

**ADOPTED
DEC 3, 2011**

**CONSTITUTION AND BYLAWS OF THE
WASHINGTON FREELANCE
SHORTHAND REPORTERS ASSOCIATION**

CONSTITUTION

ARTICLE I – NAME

The name of this organization shall be **WASHINGTON FREELANCE SHORTHAND REPORTERS ASSOCIATION (WFSRA)**.

ARTICLE II – MISSION STATEMENT

The mission of this organization shall be:

- a) To secure the benefits resulting from organized effort;
- b) To promote professional ethics hereinafter referred to as stenographic shorthand certified court reporters;
- c) To foster a scientific spirit in the profession;
- d) To enlighten the public as to the importance and value of the services performed by the competent stenographic shorthand certified court reporter;
- e) To promote and maintain proper laws and regulations relating to stenographic shorthand certified court reporting;
- f) To provide opportunities of continuing education;
- g) To confer and administer the Registered Freelance Reporter (RFR) designation to its members; and in general
- h) To enhance the interests of the stenographic shorthand court reporting profession.

ARTICLE III – OFFICERS

Section 1. The officers shall consist of a president, vice-president, secretary and treasurer, who shall be elected bi-annually in the manner and form prescribed hereafter.

Section 2. Said officers, plus immediate past president, shall comprise the Executive Committee.

ARTICLE IV – BYLAWS

The Association shall be governed by the provisions of a code of Bylaws to be adopted simultaneously with this Constitution.

ARTICLE V – AMENDMENTS

This Constitution shall become effective immediately upon its adoption and may be amended, altered, or repealed as set forth in the Bylaws incorporated herein at any regular meeting of the Association by a two-thirds vote of the Board of Directors, balloting to be in writing; PROVIDED HOWEVER, that any such amendment must be proposed by giving written notice of such amendment to the Secretary at least 60 days before said meeting, and notice thereof must be given to the Board of Directors by the Secretary at least 30 days before such regular meeting.

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BYLAWS

ARTICLE I - OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the WFSRA shall be in the State of Washington.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Washington, as required by the State of Washington Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II - PURPOSES

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation.

ARTICLE III - MEMBERSHIP

Section 1. All persons who now are active members or may hereafter be admitted to active membership in this Association in the manner hereinafter prescribed and whose dues have been paid in full for the current year shall constitute the active membership of this Association, except any whose membership has been suspended or revoked.

Section 2.

A. **Eligibility.** The following classes of persons shall be eligible for active membership in this Association:

1. Any reputable and competent stenographic shorthand certified court reporter who is a resident of the State of Washington and who (a) has passed the qualifications test for certified court reporter (CCR) as administered by the Department of Licensing, or (b) is a current Registered Professional Reporter (RPR) in good standing with the National Shorthand Reporters Association.

B. **Classes of membership.**

1. An active member shall be one who their livelihood from the profession of court reporting as an individual entrepreneur or a member of a corporation or partnership.
 - a. Upon attending the mandatory annual meeting and meeting the required five hours of continued education per year, voting members of WFSRA shall receive the designation of Registered Freelance Reporter (RFR).
2. A non-voting associate member is an individual connected to court reporting profession but is not a stenographic shorthand certified

court reporter and whose membership application has been sponsored by a current member in good standing and has been approved by majority vote of the Executive Committee.

Section 3. Application for membership. Any person desiring to become an active member of this Association shall make written application to the Executive Committee in such form as set forth in Section 4 hereafter, accompanied by dues for the current year as hereinafter prescribed; such application to state his qualifications and to contain endorsement or at least one member in good standing.

The application shall be presented by the Executive Committee to the membership at the next regular or special meeting. The application shall be accepted upon receiving a vote of three-fourths of all those members present and eligible to vote at such meeting.

Section 4. Membership application format. The membership application shall contain the following information:

- a) Name, residence, business and telephone number, and name of sponsor;
- b) Training, experience, system of shorthand software, other shorthand associations of which applicant is a member, certificates and honors held;
- c) An affidavit from the applicant that he or she will uphold the Constitution and Bylaws of this Association.

Section 5. Automatic Change of Membership Due to Extended Disability and/or Illness. Any member who has been unable to work for a period of six months, because of illness, immediately prior to the next regular meeting on recommendation of the Executive Committee shall become an Associate Member, which membership shall continue in effect until the member has resumed his employment. Such member shall be entitled to all the privileges of membership with the exception of holding Executive Officer positions and shall be exempt from the payment of due

for the duration of their incapacity.

Section 6. Disciplinary proceedings.

- 1) A member may be suspended for nonpayment of dues after six months following date on which such payment is due. Suspension shall be terminated and the member reinstated upon payment of all back and current dues.
- 2) Complaint may be made to the Executive Committee by any member of this Association in good standing concerning:
 - a) Such misconduct in the practice of court reporting as reflects adversely upon the profession of this Association or its members.
 - b) Such misconduct, misbehavior or improper behavior within or in connection with this Association, its officers or members as would render intolerable that person's continued membership in the Association.
 - c) Violation of any of the provisions of this Constitution or Bylaws.
 - d) Conviction of a crime involving moral turpitude. The member so charged shall be, within ten days, notified in writing of such charges, by the Secretary, which notice shall direct the charged member to appear before the Executive Committee on a date certain. Hearing on such charges shall take place within 30 days of notification to the member, unless otherwise provided for in writing by the Executive Committee.
 - e) Following the hearing of such charges and evidence as might be produced, the Executive Committee shall, in the event such charges are proven true, assess such penalty as it may be limited to, a monetary fine to be paid to the Association, oral or written reprimand, written warning of possible termination of membership, or termination of membership, notice of which

shall be in writing.

- f) In the event of an adverse ruling, the member shall thereafter be given an opportunity to appeal such ruling to the membership at the next regular or special meeting of the organization. A hearing de novo on such appeal shall then be conducted before the membership, the President having no vote except in case of a tie. The membership present shall hear all evidence and render judgment in accordance therewith. It shall require a two-thirds majority vote of the members present to uphold the ruling of the Executive Committee or to render judgment and assess penalties.
- g) The vote of the membership shall be final and binding.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than 5 and no more than 7 individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by the directors at the annual meeting of the Board of Directors. Members of the Board of Directors shall serve for a term of two years.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the

time of acceptance thereof as determined by the President of the Corporation.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a simple majority vote (50% +1) of the directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 14. Conflicts of Interest.

- A. In the event any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless

request from the director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

- B. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE V - OFFICERS

Section 1. Officers. The officers of the Corporation shall "*minimally*" consist of a President, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board. One person shall not hold two offices with the exception of Secretary-Treasurer, which may be filled by the same person.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the directors at the annual meeting of the Board of Directors.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for two years until the next annual meeting or until their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving

written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a [majority] [two-thirds] [three-fourths] vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors.

ARTICLE VI – DUTIES

- A. **President:** Except when necessarily absent, the President shall preside at all regular and special meetings and shall conduct under Robert's Rules of Order. He shall also appoint committees, supervisor all administrative and legislative functions, serve as ex-officio member of all committees, and perform such other duties as shall be required from time to time by vote of the membership.
- B. **Vice-President:** in case of inability of the President to act, the Vice-President shall have powers and fulfill the duties of the President. In case of permanent inability of the President to act, the Vice-President shall act as President Pro Tempore until a new President can be elected.
- C. **Secretary:** In case of inability or failure of both President and Vice-President to act, the Secretary shall have the powers and fulfill the duties of the President, and in the event of permanent disability of both senior officers, shall act as President Pro Tempore until new officers can be elected.

The Secretary shall take charge of all books, papers, and effects of the organization other than the books of the Treasurer; shall keep a record of all proceedings by any method that officer sees fit; shall prepare correspondence; and shall perform such other duties as may from time to time be designated or delegated to him or her by the organization.

The secretary shall receive and preserve all documents and correspondence; shall keep a record of all applications for membership, and the membership list; shall officially announce all meetings, applications for membership, and proposed changes to the Constitution; and shall notify all applicants for membership of their acceptance or rejection.

- D. **Treasurer:** The Treasurer shall act as President Pro Tempore in the event the President, the Vice-President and Secretary are unable to or fail to act, and shall so continue in event of disability of the three senior officers until new officers can be elected.

The Treasurer shall keep record of all monies received and disbursed by the organization; shall be sole custodian of such funds; and shall deposit same in the name of the organization in such bank or banks as may be designated by the organization; shall make no disbursements without authority and only by check signed by two of the four officers.

The Treasurer shall present an itemized statement for approval by the membership at each regular meeting; his or her books shall be open for inspection by any member in good standing at any time; he or she shall keep a correct account of each member's dues and assessments.

In the event the Treasurer is unable to fulfill their duties of office, any duly assigned member of the Executive Committee, except Secretary, may act as Treasurer Pro Tempore.

ARTICLE VII – MEETINGS

Section 1. Regular Meetings. There shall be one annual meeting held in April of the organization and two board meetings of this organization

during each calendar year date , time and location to be scheduled by the President.

Section 2. Special Meetings. A special meeting may be called at any time by the President or upon written petition by three or more directors. Time and place for such special meeting shall be set by the President. At such special meetings no business shall be transacted except that specified in the notice.

Section 3. Notice of Meetings. All members shall be notified in writing by the Secretary of all regular and special meetings.

Section 4. Subject Matter of Meetings. In the notice advising the membership of the agenda for the meeting in question to be called, all subjects outlined should be as specific as possible. In the event that a member finds it impossible to be at a meeting, he may vote on a subject matter by proxy, either in writing or by written appointment of a person who will be present and voting on behalf of that member. However, all meetings must have a quorum present as set out in Section 5 following.

Section 5. Meeting Quorum. Members in good standing shall constitute a quorum for matters requiring a vote of the active members as described in these bylaws.

ARTICLE VIII – MONIES

Section 1. Receipts.

- A. Receipts of this organization shall be derived from an annual dues and special assessments.
- B. Special assessments to cover exigencies may be made by majority vote of the members present at any regular or special meeting.
- C. Annual dues shall be due and payable by December 1 of each year, said amount to be determined at the last regular meeting in October by the membership and/or a special meeting called for that purpose.
 1. Annual dues shall include payment for one listing per member

in good standing in such publications in which the Washington Freelance Shorthand Reporters Association maintains a directory of its members. Additional valid listings shall be at the expense of the individual members requesting such listing (s). If the annual dues, including the listing, are not paid by December 1, the member will not be entitled to a listing in the directories indicated.

- a. "Valid listings" shall be defined as and limited to approved directory listings under the heading of Shorthand Reporters of Washington, an Association, and may include one listing per member per established business office.
- b. "Established business office" shall be defined as one bona fide business office address in the geographical locale where listing is requested (whether in residence or not); and a bona fide business telephone subscription from the exchange servicing such geographical locale.

Section 2. Disbursements. Disbursements shall be made as provided under Article II, Section 3(d), Duties of the Treasurer.

ARTICLE IX

All duties and powers not herein otherwise specified or assigned are hereby delegated to the Executive Committee.

ARTICLE X – ARBITRATION

All disputes, claims, questions or controversies between members of this Association and/or its officers, and/or the Association which may be the subject of a cause of action, and arising from any acts or omissions of its officers, boards, committees, individual members or the Association in conduct of the business of the Association, including but not limited to action taken pursuant to Article I, Section 6, and Article IV or the Bylaws shall be determined by arbitration.

There shall be three arbitrators who shall serve without compensation except for expenses incident to attendance. Two shall be selected by drawing by lot from the numbers of Shorthand Reporters of Washington in good standing except those members who are parties to the arbitration; the third member of the Arbitration Committee shall not be a member of Washington Freelance Shorthand Reporters Association, but such member shall be selected by the Executive Committee from within the membership of the Washington State Reporters Association.

ARTICLE XI

HOLD HARMLESS CLAUSE: The Association and its members shall be held harmless from legal proceedings of any nature resulting from actions of its officers, boards and committees, individual members, in the normal conduct of its business.

ARTICLE XII

In the event of any unresolved question regarding administration or procedure under this Constitution and Bylaws, "Robert's Rules of Order" shall prevail.

ARTICLE XIII

This Constitution and these Bylaws are adopted this 3rd day of December of 2011, and thus hereby repeal all other constitutions and bylaws which may have been adopted theretofore.

Adopted in above form on the 3rd day of December of 2013 by a two-thirds majority vote of the membership.

Drafted by a committee of:

Joyce Spencer
John Higgins
Greg Bonin
Karen Hartman

Attest: Karen Hartman
Secretary

WFSRA MEMBERSHIP APPLICATION

\$75 per calendar year, JAN 1 thru DEC 31. Includes Lawyer's Directory listing and annual banquet

Make Payable to WFSRA Treasurer

c/o Zoya Spencer

5964 26th Avenue SW

Seattle WA 98106

(Questions call: 206-226-5266)

Membership cycle is JANUARY 1 - DECEMBER 31

Items in bold are included in your listing - leave blank what you don't want to appear

Name: _____

Address: _____

Telephone, home: _____

Telephone, work: _____

Telephone, mobile: _____

Telephone, fax: _____

Email address: _____

D/B/A: _____

WFSRA sponsor: _____

Years court reporting: _____

Certificates/honors: _____

Other association memberships: _____

I hereby agree that I will uphold the constitution and bylaws of the Washington Freelance Shorthand Reporters Association.

Signed: _____ on this ____ day of _____, 20__

WFSRA POLICIES AND PROCEDURES MANUAL

~ 2011 Edition ~

WFSRA STANDING COMMITTEES

Membership Committee. The membership committee chair is charged with maintaining the membership roster.

Events Committee. The events committee chair is charged with making all arrangements for the annual meeting and the two other general membership meetings for the year.

Ethics Committee. The ethics committee chair is charged with assembling an ethics committee to address violations of the Constitution and Bylaws of WFSRA.

Helping Hand Committee. The helping hand committee chair is tasked with identifying members who are in need of assistance.

Advertising Committee. The advertising committee chairs is responsible for reviewing the membership roster to ensure accuracy of information for placement into the advertising media subscribed to by WFSRA.

Website Committee. The website committee chair is responsible for maintaining the website (www.WFSRA.com) with up-to-date information and keeping the site current with calendared events for the organization.

Continuing Education Committee. The continuing education committee chair is responsible for arranging for cost effective continuing education opportunities for WFSRA members.

Policies and procedures guidelines for WFSRA