

GEORGIA COURT REPORTERS ASSOCIATION

ARTICLE I – NAME

Section 1

The name of this organization is Georgia Court Reporters Association, a nonprofit organization, hereinafter referred to as the “Association.”

Section 2

The principal office of the Association shall be designated by the President of the Association.

ARTICLE II – OBJECTIVES

The objectives of this Association shall be:

- To be responsible for leadership and enlightenment of court reporters who are licensed by the Georgia Board of Court Reporting or court reporting students who are working toward licensure, and the public within the state of Georgia regarding the skilled competency, importance, and value of Georgia certified court reporters.
- To encourage, establish, and maintain high standards of professional education, competence, and performance of reporters who are licensed by the Georgia Board of Court Reporting in the state of Georgia.
- To promote lawful and proper professional ethics as well as compliance with all applicable laws, including antitrust laws, for reporters who are licensed by the Georgia Board of Court Reporting in the state of Georgia.
- To support and encourage the establishment and maintenance of appropriate training and educational facilities and programs for persons interested in the profession of court reporting as a successful career.
- To promote and encourage development of realtime reporting skills and ethics to provide communication access pursuant to the Americans with Disabilities Act via Communication Access Realtime Translation, CART, captioning.
- To do any and all things that are lawful and appropriate in the furtherance of these purposes.

ARTICLE III - MEMBERS

Section 1 – Definition

Memberships in the Association shall be open to individuals who subscribe to and support the purposes of the Association and who are licensed by the Georgia Board of Court Reporting or court reporting students who are working toward licensure.

Section 2 – Category of Members

The Association shall consist of the following categories of membership:

- a. Participating Members
- b. Student Members
- c. Associate Members
- d. Retired Members

Section 3 – Participating Members

Any person who is a holder of the recognized and valid certification from the State of Georgia and is actively engaged in the practice or instruction of court reporting or captioning, or is employed in the field of CART or broadcast captioning via the same methods shall be eligible to become a Participating Member.

Section 4 – Student Members

Any student who is actively engaged in a court reporting or captioning program for verbatim court reporting and endorsed by an instructor or Director of such program shall be eligible to become a Student Member. Each student shall reapply for student membership annually.

Section 5 – Associate Members

- a. Teachers of court reporting or captioning or anyone connected in an official capacity with a school or college conducting a court reporting course may become an Associate Member.
- b. Any person who is professionally associated with or employed by a member of the Association whose application is endorsed by a Participating Member in good standing may become an Associate Member.
- c. A person who qualifies to be a Participating Member and who resides outside the state of Georgia may elect to apply for Associate membership in lieu of Participating membership.
- d. Each Associate Member shall apply for Associate membership annually.

Section 6 – Retired Members

Any Participating Member in good standing who is no longer in active practice of court reporting or CART/captioning shall, upon filing affirmation of retirement, become a Retired member and shall pay dues as prescribed by the Board of Directors and be entitled to all privileges of a Participating Member.

Section 7 – Privileges

- a. All categories of members shall enjoy the privileges of the Association except where certain privileges are specifically restricted to a specific category of membership in the Bylaws.
- b. Only Participating Members and Retired Members who have been awarded a Georgia court reporters license, whether current or retired, but not revoked, shall be eligible to vote.
- c. Only Participating Members and Retired Members shall be eligible to hold an elected office.

Section 8 – Registry of Members

The Association shall maintain a registry of the membership.

Section 9 – Membership Application Procedures

Application for membership shall be made pursuant to a form prescribed by the Association stating in such form they possess the qualifications required.

Section 10 – Suspension for Nonpayment of Dues

Any member whose dues are 60 days past due shall be suspended, and all privileges of membership shall be terminated. Any member suspended for nonpayment of dues may be reinstated to their prior membership level.

Section 11 – Termination of Membership

Membership in the Association may be terminated for cause by a majority vote of the entire Board of Directors. Sufficient cause for such termination of membership shall be violation of the bylaws or the Georgia Court Reporting Act. No member shall be terminated for cause without the member having an opportunity to be heard in answer to charges as provided in the procedure adopted by the Board of Directors.

Section 12 – Membership Reinstatement

A member in good standing who terminates their membership by resignation may be reinstated to their former category of membership upon payment of their dues. The join date is the date of the prior renewal date if rejoining within 60 days of their lapsed membership.

ARTICLE IV – DUES AND CHARGES

Section 1 – Annual Dues

The actual dues amount for all categories of members shall be fixed annually by the Board of Directors. Such annual dues shall become due and payable upon receipt of the dues renewal invoice.

Section 2 – Other Charges

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

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Governing Body

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

Section 2 – Composition

The Board of Directors shall be comprised of President, Vice President, Secretary, Treasurer, and five Directors. The Executive Committee shall be comprised of the President, Vice President, Secretary, and Treasurer. All members of the Board will be Participating or Retired Members and residents of the state of Georgia.

Best efforts will be made to maintain on the Board of Directors a balanced mix between steno and voice writers.

Section 3 – President

It shall be the duty of the President to preside at all meetings of the Association and to perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors. The President will serve as an ex officio member of all committees.

Section 4 – Vice President

It shall be the duty of the Vice President to perform the duties of the President in their absence or in the event of their inability 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 them by the President or the Board of Directors.

Section 5 – Secretary

The Secretary shall keep minutes of all Association meetings and shall be custodian and responsible for the Official Minutes Books of the Association. The Secretary shall prepare the minutes within 20 days following any such meeting and distribute copies to all Board Members. The Secretary shall serve as the Registered Agent for filing the annual registration with the Secretary of State, unless the Board of Directors approves another authorized agent.

Section 6 – Treasurer

The Treasurer shall be responsible for all funds and securities and financial records of the Association, except as otherwise indicated by the Board of Directors. The Treasurer will present a financial report at the Annual Membership meeting.

Section 7 – Immediate Past President

Upon completion of their three-year term as a Director and having just served a full term as President of the Board of Directors, that Director may serve in a nonvoting advisory capacity as the Immediate Past President of the Association to the Board of Directors. The Immediate Past President shall participate in the Annual Membership meeting.

Section 8 - Directors

The Directors shall serve as committee chairpersons if appointed by the President, assist as needed at conventions, and perform such other duties as may be assigned by the President or the Board of Directors.

Section 9 – Compensation

No Officer or Director of the Association shall receive directly or indirectly any compensation for their services as such Officer or Director. However, expenses incurred or advances made in furthering and accomplishing the objectives for which the Association is formed, if reasonable in an amount and approved and/or authorized by the Board of Directors, shall be paid.

Section 10 – Resignations

An Officer or Director of the Board of Directors may resign upon presenting their written resignation to the President of the Association, and the resignation shall become effective upon acceptance by the Board of Directors.

Section 11 – Removal

Any Officer or Director may be removed by a three-fourths vote of the entire Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby.

Section 12 – Vacancies

- a. If there is a vacancy for any reason in the office of 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 Board of Directors shall appoint a member to perform the duties of the vacated office until the office is filled during the annual election by the Membership.

Section 13 – Election and Term of Office of Directors

- a. The term of each Director shall begin at the first scheduled Board of Directors meeting following the results of the election of Directors by the Membership.
- b. Each term shall be a three-year term for the position of Director.
- c. A Director may be nominated and re-elected for one successive three-year term. At least one year must elapse before an individual may be nominated for election after serving two consecutive terms.
- d. Staggered terms for the Board of Directors will be maintained, and each Director will serve a three-year term. The staggered terms shall become such that in a three-year cycle, three Directors' terms will expire Year 1, three Directors' terms will expire Year 2, and three Directors' terms will expire Year 3.

Section 14 – Election and Term of Office of Executive Committee

- a. The Officers of the Executive Committee shall be nominated by the new Board of Directors at the board meeting before the Annual Membership meeting at which elections of the new Board of Directors are to be announced.
- b. Directors for the Officer positions shall be elected by the Board and shall take office immediately.
- c. Offices shall be for one-year terms, and the Director can be voted in for another one-year term.

Section 15 – Board Meetings

- a. The Board of Directors shall hold at least six meetings annually at such time and place as determined by the Board of Directors.
- b. Additional meetings of the Board of Directors may be called by the President or by written request of a majority of the members of the Board of Directors, provided that a written notice or email is given to each member of the Board of Directors ten days prior to the meeting.
- c. Board meetings will be conducted under *Robert's Rules of Order*.

Section 16 – Quorum and Voting

- a. A quorum shall consist of one half of the full voting membership of the Board of Directors.
- b. Unless otherwise specifically provided by the Bylaws, a majority vote shall govern.
- c. The members of the Board of Directors may participate in any meeting by teleconference or videoconference, and such participation shall constitute presence in person at such meeting.
- d. The President may request action by the Board between meetings of the Board by email or other electronic means. Any action taken by an email vote must seek ratification with a majority vote at the next Board meeting.

ARTICLE VI – NOMINATIONS AND ELECTIONS

Section 1 – Preparation of the Slate of Nominees

- a. Any member eligible to vote shall have the privilege of nominating a candidate to fill upcoming open Director positions by forwarding to the Chair of the Nominating Committee a written nomination no later than 45 days prior to the election. The written nomination should include pertinent biographical information.
- b. The Chair of the Nominating Committee shall announce the slate of nominated Directors to the members of the Association, along with pertinent biographical information for each nominee, no later than 15 days prior to the election.
- c. During the election process following the close of nominations and/or in the event additional candidates are needed to fill the vacancies open on the Board of Directors, the Chair of the Nominating Committee shall announce and schedule a meeting to entertain nominations for that vacancy. Nominees shall indicate a willingness to serve to the Chair of the Nominating Committee and then be approved by those members attending the Nominating Committee meeting and brought to the Board of Directors for a vote.

Section 2 – Voting

- a. Only active Participating and Retired Members in good standing with the Association are eligible and shall have the right to vote for the Directors on the Board of Directors. A member is considered active as soon as payment of their dues is approved.
- b. Each voting member is entitled to one (1) vote. Dependent upon the voting method that the Board of Directors approves, a vote may be cast orally, in writing, or by electronic transmission. Directors shall be elected by a majority vote of the members entitled to vote. Voting by proxy shall not be permitted.

ARTICLE VII – MEETINGS

Section 1 – Annual Meeting

An Annual Membership meeting of the Association, whether virtual or in person, will be held for the purpose of hearing the financial condition of the Association and announcement of the election of Directors. Selection of the date and site of the meeting shall be approved by the Board of Directors. Notice of said meeting shall be given to all Members no less than 20 days prior to the date of the meeting.

Section 2 – Special Meetings

Special meetings of the Membership may be called upon seven days' notice by the Board of Directors. Special meetings of the Membership may be called upon a petition of 10 members, filed with the President. The Board of Directors shall call such special meeting upon due notice to the Membership. Such notice shall state the purpose of the meeting. The meeting shall take place not less than 10 or more than 30 days from the date of receipt of petition. The meeting may be held by teleconference or videoconference allowing all participating members to hear each other and participate.

Section 3 – Quorum

Participating Members present who, as of the record date, represent 10 percent of all members entitled to vote at an annual or a special meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

Section 4 – Voting

- a. Only active Participating and Retired Members in good standing with the Association are eligible and shall have the right to vote at the election or special meetings of the members and on such matters as the Board may bring before the members. A member is considered active as soon as payment of their dues is approved.
- b. Each voting member is entitled to one (1) vote. Dependent upon the voting method that the Board of Directors approves, a vote may be cast orally, in writing, or by electronic transmission. When an action is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by the Association.

ARTICLE VIII – EXECUTIVE STAFF

The Board of Directors shall have the authority to employ an Executive Director and/or administrative staff to undertake such duties, responsibilities, and authority as may be delegated by the Board of Directors. The duties, services, term, obligations, compensation, evaluations, and other appropriate matters shall be negotiated by the Board of Directors.

ARTICLE IX – COMMITTEES

Section 1 - Standing Committees

The standing committees of the Association are the portal through which Participating Members can interact directly with Association business. Each standing committee shall hold a minimum of four meetings a year. The President shall annually appoint the chair of each standing committee described below:

- a. **Legislative Committee** – The duties of this committee include studying and recommending to the Association for appropriate action the adoption, amendment, and maintenance of proper state laws relating to or affecting court reporters, to be promoted by the Association and the aims of the Association; further, to pursue and, wherever possible, solve the legal and procedural problems that confront reporters; further, to act as liaison between the Association and those agencies of government and judiciary with court functions. This committee shall report to the Association its possible solutions to problems facing reporters. Only Board-approved proposed legislation recommended by this committee shall be submitted to the Legislature as GCRA-proposed legislation.
- b. **Website / Social Media Committee** - The duties of this committee include overseeing the website and social media platforms.
- c. **Testing/Education Committee** – The duties of this committee include engaging in activities to raise the educational and professional qualifications of the members of the Association, as well as administer the Georgia Licensing Exam (GLE).
- d. **Membership Committee** – The duties of this committee include securing properly qualified members to the Association and create opportunities for membership engagement.
- e. **Court Reporting as a Career Committee** - The duties of this committee include promoting court reporting and captioning as a career to the public and educational communities.
- f. **Student Mentoring Committee** – The duties of this committee include engaging in activities of benefit to students of court reporting and captioning. This committee shall include at least one Student Member.
- g. **Nominations Committee** – The duties of this committee include implementing the process of nominating and election of Directors to the Board of Directors by action of the Membership prior to the Annual Membership meeting.

- h. ***Bylaws Committee*** – The duties of this committee include proposing such amendments which, in its judgment, are deemed necessary to coordinate and simplify the Bylaws to be referred to this committee before publication. This committee shall keep current all revisions, amendments, and deletions to the Bylaws.

Section 2 – Special Committees

Special committees may be appointed by the President as needed.

ARTICLE X – FISCAL YEAR

The fiscal year of the Association shall be January 1 through December 31.

ARTICLE XI – LIMITATIONS OF LIABILITY AND INDEMNIFICATION

Section 1 – Limitation of Liability

Nothing herein shall constitute members of the Association as partners for any purpose. No member, Officer, Director, agent, or employee of the Association shall be liable for the acts or failure to act on the part of any other member, Officer, Director, agent, or employee of the Association; nor shall any member, Officer, Director, agent, or employee be liable for their act or failure to act under these Bylaws except for acts or omissions arising from willful misfeasance.

Section 2 – Indemnifications

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

ARTICLE XII – PARLIAMENTARY AUTHORITY

Section 1

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order as they are needed to supplement the parliamentary authority.

Section 2

The Board of Directors shall be the final authority on the interpretation of these Bylaws.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended or repealed and new or restated bylaws may be adopted upon the affirmative vote of a majority of the Directors at any Board meeting, provided at least 10 days' written notice is given to the Directors then in office of intention to alter, amend, or repeal, or to adopt new or restated bylaws at such meeting and the notice sets forth the terms of the proposal.

ARTICLE XIV - GENERAL POWERS AND DUTIES

The business, property, and affairs of the Association shall be managed by its Board. It is the responsibility of each Director to act in good faith solely in the best interest of the Association and not for the personal or professional interest of the individual serving as a Director. It is the responsibility of each Director to adhere to the fiduciary duties and duties of care and loyalty owed to the Association.

ARTICLE XV CONFLICTS OF INTEREST

- a. All Directors shall disclose annually to the Board any possible conflicts of interest, using the Association's Conflict of Interest reporting form. Any possible conflicts of interest that arise during the year shall be disclosed promptly using the reporting form.
- b. No Director will serve on a committee of the Association which is considering a proposal from an organization of which the Director is an employee, director, officer, elected official, shareholder, independent contractor, agent, or otherwise closely affiliated, or participate in discussion of the proposal at any Board meeting or any committee, or vote on that proposal at any Board meeting or any committee. When such a proposal is being considered and/or acted upon, the Director must be absent from the room.
- c. Other conflicts of interest standards shall be adopted by the Board and maintained in the Policies and Procedures Manual of the Association. All conflicts of interest standards shall be strictly adhered to by all Directors.

ARTICLE XVI – DISTRIBUTION OF ASSETS

The Association shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of such funds shall inure or be distributed to the members of the Association.

ARTICLE XVII – DISSOLUTION

Section 1

The Association may be dissolved upon vote by a majority of all voting members of the Association present at a meeting or by teleconference or videoconference where dissolution is proposed and a quorum is present. Notice of proposed dissolution shall be given to all members of the Association 30 days prior to such meeting.

Section 2

Upon a successful vote for dissolution of the Association, the authorized Registered Agent shall file all appropriate dissolution papers with the applicable government entities. Following settlement of all outstanding expenses, the Treasurer shall distribute the liquidated assets of the organization to such philanthropic, educational, scientific, or court reporter-related association as prescribed by the Board of Directors in which no member of the Board of Directors has a financial interest.

Amended February, 2025