

WCRA BYLAWS
CONSTITUTION AND BYLAWS OF
WISCONSIN COURT REPORTERS ASSOCIATION, INC.
RESTATED AND REVISED SEPTEMBER 29, 2007

ARTICLE I

NAME, PURPOSE

1. **Name.** The name of this corporation is WISCONSIN COURT REPORTERS ASSOCIATION, INC., A/K/A WCRA.
2. **Definition(s).**
 - (a) Verbatim reporter is a person who captures the spoken word by the use of either
 - (i) stenographic symbols, manually or by stenographic machine; or
 - (ii) their own voice.
 - (b) Broadcast captioner is a person who provides simultaneous translation and display of spoken words by the use of either
 - (i) stenographic symbols and realtime software; or
 - (ii) their own voice and realtime software.
 - (c) Communication Access Realtime Translation (CART) provider is a person who provides realtime translation by the use of stenographic symbols or their own voice as an aid to communication for people who are deaf or hard of hearing.
 - (d) Verbatim reporter, broadcast captioner, and CART provider are all hereinafter referred to as The Profession or Practitioners of The Profession.
3. **Purpose.** The purposes of this Association shall be:
 - (a) To assume responsibility for leadership and enlightenment of The Practitioners of the Profession and of the public regarding the special competency, importance, and value of The Practitioners of the Profession, and to promote the technologies of The Profession over alternative reporting methods.
 - (b) To promote a broader understanding of the role of The Practitioners of the Profession.

- (c) To apply the knowledge and experience of verbatim reporters, working in cooperation with the bench and bar, toward the upgrading and improvement of the criminal and civil justice system, in order that the public good may best be served, and to promote a broader understanding within the profession of the responsibility of a verbatim reporter to participate actively in the achievement of this objective.
- (d) To apply the knowledge and experience of broadcast captioners toward the upgrading and improvement of the field of broadcast captioning, in order that the public good may best be served, and to promote a broader understanding within the profession of the responsibility of a broadcast captioner to participate actively in the achievement of this objective.
- (e) To apply the knowledge and experience of CART providers toward the upgrading and improvement of the field of CART in order that the public good may best be served, and to promote a broader understanding within the profession of the responsibility of a CART provider to participate actively in the achievement of this objective.
- (f) To encourage, establish, and maintain high performance standards of The Practitioners of The Profession.
- (g) To promote lawful and proper professional ethics, professional education, and competence, as well as compliance with all applicable laws, including antitrust laws, by the Practitioners of The Profession.
- (h) To adopt a Code of Ethics consistent with that of the National Court Reporters Association (hereinafter NCRA) and professional standards as guidelines for members.
- (i) To stimulate and encourage the establishment and maintenance of appropriate training and educational facilities and programs for persons interested in The Profession and to promote The Profession as a career choice.
- (j) To stimulate and promote the recruitment and mentoring of potential students interested in The Profession.
- (k) To cooperate with federal, state, and local governments, their agencies, and other organized groups for the benefit of the public and The Profession.

- (l) To conduct educational seminars and conferences relating to The Profession.
- (m) To further the exchange of professional knowledge and to disseminate accurate information with respect to The Profession.
- (n) To advance the interests and general welfare of The Profession.
- (o) To promote and encourage development of ethics and realtime reporting skills to provide communication access pursuant to the Americans with Disabilities Act.
- (p) To promote and encourage pro bono services by members.
- (q) To do any and all things which are lawful and appropriate in the furtherance of these purposes.

ARTICLE II

MEMBERSHIP

1. **Regular Member.** Any person who is skilled and primarily engaged in The Profession shall be eligible to become a Regular Member.
2. **Beginning Member.** Any person who has graduated from an NCRA or NVRA approved training program shall be eligible within twelve months of graduation to become a Beginning Member.
3. **Associate Member.** The following are eligible to become Associate Members:
 - (a) Any instructor of The Profession or anyone connected in any official capacity with a school or college offering courses in The Profession.
 - (b) Any person actively engaged in transcribing, scoping, or proofreading for Practitioners of The Profession.
 - (c) Any other person who is interested in the preservation, support, and advancement of The Profession.

(d) Associate Members shall not vote or hold office.

4. Student Member.

(a) Any student enrolled in a training program approved by NCRA or NVRA shall be eligible to become a Student Member. Such student shall file a written membership application confirming they have met the required qualifications and containing the written endorsement of the instructor or director of their program.

(b) Student Members shall not vote or hold office.

5. Honorary Member.

(a) Any person who has attained high rank in the reporting profession as a practitioner of the art of verbatim reporting, broadcast captioning, and/or CART, as an author of verbatim reporting, broadcast captioning, and/or CART literature, or as a benefactor of the profession but who is not in the active practice of verbatim reporting, broadcast captioning, and/or CART, upon recommendation of the Board of Directors and with the consent of the person recommended, may be elected an Honorary Member, by two-thirds of the Regular Members at the Annual Fall Business Meeting.

(b) Honorary Members shall not vote, hold office, or be required to pay dues.

6. Special Lifetime Member.

(a) Upon submission of a membership application, any Regular Member who has paid dues consecutively for a period of twenty years may become a Special Lifetime Member and receive without charge all communications which may be sent generally to members of the Association. A Special Lifetime Member may continue to be active in The Profession.

(b) Special Lifetime Members shall not vote, hold office, or be required to pay dues.

(c) A Special Lifetime Member may resume Regular Member status upon submission of a membership application and payment of

dues at least two weeks prior to any regularly scheduled meeting.

7. Membership Application and Approval Procedures.

- (a) A candidate for membership as a Regular Member, Beginning Member, or Associate Member shall file a written application confirming that they have met the required qualifications specifically outlined and containing the written endorsement of one Voting Member.
- (b) The class of membership to which an individual is entitled shall be determined by the Board.
- (c) Each application for membership must be accompanied by the appropriate dues as fixed by the Board of Directors for such class, if any is required.
- (d) In the event an application for membership is rejected, the current year's dues shall be returned to the applicant.
- (e) A rejected applicant may appeal the Board's decision pursuant to Article XVI.

8. Privileges.

- (a) All classes of members shall enjoy the privileges of the Association except where certain privileges are specifically restricted in this Constitution and Bylaws.
- (b) All members may attend meetings of the Association and participate in any debates at such meetings. Only Regular and Beginning Members shall be eligible to vote or submit motions at such meetings.

9. Termination of Membership.

- (a) Membership in the Association may be terminated for cause. Sufficient cause for such termination of membership shall be the violation of this Constitution and Bylaws, any lawful agreement, rule, policy or practice properly adopted by the Association; conviction or final adjudication of liability for any violation of the antitrust laws; or any other conduct prejudicial to the Association. A terminated member may

appeal the Board of Directors' decision pursuant to Article XVI.

- (b) A member may also be terminated without hearing for nonpayment of dues and/or assessments, as outlined in Article III, Section 3.

ARTICLE III

DUES AND ASSESSMENTS

1. **Dues.** Each member of the Association shall pay as annual dues such sum as shall be fixed by the Board of Directors for the respective class of membership. The annual dues for Regular, Beginning, Associate, and Student Members are due and payable annually on a date as determined by the Board and approved by the voting membership.
2. **Assessments.** The Board shall have the power to levy assessments upon all members from time to time as may be necessary for the proper conduct of the business of the Association.
3. **Unpaid Dues or Assessments.** When the dues and/or assessment of any member remain unpaid for two months after they become due, the treasurer shall notify the member that unless payment is made within one month, the member's name shall be removed from the roll of members.
- 4.

ARTICLE IV

BOARD OF DIRECTORS

1. **Composition of the Board (hereinafter Board).** The Association's Board is comprised of eleven Voting Members, as follows:
 - (a) Four Officers of the Association (President, President-Elect, Secretary, Treasurer), who shall be elected in odd-numbered years.
 - (b) Six Directors, three of whom shall be elected in odd-numbered years and three of whom shall be elected in even-numbered years.

(c) The Immediate Past President of the Association (IPP).

2. **General Powers.** The property, affairs, and business of the Association, including financial management and the establishment of dues and assessments, shall be under the management of the Board.

3. **Elections.**

(a) Elections shall be held during the Business Meeting of the Fall Annual Meeting of the Association.

(b) A slate of qualified candidates will be submitted by the Nominating Committee to the Board. The Board will recommend a list of qualified members from the submitted slate. In addition to the recommended list, nominations may come from the floor, provided such nominations are seconded by Voting Members. Any Voting Member is eligible for nomination by the Nominating Committee or from the floor. A Director or Officer shall be elected by a majority vote of the Voting Members present.

(c) Present means in person or, if previously specified by the Board, by video conference, on line or telephone connection at the time the vote is taken or by other methods.

5. **Terms of Office.** Directors shall be limited to a maximum of three consecutive two-year terms unless a Director moves into an Officer position, at which time the three consecutive two-year term begins again. Officers shall be limited to a maximum of three consecutive two-year terms in any one position. The IPP term shall be limited to two years.

6. **Nominating Committee.** The Nominating Committee shall consist of the President, President-Elect, Immediate Past President (or designated Director pursuant to 8 below, who shall serve as Chair of the Committee, and the following three persons appointed by the President: One standing committee chairperson and two Voting Members appointed at large and who are not Officers, Directors, or committee chairpersons. The Nominating Committee shall submit to the Board a slate of qualified candidates.

7. **Resignation.** An Officer or Director may resign at any time by filing a written resignation with the Secretary, except the Secretary will file a written resignation with the President.
8. **Removal by Members.** Any Officer, Director, or IPP may be removed at any time at any Regular or Special Meeting of the membership of the Association by simple majority vote of the qualified members present, as defined in Article IV 3(c). The decision of the membership is final.
8. **Vacancies.** If a vacancy occurs in a Director or IPP position for any reason, a replacement shall be appointed by the Board to fill the unexpired term. (See Article V, Section 7, relating to Officer vacancies.)
9. **Meetings of the Board.**
 - (a) The Board shall meet for two Annual Meetings at the same place as the two annual Meetings of the membership.
 - (b) The Board may meet at Special Meetings which may be called by the President or at the request of four or more of the Board members. The person or persons authorized to call Special Meetings may fix any place for holding such meetings.
10. **Notice for Meetings of the Board.**
 - (a) Section 9(a) shall constitute sufficient notice for the two Annual Meetings of the Board.
 - (b) Notice of all Special Meetings of the Board shall be made in person, mailed or e-mailed to the Officers, Directors, and IPP at least three days prior to the time fixed for the meeting, except that by order of the President and unanimous consent of all the Board Members a Special Meeting of the Board may be held without notice at any time and place. All notices of Special Meetings shall state the purpose thereof. Notice by telephone or e-mail communications shall be deemed personal notice.
11. **Quorum.** The Board may act by majority vote at any properly noticed meeting where a quorum is present as defined in Article IV 3(c). A quorum shall consist of six Board members unless

the act of a greater proportion is required by law, the Articles of Incorporation, or this Constitution and Bylaws.

12. **Conduct of Meetings.** The President shall serve as chairperson of the Board and preside at all meetings. In the absence of the President, the order of succession is as follows: (1) President-Elect; (2) IPP; (3) Treasurer; (4) A Board member designated by the Board.
13. **Compensation.**
 - (a) **Services.** No member of the Board shall receive compensation for services rendered in such capacity to the Association.
 - (b) **Expenses.** Reasonable and necessary expenses personally incurred by Board members while attending to the business of the Association shall be paid by the Association in accordance with the Policy and Procedures Manual adopted by the Board or upon written request and approval by the Board.

ARTICLE V

OFFICERS

1. **Officers.** The Officers of the Association are President, President-Elect, Secretary, and Treasurer.
2. **Duties.** The duties of the Officers will be those usually attached to such offices and such other duties as may be assigned to them from time to time by the Board or imposed by any public law or described in the Policy and Procedures Manual adopted by the Board of Directors.
3. **Elections.** Officers shall be elected during odd-numbered years by the membership at its Annual Fall Business Meeting. The President-Elect shall assume the office of President at the close of the election. However, if the President-Elect assumes the office of President due to a vacancy, the President-Elect shall fill the unexpired term of the President and shall have the option to fill out the term of President to which s/he would have automatically ascended based on election as President-Elect.

4. **Resignation.** An Officer may resign at any time by filing a written resignation with the Secretary, except the Secretary will file a written resignation with the President.
5. **Removal by Members.** An Officer may be removed at any Regular or Special Meeting of the Association by simple majority vote of the qualified members present, as defined in Article IV 3(c). The decision of the membership is final.
6. **Removal by the Board.** If the Board has cause to believe that an Officer is incapable of fulfilling his/her duties and the Officer does not resign, the Board may remove such Officer by a two-thirds vote of the Board present, as defined in Article IV 3(c). Such action may be taken at any Regular Meeting of the Board or at a Special Meeting called for that purpose. The removed Officer may appeal pursuant to Article XVI.
7. **Vacancies.**
 - (a) A vacancy in the office of President shall be filled by the President-Elect pursuant to Article V, Section 3;
 - (b) A vacancy in the office of President-Elect shall be filled by the Voting Members at the next regular meeting of the Association;
 - (c) If a vacancy in the offices of Secretary or Treasurer occurs, the President may designate a current Board member to fulfill the duties of the vacant office until the next Regular meeting of the Voting Members at which time a new Secretary or Treasurer shall be elected to fill the unexpired term.
8. **Assistant Secretary and Assistant Treasurer.**

Nothing in these Bylaws shall be construed to prevent the Board, in the exercise of its discretion, from appointing one or more Assistant Secretary/Treasurer who, under the supervision of the Secretary/Treasurer, shall carry out the detailed secretarial and financial duties of the Association and perform such other duties as the Board or its President or Secretary or Treasurer may direct. It shall not be a requirement that the Assistant Secretary or Treasurer be a member of the Association or the Board; and such Assistant Secretary or Treasurer shall hold the

position upon such terms and conditions as the Board may prescribe.

9. **Executive Director, Employees, and Compensation.**

The Board of Directors may employ or contract for and set the compensation of an Executive Director and/or lobbyist and any other person(s) as necessary to carry out the business of the Association.

ARTICLE VI

EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the Officers, the Immediate Past President (or designated Director pursuant to Article IV 8 above), and any Executive Director employed under Article V 9 above. All members shall be voting members except any Executive Director.
2. **Meetings and Quorum.** The Executive Committee will meet from time to time at the call of the Chair, who shall be the President of the Association. Three voting members present at an Executive Committee meeting shall constitute a quorum for the conduct of business. Meetings may be conducted by telephone or other media.
3. **Tie Votes.** In the event of a tie vote, the vote of the President shall be determinative. If the President is not available, the matter shall be tabled until the next Special Meeting of the Board called pursuant to Article IV 10(b) referring to Notice.
4. **Notice.** Notice of all Executive Committee meetings shall be given to all Executive Committee members in person, by mail, or e-mail at least three days prior to the time fixed for the meeting, except that by order of the President and unanimous consent of all the Executive Committee members a Special Meeting of the Executive Committee may be held without notice at any time and place. All notices of Special Meetings shall state the purpose thereof. Notice by telephone or e-mail communications shall be deemed personal notice.
5. **Powers and Duties.** The Executive Committee is empowered to exercise all powers of the Board in intervals between meetings of

the Board except that the Executive Committee shall have no authority to amend Bylaws or adopt rules and regulations governing nominations and/or elections.

6. **Reporting Requirement.** The Executive Committee is required to report all actions taken to the full Board at the Board meeting next following any such actions.

ARTICLE VII

FINANCES

1. **Indebtedness.** No indebtedness shall be incurred except by authority of the Board or as adopted by the Policies and Procedures Manual and not in excess of the monies reasonably available or in the treasury.
2. **Accounting.** All monies shall be paid directly to the Treasurer or Assistant Treasurer and shall be accounted for by them. The Treasurer shall render an annual financial statement of the receipts and expenditures and shall be prepared to give an account of the finances of the Association at any time during the fiscal year upon the request of the Board.
3. **Fiscal Year.** The fiscal year of the Association shall be the same as the calendar year.
4. **Care of Funds.** The funds of the Association shall be deposited in such bank or trust company within the State of Wisconsin as the Board shall designate and shall be withdrawn only upon check or order of the Treasurer or such other Officer or Officers as the Board may designate.
5. **Bonding.** The Board may procure or require surety bonds covering the Association and/or any of its Officers and employees. The cost of any bonds procured or required by the Board shall be paid by the Association.

ARTICLE VIII

COMMITTEES AND TASK FORCES

1. The Board shall be empowered to appoint or establish the procedure for the appointment of committees and task forces, which shall have the powers and duties set forth by the Board.
2. The Board shall enlarge, assign projects, and declare policy for said committees and task forces.
3. The following shall be Standing Committees of the organization:

Legislation
Reporting Practices and Professional Standards
Public Relations
Membership
Student Committee
Distinguished Service Award
Lifetime Achievement Award
Conventions
Nominating

ARTICLE IX

MEMBERSHIP MEETINGS

1. **Annual Meetings.** The Annual Spring and Fall Membership Meetings of the Association shall be held at such date, time, and place as may be designated by the President or the Board upon written notice of the date, time, and place being sent to each member of the Association at least thirty days before the time of the meeting. Annual Meetings shall be held for the purpose of transacting such business as may come before the meeting.
2. **Special Meetings.** Special Meetings of the Association may be called at any time by the President or Board on their own motion, or shall be called by the Secretary upon the written request of twenty-five or more members, specifying the purpose thereof. Notice shall be sent by the Secretary to each member of the Association specifying the time, place, and purpose of such Special Meeting at least fifteen days before the date of said meeting, and no business shall be transacted at any Special Meeting except as specified in the notice thereof.

3. **Quorum.** At all Regular and Special Meetings of the Association twenty-five members shall constitute a quorum for the transaction of business.
4. **Voting.** At every meeting of members each Regular, and Beginning Member shall be entitled to one vote, which vote must be cast in person as defined in Article IV, Section 3(c).
5. **Conduct of Meetings.** The conduct of meetings shall be the same as required by Article IV 12.

ARTICLE X

DISSOLUTION

Upon dissolution, the assets of the Association remaining after payment of all its obligations shall be distributed to a succeeding organization or an organization having similar objectives and tax-exempt status under the appropriate Section of the United States Internal Revenue Code, as amended.

ARTICLE XI

PARLIAMENTARY PRACTICE

In all matters of parliamentary practice "Robert's Rules of Order" as amended shall be used as authority.

ARTICLE XII

RULES AND REGULATIONS

The Board shall be empowered to formulate and adopt as supplementary to this Constitution and Bylaws, but not inconsistent therewith, such rules and regulations as may be deemed essential to the proper conduct of this Association and to change the same to suit needs and conditions upon a majority vote of the Directors present at any Annual or Special Meeting of the Board at which a quorum is present.

ARTICLE XIII

INTERPRETATION OF CONSTITUTION AND BYLAWS

1. The Board shall be the final authority on the interpretation of the Constitution and Bylaws. Nothing in any Article of this Constitution and Bylaws, or in any provision of the Code of Professional Ethics, shall be construed to require or permit the Association or any of its committees or task forces to participate or advise in any way, formal or informal, in the setting of rates or charges for the profession, except for rates established by statute, rule, or order of court.

ARTICLE XIV

AMENDMENTS

These Bylaws may be amended or repealed by a two-thirds vote of those present, as defined in Article IV 3(c), at any General or Special meeting provided that (1) notice of such amendment or repeal with the text thereof has been filed with the Secretary not less than 45 days before the date of the meeting at which the proposed amendment or repeal is to be considered; and (2) notice is duly given and a copy thereof provided to all members of the pendency of such proposed amendment or repeal not less than 30 days preceding the date of such meeting. Such amendment or repeal shall take effect immediately after its adoption. Amendments from the floor at such meetings, if properly seconded and approved, will be effective.

ARTICLE XV

INDEMNIFICATION AND INSURANCE

1. **Indemnification.** The Association shall indemnify and hold harmless, to the maximum extent permitted by law, each Director, Officer, and employee (whether salaried or not) while acting within the scope of their official duties, as well as any volunteer while acting at the direction of a Director, Officer, or a professional and/or managerial staff person of the Association, from and against any claims, liabilities, settlements, costs, or expenses arising out of any action taken or omitted by such person on behalf of the Association; provided, however, that such person must have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association; and, with respect to any criminal action or

proceeding, such person must have had reasonable cause to believe the conduct in question was lawful.

2. **Insurance and Funding.** The Board may authorize the purchase of insurance on behalf of any of its Directors, Officers, employees, and volunteers, against any liability asserted against or incurred by any such person which arises out of such person's status as a Director, Officer, employee, or volunteer or out of acts taken in such capacity, whether or not the Association would have the power to indemnify and hold harmless such Director, Officer, employee, or volunteer against that liability under law. Such indemnification shall be limited to the proceeds of any such insurance policy that may be purchased and any additional Association funds that may be available for such purposes.

ARTICLE XVI

APPEALS

1. For any appeal authorized by these Bylaws, an Appeals Committee shall be formed consisting of three Members: One designated Board Member, one WCRA Member designated by the appellant, and one WCRA Member designated by the other two Committee Members.
2. The decision of the Appeals committee will be final and binding.

ARTICLE XVII

SAVING CLAUSE

1. If any part of these Bylaws shall be determined to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected thereby.

*These Restated Bylaws have been amended and approved by
unanimous vote of the membership:
This 29th day of September, 2007*

*Karlye A. Canfield, WCRA Secretary
Bylaw Committee Members Laurie Ahlin and Sheila Shambaugh*