

**BYLAWS OF
MICHIGAN ELECTRONIC COURT REPORTERS ASSOCIATION**

As amended April 9, 2011 – 3rd draft

ARTICLE I

CORPORATE NAME

The name of this corporation shall be MICHIGAN ELECTRONIC COURT REPORTERS ASSOCIATION (hereinafter sometimes referred to as the “Association”).

ARTICLE II

PURPOSES AND LIMITATIONS

The purposes of this corporation are as follows:

SECTION 1. This corporation shall operate a nonprofit organization exclusively for the following purposes:

- (a) To promote improvements and education in reporting proceedings as court reporters/recorders and as free lance reporters.
- (b) To improve relations between reporters/recorders and the judiciary, the control unit and legal profession;
- (c) To promote the interest of the profession of court recording/reporting in the State of Michigan.

SECTION 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Board of Directors, hereinafter referred to as The Board, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, subject to approval of The Board, in furtherance of the purposes enumerated in Article II.

SECTION 3. Notwithstanding any other provision hereof, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) as an organization described in Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal Internal Revenue Code.

ARTICLE III

MEMBERSHIP AND VOTING

SECTION 1. MEMBERS. Persons certified by the State of Michigan as court recorders, court reporters and operators shall be eligible for membership in the Association. **Special member designation status may be allowed to business entities; however, they will not have voting privileges. The business entity would not be required to become certified through the State of Michigan, however, individuals within a business shall be required to have their own membership.**

SECTION 2. VOTING. Active members will, when in good standing and present at the general membership meeting, be entitled to vote on all issues and vote in election of officers of the Association.

SECTION 3. ANNUAL MEETING. At least one general membership meeting shall be held each year at a date determined by The Board for the purpose of electing officers and/or for the transaction of such other business as may be brought before the meeting.

SECTION 4. SPECIAL MEETINGS. Special meetings of the members may be called by the President, and shall be called by him or her by request of a majority of The Board, or at the request in writing of any active member(s) of the Association.

SECTION 5. PLACE OF MEETING. The Board may designate any place, within the State of Michigan, as the place of the meeting for any general or special membership meeting called in the manner authorized by Sections 3 or 4 hereof.

SECTION 6. NOTICE. Written or printed notice stating the place, day and hour of any meeting of the members, and the purpose or purposes for which any meeting is called, shall be delivered not less than ten (10) nor more than forty (40) days before the date of the meeting, either personally or by mail, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in a United States mailbox in a sealed envelope addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid. Any member may waive notice and consent to the holding of any meeting.

SECTION 7. QUORUM. At any meeting of the members, a simple majority shall constitute a quorum. Meetings at which less than a quorum is present may, however, be adjourned from time to time to a further date by those who attend, without further notice other than the announcement at such meeting, and when a quorum shall be present upon any such adjourned day, any business may be transacted which might have been at the meeting as originally called.

SECTION 8. ORGANIZATION. The President shall call meetings of the members to order and shall act as Chairman of such meetings, unless otherwise determined by a majority of the members. The Recording Secretary of the Association shall act as Secretary of all meetings of the Association, but in the absence of the Recording Secretary at any meeting of the members or his or her inability to act as Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

SECTION 9. MEMBER IN GOOD STANDING. **A member in good standing is current in the payment of their annual dues and has no other financial obligations to the association.**

SECTION 10. NEW MEMBERS. Every person becoming a member of the Association shall be deemed to assent to these Bylaws, and shall provide to the Treasurer their mailing and/or electronic mailing address to which he or she desires that the notice herein required to be given may be sent, and any person failing to provide his or her address shall be deemed to have waived notice of such meeting.

ARTICLE IV

DUES

The annual dues shall be an amount determined by The Board payable on or before January 1 of the current year and shall be for a one-year period. All dues shall be paid into the treasury of the Association. Membership dues not paid by March 1 of the calendar year shall cause the member to be discontinued from the roster of the Association.

ARTICLE V

THE BOARD OF DIRECTORS

SECTION 1. NUMBER, CLASSIFICATION AND TERM OF OFFICE. The business, property and affairs of this corporation shall be managed by The Board which shall consist of the current elected officers. It shall be the responsibility of The Board to set policies and approve proposals/resolutions prior to being brought before the membership.

SECTION 2. COMPENSATION. Members of The Board shall not receive any compensation for their services, except as provided by Article II Section 2.

SECTION 3. COMMITTEES. The President, with the consent of The Board, may, from time to time, for the purpose of carrying out the purposes of the corporation, establish, alter or dissolve committees and appoint or remove members thereof.

ARTICLE VI

EXECUTIVE BOARD MEETINGS

SECTION 1. REGULAR MEETINGS. Regular annual meetings of the Board shall be held each year on such dates as determined by The Board for the transaction of such business as may be brought before the meeting. The Board meetings shall be held no less than four (4) times per year. Once a year there shall be an annual meeting.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board may be called at any time by the President or any officer.

SECTION 3. PLACE. All regular and special meetings shall be held at such time, date, and place as may be designated in the notice therefor.

SECTION 4. QUORUM. A simple majority of The Board members shall constitute a quorum for the transaction of business. Meetings at which less than a quorum is present may, however, be adjourned from time to time to a further date by those who attend, without further notice other than the announcement at such meeting, and when a quorum shall be present upon any such adjourned day, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 5. CONDUCT OF MEETINGS. Except as specifically provided to the contrary in these Bylaws, all meetings shall be conducted in accordance with *Roberts Rules of Order*.

SECTION 6. VOTING. Each Board member shall be entitled to one vote on all questions and elections.

SECTION 7. PARTICIPATION BY COMMUNICATION EQUIPMENT. A member of the Board, or of a committee designated by the Board, may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

SECTION 8. INFORMAL ACTION BY THE BOARD. Action required or permitted to be taken pursuant to authorization voted at a meeting of The Board, or a committee thereof, may be taken without a meeting if before or after the action all members of The Board or of the committee consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of The Board or committee. The consent has the same affect as a vote of The Board or committee of The Board for all purposes.

ARTICLE VII

NOTICE OF MEETINGS

SECTION 1. NOTICE. Notice of all meetings of The Board shall be posted on the MECRA website (www.mecra.info) not less than five (5) days prior to the meeting.

SECTION 2. FULL ATTENDANCE. All meetings at which all persons entitled to participate therein are present shall be regular in all respects regardless of any irregularity in the giving of notice thereof.

SECTION 3. FORM OF NOTICE. All notices of all meetings shall be in form such as to reasonably advise those receiving the same regarding matters proposed for consideration at the meeting, provided, however, that it shall be presumed without such advice that election of officers will take place at the regular annual meeting of the Board pursuant to the terms of the following Article.

ARTICLE VIII

OFFICERS

SECTION 1. The officers of the corporation shall consist of a President, First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, who shall be elected by the members at the general membership meeting. The term of office shall be for two (2) years and until their successors are chosen, except for the Treasurer, whose term shall be for four (4) years. The election of officers shall be staggering elections. Beginning in the year 2000, election of the President, 2nd Vice President and Treasurer shall be in even years. Beginning in 2001, election of the 1st Vice President, Recording Secretary and Corresponding Secretary shall be in odd years.

SECTION 2. In the event of a vacancy in the office of President, the First Vice President shall fill the balance of the elected President's term of office. In the event of a vacancy in any other office of the corporation, the vacancy shall be filled by a majority vote of The Board for the balance of the elected officer's term.

SECTION 3. The Board may also employ an Executive Director. The term of employment and salary of the Executive Director shall be determined by The Board. The Executive Director shall be directly responsible to The Board.

SECTION 4. The Board may also appoint such other officers and agents as it may deem necessary for the transaction of the business of the corporation. All officers and agents shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be designated by The Board. Without limitation of any right of an officer or agent to recover damages for breach of contract, The Board may remove any officer or agent whenever, in its judgment, the interests of the corporation will be served thereby.

SECTION 5. Any officer or agent of the Association may be removed by The Board, or by a majority of members in good standing with cause, whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

SECTION 6. An officer or agent of the Association removed, pursuant to Article VIII, Section 5, is prohibited from nomination or serving in any capacity of the Association for 3 years after removal.

SECTION 7. The Board may secure the fidelity of any or all of such officers by bond or otherwise.

ARTICLE IX

DUTIES OF OFFICERS AND EXECUTIVE DIRECTOR

SECTION 1. PRESIDENT. The President shall be the chief executive officer of the corporation. He or she shall have general and active management of the business of the corporation and shall see that all orders and resolutions of The Board are carried into effect. He or she shall appoint the Chairperson of the Standing Committees, be an ex-officio member of all such committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

SECTION 2. FIRST VICE PRESIDENT. The First Vice President shall preside over meetings of The Board in the absence or inability of the President to preside and shall assist the President as requested in furthering the objectives of the corporation.

SECTION 3. SECOND VICE PRESIDENT. The Second Vice President shall assist the President as requested.

SECTION 4. RECORDING SECRETARY. The Recording Secretary shall take minutes at all meetings, including meetings of The Board and provide a written report of all such meetings.

SECTION 5. CORRESPONDENCE SECRETARY. The Corresponding Secretary shall take care of all correspondence relevant to the corporation activities and any further duties as might fall in the category of correspondence at the direction of the President.

SECTION 6. TREASURER. The Treasurer shall maintain all accounts and financial records of the corporation and prepare an annual report and perform all other such duties usually incidental to this office.

SECTION 7. EXECUTIVE DIRECTOR. The Executive Director shall oversee all activities of the corporation under the direction of The Board, including, but not limited to: seminars, education pre-certification training, proposed manual changes, updates on legislation, production of "The Newsletter", membership and all other duties assigned by The Board. He or she shall recruit and coordinate volunteers for participation on all committees. The Executive Director shall attend all The Board and annual meetings.

ARTICLE X

STANDING COMMITTEES

SECTION 1. The Standing Committees shall be appointed as deemed necessary by The Board to carry out the interests of the Association.

SECTION 2. All decisions and actions of any Standing Committees must be approved, in advance of the decision and/or action, by the President of the Association.

ARTICLE XI

CHECKS AND LIABILITIES

All checks or demands for money and notes of the corporation shall be signed by the President of the corporation and/or such other person who may be designated by The Board.

ARTICLE XII

DISSOLUTION

Upon the termination or dissolution of the corporation, The Board shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all assets of the corporation to an entity determined by the Board serving at the time of dissolution with the request that they be used for the purpose of enhancing and promoting the court reporting/recording profession. No distribution shall be made to any organization which does not qualify as an exempt organization under the Internal Revenue Code of 1986. Any assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal offices of the corporation are then located exclusively for such purposes or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE XIII

CORPORATE SEAL

The Board may provide a suitable corporate seal, which seal shall be in the charge of the Secretary, and shall be used by him or her.

ARTICLE XIV

INDEMNIFICATION

SECTION 1. To the extent permitted by Michigan law from time to time in effect, and subject to the provisions of Section 2 of this Article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a member of The Board, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a member of The Board, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. In the event such action, suit or proceeding was brought by the corporation, any indemnification of such person shall only be to the extent of expenses actually incurred by such person in defending such action, suit or proceeding, and no indemnification shall be made if such person is adjudged liable for misconduct or negligence in the performance of his or her duty to the corporation, except to the extent that the court or other agency deciding the matter determines that such person is entitled to reimbursement. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. Any indemnification under Section 1 of this Article shall be made by The Board only upon a determination in the specific case that indemnification of The Board member, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Section 1. Such determination shall be made (1) by The Board or by a majority vote of a quorum consisting of The Board members who were not parties to such action, suit or proceeding; or (2) if a quorum of such disinterested Board members is not obtainable, or, even if obtainable, a quorum of such disinterested Board members so directs, by independent legal counsel (compensated by the corporation) in a written opinion.

SECTION 3. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding, or threat thereof, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by a majority vote of a quorum consisting of The Board members who are not parties to such action, suit or proceeding, upon receipt of an undertaking by or on behalf of The Board member, officer, employee or agent of such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested Board members, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Board member, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 5. The corporation may purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Board member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article or of the General Corporation law of the State of Michigan.

ARTICLE XV

RETENTION OF RECORDS

It shall be the responsibility of all past elected officers to retain any correspondence which they accumulated during their term of office relative to the operation of the Association, or at least have its whereabouts known. The President and Treasurer shall turn over to the incoming officers any and all pertinent and necessary documentations, supplies, etc., relative to the operation of the Association.

ARTICLE XVI

NONPROFIT STATUS

The Association shall be a nonprofit corporation as approved by the Internal Revenue Service.

ARTICLE XVII

FISCAL YEAR

The fiscal year of the corporation shall be from January 1 to December 31.

ARTICLE XVIII

AMENDMENT

The Bylaws may be amended or revoked in whole or in part at any general membership meeting of the corporation by a majority vote of the members in good standing present at the general membership meeting.