

BYLAWS

2010

ARTICLE I. NAME

The name of this Association shall be the "ILLINOIS COURT REPORTERS ASSOCIATION."

ARTICLE II. PURPOSES

The objectives of this Organization shall be:

1. To assume responsibility for leadership and enlightenment of the users of verbatim shorthand reporting of proceedings and of the public regarding the special competency, importance and value of the shorthand reporting system.
2. To promote a broader understanding and acceptance of the qualified shorthand reporter as indispensable to the judicial system of this State.
3. To encourage, establish and maintain high standards of professional education, competence and performance.
4. To promote and encourage the exchange of professional knowledge through discussion, study and publication.
5. To stimulate and encourage the adoption of adequate training and educational facilities and programs for personnel in the field of verbatim shorthand reporting in this State.
6. To promote and maintain just and equitable laws relative to verbatim shorthand reporting.
7. To conduct educational seminars and conferences.
8. To advance the interests and general welfare of the verbatim shorthand reporting profession.
9. To foster professional and social contacts among its members.
10. To promote harmony and a spirit of mutual assistance between the profession of verbatim shorthand reporting and the Courts, members of the Bar, and other consumers in this State.
11. To acquire, preserve and disseminate data and valuable information relative to the functions and accomplishments of verbatim shorthand reporters.
12. To do any and all things that are lawful and appropriate in the furtherance of these purposes as a not-for-profit corporation.
13. To promote compliance with all applicable laws, including antitrust law.

14. To promote and encourage development of realtime reporting skill and ethics to provide communication access pursuant to the Americans with Disabilities Act.

ARTICLE III. OFFICERS - ELECTION AND DUTIES

SECTION 1. OFFICERS

The officers of this Association shall be a President, a President-Elect, a Vice-President, a Secretary, a Treasurer, a Legislative Representative, two Regional Representatives for Region One, and two Regional Representatives for Region Two, and the Immediate Past President of this Association, all of whom shall constitute the Executive Board and, as such, shall have the management and control of this Association.

SECTION 2. QUALIFICATION FOR OFFICERS

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

SECTION 3. ELECTION

The President, President-Elect, Vice President, Secretary, Treasurer, Legislative Representative, and Regional Representatives of this Association shall be elected by secret ballot or, if the candidacies for all offices are unchallenged, acclamation at the Annual Meeting. Officers shall hold their offices for a term of two years, or until their successor is elected or appointed, with applicable term limits as delineated in Sections 5, 6, 7, 8, 9, 10, and 11; and shall assume the duties of their respective offices at the close of the meeting at which they are elected.

SECTION 4. VACANCY AND REMOVAL OF OFFICER

- A. A vacancy in any office, except that of President and President-Elect, shall be filled by the Executive Board. In the event of a vacancy in the office of President, the President-Elect shall assume the office of President until the expiration of the term. In the event of a vacancy in the office of President-Elect, the Vice President shall assume the office of President-Elect until the expiration of the term.
- B. Any officer or representative of the Association may be removed by a three-fourths (3/4) vote of the Executive Board at a meeting at which a quorum is present, whenever in its judgment the best interests of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- C. Vacancies on the board which occur between annual conventions shall be filled by appointment by the Board. Such appointment shall be effective only until the next annual business meeting, at which meeting the vacancy shall be filled by election by the voting members. If the vacancy should occur before the meeting of the Nominating Committee, Article V, Section 3B shall apply. Should the vacancy occur after the meeting of the Nominating Committee, the presiding officer shall entertain nominations for any unexpired term from the floor and the voting members at the annual business meeting shall elect a candidate to fill said vacancy.

SECTION 5. PRESIDENT

The President shall preside at all meetings of this Association and of the Executive Board and shall have general supervision over the affairs of this Association, subject to the approval of the Executive Board.

- A. The President shall be elected to serve one two-year term.
- B. The office of President cannot be challenged in an election. Any election contest must be made at the President-Elect level.
- C. 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.
- D. In the event of a vacancy and subsequent succession, the successor shall be eligible for election pursuant to Paragraph A of this section.

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/her absence, or in the event of his/her inability or refusal 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/her by the President or Executive Board.

- A. President-Elect: The President-Elect shall be elected to serve one two-year term. There will be an automatic succession from President-Elect to President.
 - 1. The office of President-Elect can be challenged in an election.
 - 2. If there is a vacancy for any reason in the office of the 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.
 - 3. In the event of a vacancy and subsequent succession, the successor shall be eligible for election pursuant to Paragraph A of this section.
- B. Vice President: The Vice President shall be elected to serve one two-year term.
 - 1. The office of Vice President can be challenged in an election.
 - 2. In the event of a vacancy and subsequent appointment, the appointee shall be eligible for election pursuant to Paragraph B of this section.

SECTION 7. SECRETARY

The Secretary shall be responsible for keeping the minutes of the meetings of the Association and the Executive Board which shall include a motion log. The Secretary shall not be responsible for keeping minutes of committee meetings. He or she shall perform such other and further duties relating to this Association as may be fixed by the Executive Board.

- A. The office of Secretary shall be limited to two two-year terms.

SECTION 8. TREASURER

The Treasurer shall supervise the Executive Director in the collection and distribution of funds of this Association, as directed by the Executive Board, and shall keep an account in books belonging to this Association, which shall at all times be open to the inspection of any member thereof. The Treasurer shall chair the Budget Committee, which Committee shall be responsible for submitting an annual budget, in cooperation with the Executive Director, to the Executive Board for approval at the beginning of each fiscal year.

At the annual Meeting the Treasurer shall present a complete report in detail showing the financial condition of this Association. The Treasurer shall be bonded in an amount to be determined by the Executive Board with a recognized surety company, which said bond shall be at the expense of the Association.

SECTION 9. LEGISLATIVE REPRESENTATIVE

The Legislative Representative, subject to the approval of the Executive Board, shall supervise all matters pertaining to legislation affecting shorthand reporters, and shall, when occasion demands, appear before committees of the General Assembly in support of proper measures and in opposition to unfair legislation, if any should be attempted. The Legislative Representative shall also supervise the Regional Representatives as legislative liaisons for their Regions and shall serve as liaison with any lobbyist associated with or employed by this Association.

SECTION 10. REGION ONE REPRESENTATIVES

The two Region One Representatives shall be residents of Region One, as such region is hereinafter defined, and shall represent the members of this Association residing in Region One.

- A. For purposes of this Association and bylaws of this Association, Region One is defined as that region of Illinois consisting of the following counties: Boone, Bureau, Carroll, Cook, DeKalb, DuPage, Grundy, Henry, Iroquois, Jo Daviess, Kane, Kankakee, Kendall, Lake, LaSalle, Lee, McHenry, Mercer, Ogle, Rock Island, Stephenson, Whiteside, Will and Winnebago.
- B. The office of Region One Representative shall be limited to two two-year terms to be elected in alternating years.

SECTION 11. REGION TWO REPRESENTATIVES

The two Region Two Representatives shall be residents of Region Two, as such region is hereinafter defined, and shall represent the members of this Association residing in Region Two.

- A. For purposes of this Association and Bylaws of this Association, Region Two is defined as that region of Illinois consisting of the following counties: Adams, Alexander, Bond, Brown, Calhoun, Cass, Champaign, Christian, Clark, Clay, Clinton, Coles, Crawford, Cumberland, DeWitt, Douglas, Edgar, Edwards, Effingham, Fayette, Ford, Franklin, Fulton, Gallatin, Greene, Hamilton, Hancock, Hardin, Henderson, Jackson, Jasper, Jefferson, Jersey, Johnson, Knox, Lawrence, Livingston, Logan, Macon, Macoupin, Madison, Marion, Marshall, Mason, Massac, McDonough, McLean, Menard, Monroe, Montgomery, Morgan, Moultrie, Peoria, Perry, Platt, Pike, Pope, Pulaski, Putnam,

Randolph, Richland, Saline, Sangamon, Schuyler, Scott, Shelby, Stark, St. Clair, Tazewell, Union, Vermilion, Wabash, Washington, Warren, Washington, Wayne, White, Williamson, Woodford.

- B. The office of Region Two Representative shall be limited to two two-year terms to be elected in alternating years.

SECTION 12. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall assume office, when his/her term as President has expired and shall also serve as Chairman of the Nominating Committee. In the event of the re-election of the President, the Immediate Past President shall continue in office for another term.

SECTION 13. EXECUTIVE DIRECTOR

A position of Executive Director shall be established. This position shall be filled by a person or entity chosen by the Executive Board. The Executive Director's position may be filled by an entity or person either connected with or distinct from the Association. The compensation for such position shall be reviewed on an annual basis. The duties of this position shall be as described in the Policies and Procedures of this Association and in the employment agreement to be entered into between the Association and said Executive Director. The Executive Director shall be an ex officio member of all committees. The Executive Director is not a member of the Executive Board and shall have no vote on matters that come before the Executive Board.

SECTION 14. EXECUTIVE BOARD MEETINGS

The Executive Board shall hold at least two meetings annually at such time and place as determined and agreed upon by the President or by the written request of a majority of the members of the Executive Board, provided that written or electronic notice is sent to each member of the Executive Board at least 10 days prior to the meeting. Said meetings may be in person, by conference call or on-line conference. Notice for conference-call or on-line meetings shall be sent at least 3 days prior to the conference-call or on-line meeting. The time and place of all meetings shall be approved by the Executive Board. The presence of six of the eleven Executive Board members shall constitute a quorum necessary to conduct the business of this Association. Notice shall be given to all members of the Association of the place and time of such Executive Board Meetings by publication in the Ad Infinitum. Meeting dates, places and times shall be determined at the beginning of each President's term of office for the calendar year starting the following January.

ARTICLE IV. MEMBERSHIP

SECTION 1. DEFINITION

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

SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

- A. PROFESSIONAL MEMBERSHIP

Any person who meets one or more of the following requirements shall be eligible to become a Professional Member of the Association:

1. Any person who is or hereafter becomes a duly licensed Certified Shorthand Reporter in the State of Illinois under the provisions of the Certified Shorthand Reporters Act of the State of Illinois; or
2. Any person who becomes a recognized Registered Professional Reporter as defined by the National Court Reporters Association.

B. ASSOCIATE MEMBERSHIP

1. Any person who is a teacher of shorthand or shorthand reporting, or anyone connected in an official capacity with a school or college conducting a shorthand reporting course;
2. Any student of shorthand reporting;
3. Any Professional Member in good standing who is no longer in the active practice of shorthand reporting.
4. Any person interested in the preservation, support and advancement of the field of shorthand reporting, but not in any way actively engaged in the verbatim reporting of proceedings, who is not otherwise eligible for membership.

SECTION 3. MEMBERSHIP APPLICATION

Applications for membership, accompanied by the fee prescribed herein in Article IX of the Bylaws, must be submitted to the Executive Director of this Association.

SECTION 4. RIGHTS AND 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 member by these Bylaws.
- B. Only Professional Members whose dues for the current calendar year are paid shall be entitled to vote during that calendar year.
- C. Only Professional Members shall be eligible to hold an elective office.

SECTION 5. EXCLUSION FROM MEMBERSHIP

Upon signed written notification to the Executive Director of this Association of a person's intent not to be a member of this Association, said person shall be excluded from the membership rolls of this Association. Such written notification shall remain in full force and effect unless or until such person gives written notification to the Executive Director of this Association that he/she chooses to be a member of this Association.

SECTION 6. REMOVAL OF MEMBER

- A. Upon recommendation of the Ethics Committee, members of any classification may be removed from membership by the Executive Board for cause by a two-thirds (2/3) vote.
- B. Determination of Cause shall be pursuant to the Code of Ethics of this Association.
 - 1. This cause determination process shall start with the filing of a complaint against said member for violation of the Code of Ethics of this Association.
 - 2. The member complained against shall be advised of the complaint lodged against the member and shall be given reasonable opportunity for defense.
 - 3. Upon a finding by the Ethics Committee that cause for removal exists, there shall be a recommendation for removal of said member made to the Executive Board, which shall then confirm or deny removal of said member.
- C. In the event there is a finding for removal by the Executive Board, the member may appeal the decision of the Executive Board to the Membership at the Annual Convention of the Association, providing that notice of intent to appeal is provided to the Executive Director within 30 days of said decision by the Executive Board.

ARTICLE V. STANDING COMMITTEES

SECTION 1. COMMITTEE APPOINTMENTS

The President shall have the power to appoint such committees as he/she may deem necessary and to define their powers and duties.

SECTION 2. LEGISLATIVE COMMITTEE

The Legislative Representative shall be Chairman of the Legislative Committee; shall carry out the duties of office as set forth in Article III, Section 9; and may request appointment of additional committee members to carry out the duties.

SECTION 3. NOMINATING COMMITTEE

A. MEMBERS OF NOMINATING COMMITTEE

- 1. The Nominating Committee for the nomination of officers of this Association shall be composed of five members, two to be appointed by the President and two to be appointed by the President-Elect, with the Immediate Past President serving as the fifth member of the committee. The Immediate Past President shall be the chairman of the Nominating Committee. A member of the Nominating Committee shall not hold elective office in the Association at the time of appointment to the Nominating Committee.

B. DUTIES OF NOMINATING COMMITTEE

The Nominating Committee shall meet at least 90 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's nominations to the Executive Board. The Nominating Committee's nominations are not subject to approval by the Executive Board.

C. PREPARATION OF THE SLATE OF NOMINEES

The Nominating committee shall file with the Executive Director its report of activities, along with nomination documents and letters of acceptance.

1. Any voting member shall have the privilege of nominating a candidate for each of the offices to be filled by preparing and forwarding to the Chairman of the Nominating Committee a written nomination postmarked no later than the deadline specified on the nomination form, together with pertinent biographical information and a signed letter from each nominee confirming his/her willingness to serve.
2. Any eligible professional member not slated by the Nominating Committee who desires to run for election must file a letter of intention to challenge the slated nominee with the Executive Director at least thirty (30) days prior to the annual business meeting. Such nomination and supporting material shall be posted in the registration area of the annual meeting site prior to the annual meeting.
3. In the event there are no challenges, the nominations will be closed and no further nominations will be accepted.
4. If a contested election is held, the President, with concurrence of the Executive Board, shall appoint an Election Committee Chairman to administer and coordinate the election with the assistance of the Executive Director. The Chairman of the Election Committee shall appoint at least two professional members to assist in the election.
5. No individual shall be a candidate for more than one (1) office.

SECTION 4. MEMBERSHIP COMMITTEE

Subject to the approval of the Executive Board, the President shall appoint a committee to actively solicit the eligible shorthand reporters and other interested parties of the State of Illinois to become affiliated with this Association as members thereof.

SECTION 5. AUDITING COMMITTEE

An Auditing Committee shall be appointed by the President, subject to the approval of the Executive Board, 60 days prior to the annual meeting. This committee shall consist of three members who shall not be officers of this Association. The Auditing Committee shall examine the accounts of the Treasurer, and report upon same at the Annual Meeting. The Treasurer shall submit all financial reports to the Auditing Committee and shall be available to answer any questions that may arise.

SECTION 6. BUDGET COMMITTEE

The Budget Committee shall consist of the Treasurer as Chairperson, President-Elect, and Vice President. The Treasurer shall submit a budget to the other Committee Members no later than the September Board Meeting, for the following calendar year. The Committee shall then make any necessary changes and present the budget to the Executive Board for its adoption.

SECTION 7. CONTINUING EDUCATION COMMITTEE

Subject to the approval of the Executive Board, the President shall appoint at or immediately after each Annual Meeting, a Continuing Education Chairman, who may appoint such committee members as may be deemed necessary, and it shall be the duty of said committee, subject to the approval of the Executive Board, to arrange and conduct not less than one educational seminar and/or conference each year on behalf of this Association.

SECTION 8. OFFICIALS COMMITTEE

The President shall appoint at or immediately after the Annual Meeting the Officials Committee. Said committee shall gather information and report to the Executive Board from time to time as pertains to those members who are employed by government agencies on a full or part-time basis. This Committee shall make recommendations regarding legislative action and/or changes in the rules promulgated by the various courts and/or agencies employing and/or supervising said official reporters. A report by the Committee shall be submitted to the Association concerning their activities annually.

SECTION 9. FREELANCE COMMITTEE

The President shall appoint at or immediately after the Annual Meeting the Freelance Committee. Said committee shall gather information and report to the Executive Board from time to time as pertains to those members who are self-employed in the practice of shorthand reporting on a full or part-time basis. This Committee shall make recommendations regarding legislative action and/or changes in the rules promulgated by the various courts and/or agencies affecting said freelance reporters. A report by the Committee shall be submitted to this Association concerning their activities annually.

SECTION 10. ADDITIONAL COMMITTEES

Additional committees or task forces as deemed necessary by the Executive Board may be appointed at each Annual Meeting or such other times as needed.

ARTICLE VI. MEETINGS AND VOTING

SECTION 1. ANNUAL MEETING

There shall be an Annual Meeting of this Association to be held at a time and place to be fixed by the Executive Board, notice of the time and place of such Annual Meeting to be mailed to each member at least thirty (30) days prior to said Annual Meeting. The location of the Annual Meeting shall be decided by the Executive Board. Publication in Ad Infinitum of the time and place of such Annual Meeting, as outlined above, shall constitute notice to the membership.

SECTION 2. SPECIAL MEETINGS

Special Meetings may be called by the President at any time upon his/her motion and shall be called by the Executive Director upon written request of five members, but no business shall be transacted at such Special Meeting except such as shall have been specified in the notice thereof.

The Executive Director shall give notice to the Membership of the time, place and purpose of the Special Meeting at least 30 days prior to the Special Meeting.

SECTION 3. VOTING MEMBERS

At any meeting of this Association only Professional Members whose annual dues are paid for the current calendar year shall have the right to vote, which vote shall be cast in person. Voting by proxy shall not be permitted.

ARTICLE VII. LIMITATIONS OF LIABILITY

Nothing in these Bylaws shall constitute members of this Association as partners for any purpose. No member, officer, director, representative, agent or employee of this Association shall be liable for the acts or failures to act on the part of any other member, officer, director, representative, agent or employee of this Association, nor shall any member, officer, director, representative, agent or employee be liable for his/her acts or failures to act under these Bylaws except for acts or omissions arising from his/her willful misfeasance.

ARTICLE VIII. AMENDMENTS

These Bylaws shall go into effect immediately after their adoption and may be amended by a two-thirds (2/3) vote of the voting members present at any meeting of this Association, provided notice of the general character of such proposed amendment is mailed to each member not less than thirty (30) days prior to the meeting at which action is to be taken on the proposed amendment. Publication in Ad Infinitum of proposed Bylaws changes, as outlined above, shall constitute notice to the membership.

ARTICLE IX. FEES, DUES, AND CHARGES

SECTION 1. MEMBERSHIP DUES

The dues for membership in this Association shall be as prescribed by the Executive Board and approved by the voting membership. The annual dues shall be due and submitted to the Executive Director each year, except those paid by monthly deductions from wages.

SECTION 2. OTHER CHARGES

Charges for conventions, seminars, conferences, meetings and/or activities conducted or sponsored by this Association shall be determined by the Executive Board.

ARTICLE X. ORDER OF BUSINESS

SECTION 1. AGENDA

To facilitate the transaction of business, the following order of business shall be observed as nearly as possible at each Annual Meeting:

1. Roll call of officers and members.
2. Reading of minutes of previous Annual Meeting.
3. Report of President and Executive Committee.

4. Report of Treasurer and Report of Auditing Committee.
5. Report of standing and special committees.
6. Reading of papers.
7. Unfinished business.
8. New business.
9. Election of officers.
10. Miscellaneous Business

The presiding officer shall have power to change the order of business by two-thirds (2/3) majority vote of the Executive Board members present whenever it shall appear to him or her that the business of this Association will be facilitated by so doing.

SECTION 2. ROBERT'S RULES OF ORDER

The rules contained in Robert's Rules of Order shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of this Association.

ARTICLE XI. CODE OF ETHICS

The Illinois Court Reporters Association Code of Professional Ethics shall be adopted and incorporated herein by reference.

ARTICLE XII. POLICIES AND PROCEDURES

The Illinois Court Reporters Association's Executive Board Policies and Procedures shall be adopted by the Executive Board and incorporated herein by reference.

ARTICLE XIII. DISTRIBUTION OF ASSETS

The Association shall use its funds only to accomplish the purposes specified in the 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 Board.

(AS AMENDED MARCH 10, 1990, SEPTEMBER 26, 1992, OCTOBER 26, 1998, MAY 20, 2000, NOVEMBER 29, 2005, SEPTEMBER 7, 2007, AND April 11, 2008.)