject to removal from office by a majority vote of the Board of Directors if such officer is found to be in violation of the HCO CRA Bylaws or the Policies and Procedures.

ARTICLE VIII – DUTIES OF THE OFFICERS AND BOARD OF DIRECTORS

Officers and directors of the Association shall represent the Association in a responsible and appropriate manner and shall perform the duties and responsibilities of the Association as set forth in the Policies and Procedures.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. Qualifications of Office

There shall be (3), or a number determined by the Board that is not less than three (3) and not greater than nine (9) elected Directors of the Association, in addition to the officers.

Any Professional Member in good standing for one year shall be eligible for nomination and election to the Board of Directors of the Association. Prior to the Association being in existence for more than one year, any Professional Member shall be eligible for nomination and election to the Board of Directors.

Section 2. Nomination and Election of Directors

The Nominating Committee, acting in accordance with the Bylaws, shall present one nominee for each Director of the Association, subject to approval by a majority vote of the Board of Directors. Said slate of nominees shall then be published via email with a form for additional nominations, to be returned to the Nominating Committee by November 15.

All nominees shall be presented by the Nominating Committee for vote by the professional members present and voting at the January meeting.

The Initial Directors of the Association shall be established at the Organizational Meeting of the Association.

Section 3. Term of Office

Each Director shall hold office from date of installation at the January meeting and shall serve for a term of three (3) years or until a successor is duly elected and installed, unless removed from office in accordance with the Bylaws.

Section 4. Vacancies/Removal

The Board of Directors, by a majority vote, shall appoint a Professional Member to fill a vacancy of any Director.

A Director who fails to attend two (2) consecutive scheduled Board of Directors meetings may be removed from said office by a majority vote of the Board of Directors.

Each such absence by any Director may be considered as a separate circumstance.

Each Director of the Association may be subject to removal from office by a majority vote of the Board of Directors if such Director is found to be in violation of the HCO CRA Bylaws or the Policies and Procedures.

ARTICLE X – SPECIAL COMMITTEES

The President, with Board approval, shall appoint such other committees, subcommittees or task forces as deemed necessary and are not in conflict with other provisions of these Bylaws. Any Professional Member in good standing may serve on a committee. The duties of such committees shall be prescribed by the Board of Directors.

ARTICLE XI – COMMITTEE REPORTS

The chair of each committee, subcommittee or task force shall prepare a committee report regarding the committee's performance, as requested by the President, for the Board of Directors meetings.

ARTICLE XII – APPROPRIATION OF FUNDS

The Association shall use its funds to accomplish its objectives and purposes for the benefit of the membership at the direction of the Board of Directors.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended, altered, or repealed by a majority vote of the Professional Members in good standing, provided notice of such amendment, alteration or repeal, with the text thereof, has been published in the newsletter, or made available on the website, or provided via the Association's email, not less than thirty (30) days prior to the time the proposed amendment, alteration or repeal is to be considered.

The amendment, alteration or repeal shall take effect immediately upon adoption by a majority vote of the Professional Members in good standing who are present and voting in person or by proxy.

**POLICIES AND PROCEDURES
HARRIS COUNTY OFFICIAL COURT REPORTERS ASSOCIATION**

BOARD OF DIRECTORS

The Board of Directors shall consist of the officers and directors of the Association and be the governing body of the Association.

1. Except for the Initial Directors, directors shall serve for a term of three (3) years or until a successor is duly elected and installed, unless removed from office in accordance with the Bylaws. The terms of the directors shall be staggered so that approximately one-third of the directors are elected each year. Any director may be re-elected to serve consecutive terms of office.
2. The Board of Directors has the power to appropriate for necessary purposes the unappropriated funds of the Association, and to transfer to other accounts unexpected balances of appropriations made by the Association as the needs of the Association shall require.
3. Shall determine the form and manner in which the accounts and records of the Association shall be kept, and may at any time require the Treasurer or any committee, officer, or member having funds of the Association in charge, to render an account of same, and shall have the full power and authority to take all necessary and proper measures for the protection and care of the funds and property of the Association.
4. Shall appoint committees of one or more of its members, and when necessary for proper execution of the work of the Association placed in its charge, may appoint or employ such agents or assistants as may be necessary with prior Board approval by a majority vote.
5. Shall keep a record of all its official acts and submit a report of the Association activities annually to be maintained in the records of the Association.
6. The President or a majority of the Board of Directors shall have the power to call a Board of Directors meeting when the business of the Association shall render it advisable.
7. Each officer and Director shall attend every Board of Director's meeting and HCO CRA sanctioned event and be a member in good standing of HCO CRA.
8. An elected Director may authorize a Deputy Director to act in place of and perform the duties of said elected Director.
9. Officers and Directors shall observe all deadlines as set forth by the presidential calendar and committee schedule.

SECTION I: QUORUM – CALL OF MEETINGS

A quorum of the Board shall consist of a majority of the Board of Directors and any such business transacted shall be valid, providing it is affirmatively passed upon by a majority of those members present at the meeting.

Any Board Member may make a motion or resolution of a matter via email without waiting for a formal Board Meeting. Any matter requiring detailed discussion shall be tabled to the next Board Meeting. The proposed motion or resolution shall be sent to all Board Members in the following form:

“I make the following motion:” (State the motion.)

“Rationale for the proposed motion or resolution:” (State the reasoning.)

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Upon receipt of a second to the motion or resolution, the President shall announce to the Board via email that a second was had and request that at this time everyone vote. All motions and voting shall be sent to each and every Board Member to view.

The motion will be recorded by the secretary in the minutes of the next scheduled meeting of the Board, with the name of each Board Member and their vote.

SECTION II: HCO CRA STATIONERY

HCO CRA letterhead stationery shall be used solely for official Association communication. Those authorized to use HCO CRA stationery are the Officers, Directors, and Committee Chairs of the Association. The President will maintain the HCO CRA Stationery in the President's possession and must approve all correspondence sent out on HCO CRA stationery prior to distribution. Committee Chairs must copy the President and the Board on all HCO CRA correspondence.

SECTION III: BOARD MEETINGS

A regular meeting of the Board of Directors shall be held within ten (10) days before the HCO CRA general meetings at such place as set by the Board.

The Board of Directors shall meet not less than once each quarter. Unless otherwise noticed, such meetings shall be held on the Tuesday before each general meeting.

Unless otherwise restricted by law, the articles of incorporation, or the bylaws, officers and directors may participate in any meeting by means of conference telephone, video communication, or other electronic transmission methods so long as all officers and directors can hear each other and have the capacity to propose or object to specific actions proposed to be taken by the Board of Directors.

Special Board of Director meetings may be called by the President or at the request of at least (1) one officer or director.

Notice of all meetings shall be given to the Board of Directors by email not less than twenty-four (24) hours prior to said meeting being held.

Action taken by ballot by the Board of Directors, in which a majority of the officers and directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board of Directors, if reported at the next regular meeting of the Board.

SECTION IV: BOARD PACKETS

Board members must submit to the President motions or proposed presentations for Director and/or general meetings not less than twenty-four (24) hours before the meeting is held.

SECTION V: EXPENSE REIMBURSEMENTS

All expenses incurred or proposed to be incurred on behalf of HCO CRA must meet one of the following two standards to be reimbursable:

- A) A preapproved budget/spending cap of \$100 is allowed on any expenditure necessary to complete a voted project, with an expense reimbursement request presented in detail to Treasurer for reimbursement; or
- B) If the expenditure was not preapproved by the Board, an expense reimbursement request must be submitted to the entire Board and approved by a majority of the Board before it can be reimbursed. Email is an acceptable forum for the above-mentioned requests.

All committee chairs shall keep an accounting of committee expenses during their tenure to determine if a budget is necessary for the next fiscal year.

SECTION VI: BULLETIN BOARD/WEB SITE

The Association may maintain social media accounts or a website for the use of all HCO CRA members. These forums may contain current legislation information, newsletter(s), and other information as may be deemed useful.

SECTION VII: EMAIL SYSTEM

The Association shall maintain an email account in order to inform its members of meeting dates, speakers, newsletters, legislative emergencies, and other pertinent information. No mass messages may be sent out without prior approval of the Board of Directors.

SECTION VIII: COMMITTEE APPOINTMENTS

The President shall appoint all Committee Chairs and fill any vacancy in any committee for the unexpired term. All immediate past Committee Chairs will serve in an advisory capacity for that committee for a period of one year. This shall not preclude the President from appointing committee members from general membership who express interest in serving on a particular committee.

It is the duty of the committee chairs to submit to the President for approval, within two weeks after their appointment, a slate of proposed members of the committee. Committee Chairs shall have their committees ready to take over by February 1.

SECTION IX: COMMITTEE RESPONSIBILITIES

1. Should be appointed because they are either knowledgeable about or interested in the committee's area of activity;
2. Should know what the specific responsibilities of the committee are;
3. Should know what the Association's practices, Policies and Procedures are;
4. Should know what the past performance of the committee has been;
5. Should know what the reporting procedures to the Board of Directors are;
6. Should establish realistic, attainable goals;
7. Committee Chairs are responsible for completing and maintaining HCO CRA Committee Activity Reports, to be presented in writing one week prior to the regularly scheduled meeting.

SECTION X: DUTIES AND RESPONSIBILITIES OF OFFICERS

Duties and Responsibilities of the President

The President shall:

1. Promote and advance the goals and objectives of the Association as set forth in the Bylaws;
2. Prepare the agenda for all meetings, attend all HCO CRA social functions and preside at such;
3. If available and budget allows, attend a court reporters association's Leadership Conference or Legislative Boot Camp, with HCO CRA paying for travel, room and meals;
4. Conduct proceedings according to Robert's Rules of Parliamentary Procedure and HCO CRA Policies and Procedures;

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5. Serve as the Chair of the Board of Directors and serve as a member with the right to vote on all committees except the Nominating Committee. The President will not vote on matters before the Board unless to break a tie;
6. Appoint any special committees and fill any vacancy in any committee for the unexpired term;
7. Provide newsletter editor an article for the column titled "President's Message" and meeting information (i.e.: guest speaker, topic, meeting place, date and time);
8. Perform all duties incidental to the office and such other duties as may be prescribed from time to time by the Association, the Board of Directors or the Policies and Procedures;
9. Notify the Board of Directors of any vacancy occurring in any office by reason of death, resignation, or inability to serve; and recommend a successor to the Board to be appointed and approved;
10. Develop a presidential calendar, including board meetings, association meetings, complete committee chair assignments and presidential goals, and submit to the Board;
11. Serve next term as Past President, fulfilling those duties pertinent.

Duties and Responsibilities of the Past President

The immediate Past President shall:

1. Serve for one (1) year with the same duties and powers as other elected officials;
2. Chair and be the contact person for the Website, including updating new members as provided by Treasurer.
3. Chair the Nominating Committee.

Duties and Responsibilities of the Vice President

The Vice President shall:

1. Become President at the conclusion of the term of office as Vice President. In the event of notification to the Board of Directors of the inability or refusal to serve as President, the Board of Directors will nominate and select a Vice President to take the place to be filled;
2. Chair the Legislative Committee, and shall have responsibility for coordinating the work of the Legislative Committee;
3. Coordinate with Board members and Committee Chairs to provide all HCO CRA files, records and database information to be presented to the incoming board and Committee Chairs to provide appropriate information concerning their duties and responsibilities;
4. Order name badges, stationery, and other necessary supplies for Board members immediately after election. These expenses shall be submitted to the Treasurer for immediate disbursement;
5. Oversee any additions, changes or modifications to the HCO CRA Bylaws and Policies and Procedures;
6. Chair the Student Committee, keeping contact with area schools, working on scholarships and seminars.
7. In absence of President, preside in his/her place at functions.

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Duties and Responsibilities of the Treasurer

The Treasurer shall:

1. Oversee collection of all monies due HCO CRA, duly note receipt of same and deposit funds in a proper depository in the name and to the credit of the Harris County Official Court Reporters Association;
2. Maintain all financial accounts of HCO CRA (checking, savings, and any and all special accounts) in the name and to the credit of the Harris County Official Court Reporters Association;
3. Pay all bills as approved by the Board of Directors in a timely manner;
4. Maintain the Association's general ledger, submitting an income and expense general ledger report, and an income and expense report regarding any special functions/events, at each regularly scheduled HCO CRA meeting.
5. Assist in the formulation and review of an annual budget for program viability;
6. Preserve all financial books and records of HCO CRA, including all authorized expenditures;
7. Handle the transfer of signature cards and appropriate correspondence with the banking institution where HCO CRA does business;
8. Receive Board approval before changing bank accounts and/or banking institutions;
9. Maintain control of the key to the post office box and pick up mail;
10. Chair the Membership Committee pursuant to Article III, maintain the database of Association Members, past, present and new; updating/providing this information via email to the President, for his/her information; the Past President, for updating the website listing; and the Secretary, for updating the email distribution lists.
11. Check Signing Authority – All checks disbursing HCO CRA funds require the signature of the Treasurer.
12. Coordinate with the tax professional hired by the Association to ensure all necessary federal and state tax filings are completed.

Duties and Responsibilities of the Secretary

The Secretary shall:

1. Report meetings and transcribe minutes for each HCO CRA meeting, Director meeting (regular or special), or other meetings which require the taking of minutes;
2. Cause to be made a "motions notebook," numbering and capsulizing motions made, passed and rejected by the Board of Directors to be maintained and delivered to the next Secretary;
3. Maintain all approved resolutions submitted for consideration;
4. Appoint a substitute Secretary to report any meeting, if unable to attend and report said meeting;
5. Minutes of the Board of Directors Meeting will be presented to each Officer and Director thirty (30) days from the date of any Board meeting;

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6. Chair the Newsletter Committee by coordinating the production and distribution of newsletter via email;
7. Chair the Email Committee by keeping an updated member list as provided by the Treasurer, sending out pertinent emails and checking/responding to emails sent to the HCO CRA email account.