

**BYLAWS**  
**of the**  
**MICHIGAN**  
**ASSOCIATION**  
**of**  
**PROFESSIONAL**  
**COURT**  
**REPORTERS**

MAPCR Bylaws as Adopted at Fall Convention - 2009  
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## ARTICLE I

The name of this organization shall be the Michigan Association of Professional Court Reporters (MAPCR).

## ARTICLE II OBJECT

The purpose of this Association shall be to advance the interests and general welfare of the shorthand reporting profession in Michigan; to establish and maintain high standards of professional education, competence and performance in the field of shorthand reporting, and to do any and all acts related to the aforesaid purposes.

## ARTICLE III MEMBERSHIP

### Section 1. Definition.

Membership in the Association shall be open to individuals who subscribe to and support the purposes of the Association and who are skilled in the art of verbatim reporting of proceedings by the use of shorthand symbols, manually or by machine.

### Section 2. Classification.

There shall be six (6) classes of membership:

- A. Charter Members. Any person whose name appears in the record of the Secretary as a member at the charter meeting at which the original constitution and bylaws of the unincorporated Association were adopted shall be a charter member of MAPCR. Charter members shall have no rights or privileges except such as they may have as belonging to another membership classification.
- B. Participating Members. Participating membership shall be limited to those persons who are writers of shorthand and/or stenotype, and are currently engaged in the practice of shorthand reporting and/or stenotype captioning in the state of Michigan. Upon qualification and payment of dues such persons shall become Participating members and shall be entitled to all the rights and privileges of membership in MAPCR, including making of motions, voting, chairing committees, and holding office. All applications are subject to review by the Board of Directors.

- C. Honorary Members. Honorary membership shall be granted by a majority vote of the membership assembled in convention following a request from the Board for honorary membership. To be eligible, an applicant must have made a significant contribution to the field of shorthand reporting as:
1. A practitioner of the art of shorthand reporting, or
  2. As an author of shorthand literature, or
  3. As a benefactor of the profession but who is not currently in the active practice of shorthand reporting.

Honorary members shall be exempt from payment of dues, and shall be entitled to all the rights and privileges of membership except those of making motions, voting, and holding office.

- D. Retiree Members. Any person who has been a participating member of the unincorporated Association, and/or MAPCR for a total of ten (10) or more consecutive years and is currently a Participating member may, upon written notification to the Association that they are retiring from the active practice of reporting, become a Retiree member. Retiree members shall be exempt from payment of dues, and shall be entitled to all the rights and privileges of the Participating membership category, including making of motions and voting, but shall not be entitled to hold any office except Historian. If the Retiree member resumes active reporting, Retiree membership status shall revert to Participating membership status, with the member required to pay Participating member dues. Retiree member status will be reviewed by the Board of Directors upon application of the Retiree member.

- E. Student Members. Any student enrolled in a shorthand reporting course may become a Student member of MAPCR. Upon qualification and payment of dues such persons shall become student members. The privileges of Student members shall be limited to receiving MAPCR publications, and attending conventions and student seminars at rates as determined by the Convention Committee.

- F. Associate Members.

1. Any person interested in the preservation, support, and advancement of the field of verbatim shorthand reporting, but not in any way actively engaged in the verbatim reporting of proceedings, who is not otherwise eligible for membership, may, upon application to the Executive Director and approval by the Board of Directors, become an Associate member.

2. Persons interested in the professional preservation of the record by nonstenographic means may, upon application to the Executive Director and approval by the Board of Directors, become an Associate member.
3. Any person who is an educator or benefactor in the field of shorthand and/or stenotype reporting, or
4. Any Participating member upon retiring from the active practice of shorthand and/or stenotype reporting, if that member has belonged to MAPCR for less than ten (10) years.

Upon application to the Board of Directors with approval by majority vote, and payment of subscription fee, such persons shall become Associate members, and shall continue as such at the pleasure of the Board of Directors. If any Associate member resumes active reporting, Associate membership status shall revert to Participating membership status, with the member required to pay Participating member dues.

5. All Associate member applicants who have met the requirements for membership shall also be required to be endorsed in writing, in due form, by a voting member.
6. Associate members shall be entitled to all the rights and privileges of membership except those of making motions, voting, and holding executive office.

### Section 3. Dues and Fees

- A. Dues and fees shall be established annually by the Board of Directors.
- B. Dues and fees for all member classifications shall be due each year on the date and month a member's application and first payment originally were received by MAPCR. Dues and fees shall be delinquent three months after the due date. Any member delinquent in his/her dues shall forfeit membership in the Association.
- C. If application for membership is denied, dues shall be refunded to the applicant.
- D. No monies collected from the membership under the general heading of dues may be used for the payment of a lobbyist, or any other legislative

effort which may be construed by the Federal Government as a nondeductible business expense.

#### Section 4. Resignation.

Any member may resign from the Association by sending a letter of resignation to the Board of Directors. Resignation shall become effective upon receipt of the letter.

#### Section 5. Reinstatement

Any member who resigns from or forfeits membership in the Association may reapply for membership in the original manner.

### **ARTICLE IV OFFICERS & DIRECTORS**

#### Section 1. Officers.

The officers of this Association shall be a President, a President-Elect, a Vice-President, a Secretary/Treasurer, six Directors, a Senior Advisor, and a Historian, who shall be appointed by the President, with the consent of the Board of Directors.

#### Section 2. Qualifications.

- A. To be eligible to be elected to the offices of President, President-Elect, Vice-President, or Secretary/Treasurer, a candidate must be a Participating member of MAPCR and must have served on the Board of Directors for a combined service total of 24 months. Time on the board will be allowed to accrue over different years. If all avenues have been exhausted to find eligible and qualified candidates for the above-listed officers, the Nominating Committee must nominate candidates first from among the current Directors; then from members who have previously been Directors; then from the membership.
- B. To be eligible to be appointed Historian, a person must be a Participating or Retired member of MAPCR.
- C. To be eligible to be elected to the office of Director, a candidate must be a Participating member of MAPCR and must have been a member of at least one committee and must have a total of two years (24 months) of committee service. If all avenues have been exhausted to find an experienced candidate, one may be chosen from the membership.

If all avenues have been exhausted to find an experienced Participating member candidate to fill the office of Director, the Nominating Committee may select an Associate member to fill said position. The candidate's election to the Board of Directors shall be approved by a majority vote of the membership at the annual business meeting. That elected person shall assume their position at the close of the annual convention at which they were elected and serve their full term. That Associate member shall not be eligible to hold an executive officer's position or make motions or vote. There shall not be more than one Associate member serving on the Board of Directors at any one time.

- D. The Senior Advisor shall be a Participating member of MAPCR. The Immediate Past President shall be the Senior Advisor if eligible. If the Immediate Past President is not eligible or available, the Senior Advisor shall be elected at the annual convention from among any of the eligible Past Presidents.

### Section 3. Terms of Office.

- A. The President, President-Elect, Vice-President, Secretary/Treasurer and Senior Advisor shall serve for a term of one year or until their successors are elected. The six Directors shall serve for a term of three years or until their successors are elected. The terms of the Directors shall be staggered in such a way that two Directors shall be elected each year. Elected officers shall assume office at the close of the annual convention at which they were elected, and serve during the year until the close of the following convention.
- B. The Historian shall serve at the pleasure of the President, with the approval of the Board of Directors.
- C. The Secretary/Treasurer is eligible to serve two consecutive terms. No other officer may serve for consecutive full terms.
- D. For the purpose of determining eligibility for election to an office, an officer who has served more than two-thirds (2/3) of a term is considered to have served a full term in that office.

### Section 4. Vacancy of Office.

- A. President. Whenever a vacancy occurs in the office of President, the President-Elect shall immediately assume the office of President. If the President-Elect serves more than two-thirds (2/3) of a term as President, (s)he shall be considered to have served a full term and shall not become President the following term. In this case, the office of President for the

following year shall be open to nomination and election. If the President-Elect serves less than two-thirds (2/3) of a term, (s)he automatically continues as President for the following year.

- B. President-Elect. Whenever a vacancy occurs in the office of President-Elect, the Vice-President shall automatically assume the office of President-Elect.
- C. Vice-President and Secretary/Treasurer. Whenever a vacancy occurs in the offices of Vice-President or Secretary/Treasurer, the Board of Directors shall fill the vacancy from among its own membership.
- D. Directors. Whenever a vacancy occurs in the office of Director because the Director has been elected to another office during the annual convention before completing a full term, that vacancy shall be filled at the annual convention, following the election of officers. Whenever a vacancy occurs in the office of Director at any other time, the Board of Directors shall fill the vacancy with a Past President until the immediate next annual meeting.
- E. Senior Advisor. Whenever a vacancy occurs in the office of Senior Advisor, the Board of Directors shall fill the vacancy from among available Past Presidents.
- F. Any officer named in Article IV, Section 1, may be removed from office by a 3/4 vote of the Board of Directors at a regular or special meeting of the Board of Directors whenever the Board concludes the best interests of the Association would be served by the removal of that officer. The Board of Directors shall determine procedures for removal and shall include provisions for the conduct of fair hearings. The Board may adopt provisions for such action found in the Association's parliamentary authority.
- G. If there is a vacancy for any reason in any office which cannot be filled by the provisions for succession to office, the Board of Directors shall appoint from its own membership an officer pro tempore to perform the duties of the vacated office until the office is filled by the Voting Members at the annual business meeting.

#### Section 5. Duties of Officers.

- A. President. The President shall:
  - 1. Preside at the business meetings of the annual convention, Board of Directors, and any special meeting.

2. Appoint the Historian and members and chairpersons of all standing committees, except the Nominating Committee and chairperson of the Audit/Finance Committee, and all special committees not otherwise designated at the time of their creation. The Board of Directors shall approve all appointments of the President. Committee members may be reappointed.
3. Appoint an elections committee prior to the annual convention.
4. Serve as chairperson of the Board of Directors, and ex-officio member of all committees except the Nominating Committee.
5. Perform such other duties as may be necessary for the proper maintenance of the Association or which may be assigned by the Board of Directors.

B. President-Elect. The President-Elect shall:

1. Perform the duties of the President in his/her absence or in the event of his/her inability to serve.
2. Serve as co-chairperson for the Convention and Seminar Committee.
3. Perform such other duties as may be assigned by the President or the Board of Directors.

C. Vice-President. The Vice-President shall:

1. Perform the duties of the President in the absence of the President and President-Elect, or in the event of their inability to serve.
2. Serve as co-chairperson for the Convention and Seminar Committee.
3. Perform such other duties as may be assigned by the President or the Board of Directors.

D. Secretary/Treasurer. The Secretary/Treasurer, personally or through the Association Executive, who may be appointed Assistant Secretary/Treasurer shall:

1. Serve as the Secretary of the Association, Board of Directors, and Executive Board, preparing and maintaining complete and accurate minutes of the proceedings of all meetings.
2. Maintain and preserve all books of account, papers, documents and files of MAPCR.
3. Collect all funds due MAPCR, depositing the same in a Board-approved depository in the name and to the credit of MAPCR; keep an accurate record of all funds received and disbursed; receive and audit amounts owned by the Association, and after Board approval, make payment thereof.
4. Serve as the Chairperson of the Audit/Finance Committee.
5. At each meeting of the Board of Directors, submit in writing a financial statement of funds received and disbursed and of the balance on hand to the credit of the Association.
6. Prepare and present to the Board of Directors a proposed annual budget on or before December 1 of each year.
7. At the annual convention, submit a written report of the activities of the office of Treasurer, the funds received and disbursed, and the balance on hand to the credit of the Association.
8. Perform such other duties as may be necessary for the proper maintenance of the records, funds, and accounts of the Association and as may be assigned by the President or the Board of Directors.

E. Historian. The Historian shall:

1. Collect and preserve for the Association publications and historical data relating to the reporting field and the lives and deeds of those who have been eminent in the field; prepare for the annual meeting an annual report on such material and data as have been obtained during the year.
2. Carry out other duties appropriate to the office of Historian as may be assigned by the President or Board of Directors.

F. Directors. The Directors shall:

1. Serve on the Board of Directors.

2. Serve as committee chairpersons if appointed by the President.
3. Assist as needed at conventions.
4. Perform such other duties as may be assigned by the President or the Board of Directors.

G. Senior Advisor. The Senior Advisor shall:

1. Serve on the Board of Directors.
2. Offer advice and assistance to the President.
3. Act as a voting member on the Executive Committee.

## **ARTICLE V NOMINATION AND ELECTION**

### Section 1. Nominations.

A. Nominating Committee

1. There shall be a nominating committee of five (5) persons, comprised of the Senior Advisor and four (4) members elected from the participating membership. The chairperson shall be the Senior Advisor. No member of the Nominating Committee shall be an officer of the Association except the Senior Advisor.
2. Nominations for the committee shall be made from the floor with the consent of the nominee. A plurality vote shall elect.
3. Vacancies on the Nominating Committee shall be filled with the candidate(s) who received the next highest number of votes, if available, in accordance with paragraph "2" above. If not available, the Board of Directors shall fill the vacancy.
4. A quorum shall consist of three (3) members of the committee and the chairman.
5. Conference call meetings are authorized.
6. The Nominating Committee may seek input from the Board of Directors, but all decisions as to candidates are the sole responsibility of the Nominating Committee.

B. Nominating Process.

1. The nominating committee shall meet prior to the annual convention and shall nominate at least one candidate for each office to be filled and report those nominations to the President and the Association Executive, together with pertinent biographical information for each nominee, by July 15.
2. No individual shall be a candidate for more than one (1) office.
3. In the event a nominee becomes unable to serve, the nominating committee shall meet and nominate at least one other candidate and inform the membership as soon as feasible but in no case later than immediately prior to the opening of the first meeting of the annual convention.

C. Notification of the Membership.

The Association Executive shall inform the members of the Association of the candidates submitted by the Nominating Committee, together with the biographical information for each candidate, by August 15. This notice shall also print the provisions in Article V, Section 1, D of these Bylaws for nomination by the membership.

D. Nomination by the Membership.

Any member eligible to vote may nominate a candidate for any of the offices to be filled by forwarding to the Association Executive a written nomination postmarked no later than September 1, together with pertinent biographical information and a signed letter from each nominee confirming his/her willingness to serve.

E. Nomination from the Floor.

There shall be no nominations from the floor except in the event that a Director with an unexpired term is elected to another office. Following the election of officers, nominations shall be open from the floor to fill the unexpired term(s) of such Director(s).

F. Antitrust Requirements.

All nominees shall be given a written explanation of the requirements of the antitrust laws insofar as they apply to the activities of the Association. Upon election they will be required to sign a written statement that they will promote full compliance by the Association and all its members with

those laws.

G. Posting of the Ballot.

A ballot listing the names of all nominees for office shall be posted in the registration area of the annual convention meeting site no later than the opening of registration. Biographical information for each candidate shall also be posted.

Section 2. Election Process.

- A. The election of officers shall be under the direction of an Elections Committee, appointed by the President prior to the annual convention.
- B. The duties of the Elections Committee shall include acting as tellers, sergeant at arms, and any other duties directed by the President.
- C. A majority vote shall elect.
- D. Write-in votes shall not be valid.
- E. When voting for directorship a plurality vote shall elect.

**ARTICLE VI  
MEETINGS**

Section 1. Convention.

There shall be a convention of the Association during the fourth quarter of each fiscal year or as otherwise determined by the Board of Directors.

Section 2. Annual Meeting.

There shall be an annual meeting to be held at the annual convention in the fourth quarter of each fiscal year or as otherwise determined by the Board of Directors. The purpose of this meeting shall be for the election of officers and a Nominating Committee, receiving reports, and other business as may properly come before it.

Section 3. Special Meetings.

Special membership meetings may be called by the President, by a majority vote of the Board of Directors, or by written request of at least fifty (50) Participating members. Special meetings shall take place within three (3) months of written request, with the time and place to be determined by the Board of Directors.

Section 4. Notice.

The membership shall be given at least twenty (20) days notice of all general membership meetings.

Section 5. Quorum.

A quorum for all Association meetings shall be 50% plus one of those Participating members registered for the meeting.

Section 6. Membership.

Any Participating member who registers for a meeting shall be a member of that meeting.

**ARTICLE VII  
BOARD OF DIRECTORS**

Section 1. Composition.

The President, President-Elect, Vice-President, Secretary/Treasurer, Senior Advisor, and six Directors shall comprise the Board of Directors. The Historian, the Association Executive, and any Associate member serving as a director shall also serve as ex officio members of the Board of Directors, with the right to speak, but not to make motions or vote.

Section 2. Association Executive.

- A. The Board of Directors may contract with a professional management firm to direct the administration and management of the Association with an Association Executive, employed or appointed by and directly responsible to the Board of Directors. (S)He shall have the title of Association Executive or such other title as the Board may designate.
- B. The duties of the Association Executive shall be to manage and direct all activities of the Association and perform such other duties as may be assigned by the President or Board of Directors.

Section 3. Powers of the Board of Directors.

- A. Shall exercise all powers of this Association except those which are required by law or these Bylaws to be exercised by the members.
- B. May call special meetings of the Association.

- C. Shall approve the order of business for the convention; approve the seminars, speakers and programs for the convention upon recommendation of the Convention and Seminar Committee; and determine the site and dates of the convention from suggestions made by the Convention and Seminar Committee.
- D. Shall develop a policy for reimbursement of MAPCR expenses incurred in attending meetings of the Board of Directors.
- E. Shall set all dues and fees.
- F. May contract for the services of a Parliamentarian.
- G. Shall fill by majority vote any vacancies in the offices of Vice-President, Secretary/Treasurer, Director (unless that office becomes vacant upon the election of a Director to another office), and Senior Advisor.
- H. Shall supervise activities of any special ad hoc committee.
- I. Shall approve the annual budget for the Association.

#### Section 4. Meetings.

The Board of Directors shall meet at least four times a year, subject to the call of the President. Board members shall be given at least three (3) days notice of all meetings. Conference call meetings are authorized. All Board members shall be in attendance either in person or available by phone at all Board meetings.

#### Section 5. Quorum.

- A. A quorum of the Board of Directors shall consist of a majority of its members, one of whom must be the President, or President-Elect, or Vice-President. The Association Executive and/or Historian shall not be considered in the quorum.
- B. In the absence of a quorum, the Executive Committee is authorized to conduct the business of the Board of Directors if a quorum of that body is present.

**ARTICLE VIII  
EXECUTIVE COMMITTEE**

Section 1. Composition.

The President, President-Elect, Vice-President, Secretary/Treasurer, and Senior Advisor shall comprise the Executive Committee. The executive director (or designee from the professional staff) shall serve as a nonvoting, ex officio member of the executive committee.

Section 2. Powers of the Executive Committee. The Executive Committee:

- A. Shall conduct the business of the Board of Directors at any meeting of the Board of Directors for which no quorum is present.
- B. Shall conduct the business of the Association which is of any emergency nature, when a quorum of the Board of Directors is not able to be contacted on immediate notice.

Section 3. Meetings.

The Executive Committee shall meet at the call of the President at a location to be determined by the President. Executive Committee members shall be given at least three (3) days notice of all meetings.

Section 4. Quorum.

A Quorum of the Executive Committee shall be three (3) of its members, one of whom must be the President or President-Elect.

**ARTICLE IX  
COMMITTEES**

Section 1. Standing Committees. The standing committees of MAPCR shall be:

- A. Convention and Seminar
- B. Membership
- C. Public Relations
- D. Education and Testing
- E. Legislative and Supreme Court Liaison

F. Bylaws and Procedures

G. Audit/Financial

H. Past Presidents Advisory Council

1. The Past Presidents Advisory Council shall consist of all Past Presidents, including current Senior Advisor.

I. Awards Committee

1. Composition. The membership of the Awards Committee shall be made up of three (3) Past Presidents and/or previous recipients of the awards.
2. Term. Each member of the Committee shall serve a three-year term on the Committee with a rotating term so that at least two members served on the previous year's Committee.
3. All Awards Committee members and Executive Board members must agree to keep all proceedings of this Committee confidential.
4. Deadlines to place nominations for any of the awards shall be sent to MAPCR Headquarters (Awards Committee) by August 1 of each year.

### Section 2. Chairpersons:

Chairpersons of all committees must be a Participating member.

### Section 3. Service:

All committees shall serve at the pleasure of the president subject to the approval of the Board of Directors. All committees are to perform the charges of the President as distributed yearly. Basic committee charges shall be set out in the Board Policies and Procedures Manual. Reports shall be provided to the Board of Directors on the occasion of each meeting of the Board. Communications on behalf of the MAPCR and/or the industry through the Association shall be in the name of the President unless the President specifically designates some other member or committee chair to communicate for the Association.

**ARTICLE X  
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws or other rules which the Association may adopt.

**ARTICLE XI  
AMENDMENT OF BYLAWS**

These bylaws may be amended at any business meeting of the Association by a two-thirds (2/3) vote provided that previous notice has been given in writing to all members of the Association at least sixty (60) days prior to said meeting. Amendments may be proposed by the Bylaws Committee, the Board of Directors, or any Participating member, if sent in writing to the Bylaws Committee at least ninety (90) days prior to said meeting.

**ARTICLE XII  
DISSOLUTION**

In the event of the dissolution of this Association, all expenses incurred by the Association up to the date of dissolution including such expenses incidental to dissolution shall be paid by the Association from monies on hand. The Association shall arrange with Certified Public Accountants for a final audit and report of its transactions and accounts for the purposes of dissolution, the cost of which shall be paid by the Association from monies on hand.

In the event of dissolution, no monies on hand shall revert to any of the Association members, and the Assets of the Association, after payment of all indebtedness and costs of dissolution, shall be distributed to the National Court Reporters Association (NCRA).

**ARTICLE XIII  
INDEMNIFICATION**

Section 1. A Volunteer

- A. A volunteer officer/director shall not be personally liable to the Association or its members for monetary damages for a breach of the

officer's/director's fiduciary duty as an officer/director, except for liability:

1. For any breach of the officer's/director's duty of loyalty to the Association or its shareholders (members),
  2. For acts of omissions not in good faith or that involve intentional misconduct or a knowing violation of law,
  3. For any violation of Section 551 (1) of the Michigan Non-profit Corporation Act as amended (the "Act"),
  4. For any transaction from which the officer/director derived an improper personal benefit,
  5. For any act or omission that is grossly negligent, or,
  6. For any act or omission occurring before January 1, 1988.
- B. MAPCR may contract with NCRA or another insurance carrier to provide liability insurance for all officers of the Association.

#### Section 2. Volunteer Officer.

The term "volunteer officer" shall have the same meaning as set forth in the Act for "volunteer director" as it may be amended from time to time.

#### Section 3. Amendment of the Act.

In the event the Act is amended after approval by the shareholders (members) of this article of the Articles of Incorporation, to authorize corporate action further eliminating or limiting the personal liability of officers/directors, then the liability of an officer/director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

#### Section 4. Repeal or Modification of Articles of Incorporation.

Any repeal, modification or adoption of any provision in the Articles of Incorporation inconsistent with this article shall not adversely affect any right, protection, or immunity of a director of the Corporation existing under these provisions at the time of such repeal, modification or adoption.

**ARTICLE XIV  
INTERPRETATION OF BYLAWS**

Section 1. Bylaws Interpretation

1. The Board of Directors shall be the final authority on the interpretation of the Bylaws.
2. Nothing in any article of these Bylaws 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, on the setting of rates or charges for the profession, except for rates established by statute, rule, or order of court.

**Special Rule of Order  
Adopted 10/16/93**

Special Rule of Order Number 1

Commencing with the office of President-Elect, Vice President, and Secretary/Treasurer, followed by the office of Director, candidates will be allotted time not to exceed five minutes to speak in his/her own behalf, each speech followed by allotted time not to exceed five minutes for questions to and answers from candidates. Candidates will speak in alphabetical order. A maximum of three speakers per candidate will be allotted a maximum of three minutes each to speak in support of that candidate. Names of people wishing to speak on behalf of a candidate must be submitted by the candidate to the election committee prior to the beginning of the business session.