

# SAN FRANCISCO OFFICIAL COURT REPORTERS ASSOCIATION

## BYLAWS

### ARTICLE I - NAME AND PURPOSE

The name of this association shall be the San Francisco Official Court Reporters Association (hereinafter referred to as "Association.")

The purpose for which this Association is formed shall be to represent official and pro tempore court reporters who work in the California Superior Court in the County of San Francisco.

### ARTICLE II - MEMBERSHIP

#### 1. Qualification:

Membership in good standing shall include official and pro tempore court reporters who hold a valid California Certified Shorthand Reporter's License and work in the California Superior Court in the County of San Francisco.

#### 2. Voting Rights:

Each member in good standing shall be entitled to one vote on all matters before the membership.

#### 3. Monthly Meetings:

The Monthly Meetings of the members of this Association shall be held upon call of the Board of Directors at such hour and place as may be designated by the Board of Directors.

#### 4. Special Meetings, Notices and Quorum:

Provisions of these Bylaws governing the Board of Directors shall apply here and govern special meetings, notices and quorum requirements for the membership.

5. Validation of Transactions:

The transactions of the members of this Association occurring at any meeting, however called or noticed, shall be as valid as though duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each member not present signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof.

6. Action by Consent of Members:

Any action which under any provision of law may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by the members entitled to vote at a meeting for that purpose and filed with the Secretary.

7. Dues:

a. Association

Members in good standing shall pay association dues as prescribed by the Board of Directors. Dues are not refundable.

b. Union

For purposes of union affiliation, members in good standing shall pay union dues as prescribed by a valid affiliation agreement between the Association and the union affiliate.

ARTICLE III - BOARD OF DIRECTORS

1. Power:

The management of the affairs of this Association shall be vested in the Board of Directors.

2. Number:

The Board of Directors shall consist of five (5) persons. All Directors shall be members in good standing of the Association.

3. Election:

The Directors shall be elected by the members by secret ballot.

4. Term:

Each Director shall be elected for a two-year term or until his/her successor has been elected and qualified. The terms of service shall be staggered beginning with the August 1996 election with the three Directors receiving the highest number of votes to serve for two years and the other two Directors to serve a one-year term.

All Directors shall be elected on even numbered years beginning in 2006.

5. Vacancies:

Any vacancy on the Board of Directors shall be filled by the remaining members of the Board, even though less than a quorum. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office.

6. Removal:

Any or all of the Directors may be removed without cause upon the vote of a majority of the members in good standing. In the event any Director or Directors shall be so removed, his or her or their successors shall be elected at the same meeting and shall serve for the unexpired term of the Director or Directors so removed.

7. Voting Rights:

Each Director shall be entitled to one vote on all matters before the Board of Directors.

8. Organization Meetings:

As soon as reasonably practicable, and within thirty (30) days after meeting of the members at which Directors shall have been elected, the Board of Directors shall meet for the purposes of organizing the Board, the appointment of officers and the transaction of such other business as may come before the meeting.

9. Regular Meetings:

Regular meetings of the Board of Directors shall be held regularly at such frequency, time and place as the Board of Directors shall from time to time determine.

10. Special Meetings:

Special meetings of the Board of Directors for any purpose or purposes shall be called by the Secretary upon the request of the President or any two (2) or more Directors.

11. Notice of Meetings:

Written notice of a time and place of any organization meeting, regular meeting or special meeting shall be delivered personally to each Director or sent to each Director by mail or other form of written communication, charges prepaid, addressed to the Director either at his/her address as it is shown on the records of the Association, or, if it is not so shown on such records or is not readily ascertainable, to the place of which meetings of the Directors are regularly held. Such notice shall be sent at least five (5) days prior to the time of holding of the meeting.

12. Quorum:

A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board. The act of the majority of the voting

power present at any meeting at which a quorum is present shall be considered the act of the Board of Directors.

13. Place:

The Board of Directors shall hold its meetings at such place within the County of San Francisco as the President may designate.

14. Validation of Meeting:

The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after call and notice if a quorum be present and if, either before or after the meeting each voting Director not present signs a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

15. Action Without Meeting:

Any action required or permitted to be taken by the Board of Directors under these Bylaws may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed on behalf of the Association relating to an action taken by the Board of Directors without a meeting, shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws of this Association authorize its Directors so to act.

## ARTICLE IV - OFFICERS

1. Officers:

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

The officers of the Association shall be appointed by the Board of Directors from among its duly elected membership at its organization meeting. Each officer shall hold office at the pleasure of the Board and until his/her successor shall be selected and qualified to serve. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired term at any meeting of the Board of Directors.

2. President:

The President shall be the chair of the Board of Directors and shall preside at all meetings of the Board of Directors and all meetings of the members of the Association. The President shall submit an address to the membership reporting on the activities and affairs of the Association and shall make such recommendations as he/she shall deem appropriate. The President shall perform such other duties as may be required of him/her by these Bylaws or as may be assigned him/her from time to time by the Board of Directors. The President may delegate the performance of such of his/her duties as he shall deem appropriate to the Vice President.

3. Vice President:

The Vice President shall perform such duties as may from time to time be delegated to him/her by the President and in the case of the death, resignation, removal from the Board of Directors, or inability to act of the President shall have the powers and duties of the President.

4. Secretary:

The Secretary shall keep a record of the proceedings of the Board of Directors and the members of the Association. In the absence of both the President and the Vice President, the Secretary shall call meetings of the Board of Directors and membership of the Association and shall act as chair pro tempore of such meeting until such time as the President or Vice President shall arrive. The Secretary shall maintain under his/her direction and control the official register of members of the Association and shall be responsible for the preparation and sending of all notices required by these Bylaws.

5. Treasurer:

Except as otherwise provided in Section 3 of Article V, the Treasurer shall have the custody of the funds of the Association and shall audit all bills and pay all such bills by check co-signed by any two (2) officers of the Association. He/she shall collect all monies due the Association and maintain a current record thereof. The Treasurer shall contact each newly appointed court reporter regarding membership in the Association.

ARTICLE V - COMMITTEES

1. Committees and Appointment:

The President shall appoint the chair and members of, and be ex officio a member of, except as otherwise herein provided, all committees.

2. Bylaws Committee:

The Bylaws Committee shall review all amendments to the Bylaws proposed by a member of the Association and shall recommend to the membership of the Association the adoption or disapproval of such proposed Bylaws, presenting therewith its reasons for such recommendation. The

Committee shall also present to the membership for consideration such amendments to the Bylaws as it deems necessary together with its reasons for and explanation of any such proposed amendments.

#### ARTICLE VI - GENERAL PROVISIONS

##### Fiscal Year

The fiscal year of this Association shall be the calendar year.

#### ARTICLE VII - BYLAWS

##### 1. Consistency

For purposes of union affiliation, these Bylaws shall be consistent with the terms of a valid affiliation agreement between the Association and the union affiliate.

##### 2. Interpretation

For purposes of union affiliation, these Bylaws shall be interpreted in conjunction with a valid affiliation agreement between the Association and the union affiliate.

##### 3. Amendments

These Bylaws may be amended or repealed, or new Bylaws may be adopted, only by vote of a majority of the members in good standing of the Association.

APPROVED BY THE MEMBERSHIP: November 13, 2003

EFFECTIVE: Upon final dissolution of corporate status.



# SAN FRANCISCO OFFICIAL COURT REPORTERS ASSOCIATION

## STANDING RULES

1. The Association shall affiliate with and be a chapter of the International Federation of Professional and Technical Engineers, Local 21, AFL-CIO. The name of the Chapter shall be the San Francisco Official Court Reporters Association, International Federation of Professional and Technical Engineers (IFPTE), Local 21.
2. As a Chapter of IFPTE Local 21, the Association shall comply with the provisions of the Bylaws of IFPTE Local 21, which include but are not limited to:
  - Electing officers by secret ballot by the membership: nominations in September and elections in November;
  - Making available minutes of the Delegate Assembly to Chapter members;
  - Filing a copy of Chapter minutes with the Secretary of Local 21;
  - Notifying the Delegate Assembly of any dissenting action taken by the Chapter on the minutes or action of the Delegate Assembly;
  - Electing Delegate Assembly representative(s) by secret ballot by the membership; the ballot for officers may suffice for this purpose. The President shall be the Delegate Assembly representative for the first 50 Chapter members. The Chapter is entitled to a Delegate Assembly representative for every 50 Chapter members, or fraction thereof in excess of 50 per capita paying members.
3. Unless otherwise provided for in the bylaws of the Association and/or IFPTE Local 21, members in good standing are paying members.
4. Association dues shall be \$5 per pay period.
5. The Association shall affiliate with a statewide court reporters association: the California Official Court Reporter's Association.
6. The Association shall host the Annual Holiday Luncheon for the Judges/Commissioners/Reporters.
7. The Association shall make contributions to the annual functions of the National Court Reporters Association, California Official Court Reporters Association and local Bay Area associations.
8. That in the event of the death of a member or a retired or active judge the Association will send flowers or make an equivalent charitable contribution in memory of the decedent; That in the event of the death of a spouse of a member or a retired or active judge the Association will send a sympathy card; That if a retired or active member or judge is ill and in the hospital the Association will send flowers; That if the spouse of a member or a retired or active judge is ill and in the hospital the Association will send a get-well card; And that the Association will not send flowers or charitable contributions to other family members of retired or active judges or court reporters. (September 19, 1979)
10. Members shall be reimbursed for expenditures, which are approved by the Board, upon presentation of valid proof of the expenditure. Members shall not be compensated for his/her service to the Association

APPROVED BY THE BOARD OF DIRECTORS: October 10, 2003  
EFFECTIVE: Immediately

