

BYLAWS
VERBATIM REPORTERS OF LOUISIANA

ARTICLE I.
OFFICES

Section 1. Principal office. The principal office of Verbatim Reporters of Louisiana (the "Association") shall be 12729 East Millburn Avenue, Baton Rouge, Louisiana 70815-6829.

Section 2. Other offices. The Association may also have offices in such other places, both within and without the State of Louisiana, as the Board may from time to time determine or the business of the Association may require.

ARTICLE II.
PURPOSES

The purposes of this Association shall be to serve the needs of court reporting, captioning, and related communities in the following areas:

- A. To assume responsibility for leadership and enlightenment of the users of verbatim reporting of proceedings and of the public regarding the special competency, importance, and value of the verbatim reporting system.
- B. To promote a broader understanding and acceptance of the qualified verbatim reporter as indispensable to the judicial system of the State of Louisiana.
- C. To encourage, establish, and maintain high standards of professional education, competence and performance.
- D. To promote and encourage the exchange of professional knowledge.
- E. To promote professional ethics.
- F. To cooperate with federal, state, and local governments, their agencies and other organized groups for the benefit of the public and for the legal recognition of the verbatim reporting profession.
- G. To conduct educational seminars and conferences.
- H. To disseminate, by all appropriate means, accurate knowledge and information with respect to the verbatim reporting profession and system.
- I. To advance the interests and general welfare of the verbatim reporting profession.
- J. To do any and all things which are lawful and appropriate in the furtherance of these purposes.

ARTICLE III. MEMBERS

Section 1. Members. Participating 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.

Section 2. Classes of Members - The membership shall consist of the following classes:

A. Participating Members:

- (i) Any person who is a legal resident of the State of Louisiana and meets one or more of the following requirements shall be eligible to become a Participating Member:
- (ii) Any person who is an official court or legislative verbatim reporter.
- (iii) Any person who is associated with or employed by a member of this Association as a verbatim reporter whose application is endorsed by the Association or employing reporter.
- (iv) Any person who is a participating or professional member of the National Court Reporters Association or the National Verbatim Reporters Association or who holds a current certificate from either of said Associations.
- (v) Any person who is the holder of a current certified verbatim reporter certificate or a certified court reporter certificate as mandated by Louisiana law.

B. Associate Members:

- (i) Any Participating Member in good standing on retiring from the active practice of verbatim reporting may become, upon application to the secretary, an Associate Member of the Association.
- (ii) A student enrolled in a verbatim reporting course may become an Associate Member.
- (iii) A teacher of verbatim reporting or anyone connected in an official capacity with a school or college conducting a verbatim reporting course may become an Associate Member.
- (iv) Any person who is competent in the practice of verbatim captioning, videography, or computer-aided real time reporting.

(CART)

Section 3. Privileges:

A. All classes of members shall enjoy the privileges of the Association except where certain privileges are specifically restricted to a specific class of members in these Bylaws or Articles of Incorporation.

B. Only Participating Members shall be eligible to vote.

C. Only Participating Members shall be eligible to hold an elective office.

D. In order to remain a Participating Member or Associate Member in good standing, Members shall pay all Association dues timely and shall comply with Ethics rules adopted by the Louisiana Board of Examiners of Certified Shorthand Reporters.

E. Failure to pay such dues timely or to abide by the rules of Ethics defined herein may cause membership to be revoked upon a majority vote of the Board.

Section 4. Actions of the Participating Members. All actions of the Participating Members for the election of directors or for any other purpose shall be in conformity with Louisiana non-profit corporation law.

Section 5. Annual meeting. An annual meeting of the Members shall be held at a time and place to be set by the Board of Directors.

Section 6. Special meetings. Special meetings of the Members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board or by a majority vote of the Participating Members, at a time and place designated by the party calling the meeting.

Section 7. Quorum. At all meetings of the Members, twenty-five (25%) percent of the Members shall constitute a quorum for transaction of business. If less than such percentage is present at a meeting, the Members present may adjourn the meeting to a time and place which they determine. Notice of the second meeting shall be given as set forth in Section 8 of this Article. In the case of a second meeting noticed after the lack of a quorum, any number of Members present shall constitute a quorum, notwithstanding any provision herein to the contrary.

Section 8. Vote. The affirmative vote of a majority of the Participating Members present in person and voting at the meeting shall be required for any act of the Members.

Section 9. Notice of meetings. Notice of meetings of the Members shall be given as required by applicable law.

Section 10. Organization. At every meeting of the Members, the President or, in his or her absence or inability to act, the person whom the President shall appoint, shall act as chairman of the meeting. The Secretary or, in his or her absence or inability to act, the person whom the chairman of the meeting shall appoint, shall act as secretary of the meeting and keep the minutes thereof.

Section 11. Order of Business. The order of business of all meetings of the Members shall be as determined by the chairman of the meeting.

Section 12. Annual Dues: The annual dues, due and payable on the first day of the membership year, shall be no more than \$100.00 for Participating Members, and no more than \$75.00 for Associate Members. The actual annual dues shall be fixed annually by the Board.

Section 13. Other Charges: Charges for meetings, activities, and materials shall be determined by the Board.

ARTICLE IV. DIRECTORS

Section 1. General. The property and business of the Association shall be managed by the board of directors (the "Board") which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the Members. The Board shall establish policies and procedures and administer all affairs and activities of the Association.

Section 2. Qualifications of Directors. Only Participating Members are eligible to be elected or appointed as Directors.

Section 3. Number and Classes of Directors. The Board shall consist of up to eight (8) Directors, divided into three classes, Class I, whose term shall be for one (1) year, Class II, whose term shall be for two (2) years, and Class III, whose term shall be for three (3) years, as follows: The President, Vice-President, Secretary, Treasurer, immediate past-President of the Association shall each be a Class I Director whose terms shall be for one (1) year each. One (1) additional Class I Director shall be selected by the Association. One (1) Class II Director shall be selected by the Association every two years. One (1) Class III Director shall be selected by the Association every three years.

Section 4. Vacancies. If any vacancies occur in the Board caused by death, resignation, retirement, disqualification or removal from office of any Director, a majority of the Directors then in office, may choose a successor or successors, and the Director so chosen shall hold office until the next annual election and until his/her successor is duly elected and shall qualify, unless sooner displaced.

ARTICLE V. MEETINGS OF THE BOARD

Section 1. Place. The Directors of the Association may hold their meetings, both regular and special, either within or without the State of Louisiana.

Section 2. First meeting. The first meeting of each newly elected Board shall be held at such time and place as shall be fixed by the President at the annual meeting and no notice of such meeting shall be necessary for the newly elected Directors in order to legally constitute the meeting provided a quorum shall be present; or, the Directors may meet in such place, and at such time, as shall be fixed by the consent in writing of all the said Directors.

Section 3. Regular meeting. Regular meetings of the Board may be held at such time and place as shall be from time to time determined by the Board. The President shall send to each Director written notice of a regular meeting of the Board not less than ten (10) days prior to the meeting.

Section 4. Special meetings. Special meetings of the Board may be called by the President on forty-eight (48) hours' notice to each Director, either personally or by mail, telegram or telex; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of any two (2) Directors.

Section 5. Chairman. The President shall serve as Chairman of the Board. In his absence, the Vice-President shall act as Chairman. If both are absent, the Treasurer shall preside.

Section 6. Quorum. At all meetings of the Board, a majority of the Directors shall constitute a quorum for transaction of business, except as otherwise provided by statute, in the Articles of Incorporation or as set forth herein. If less than such majority is present at a meeting, the Directors present may adjourn the meeting to a time and place which they determine. Notice of the second meeting shall be given as set forth in Section 4 of this Article. In the case of a second meeting noticed after the lack of a quorum, any number of Directors present shall constitute a quorum, notwithstanding any provision herein to the contrary.

Section 7. Vote. The affirmative vote of a majority of the Directors present in person and voting at the meeting shall be required for any act of the Board.

Section 8. Compensation. By resolution of the Board, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board. No such payment shall preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

Section 9. Written consent. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if a sufficient number of members of the Board or committee to approve such action, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 10. Director's Proxies. No Director shall have the right to vote by proxy.

Section 11. Meetings by Conference Calls. Meetings of the Board by means of telephone conference calls are authorized and, therefore, the members of the Board may participate in and hold a meeting of the Board by means of conference telephone or similar communications equipment provided that all persons participating in the meeting can hear and communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**ARTICLE VI.
COMMITTEES OF DIRECTORS**

Section 1. Designation. Committees shall be appointed annually by the President with the approval of the Board, each committee to consist of two or more of the Directors of the Association, which, to the extent provided in said resolution, shall have and may exercise the powers of the Board in the management of the business and affairs of the Association, and may have power to authorize the seal of the Association, if any, to be fixed to all papers which may require it. Any such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board.

Section 2. Minutes. The Committee shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 3. Nominating Committee. The nominating committee shall consist of three members, one non-board member and two board members. This committee shall be responsible for nominating candidates for office. The nominations shall be submitted to the membership at the annual meeting.

**ARTICLE VII.
NOTICE**

Section 1. Method. Whenever notice is required to be given to any Director or members under provisions of the laws of Louisiana or of the Articles of Incorporation or of these Bylaws, such notice shall not be construed to mean personal notice, but may be given in writing, by mail, telegram or telex, addressed to such Director or Members at such address as appears on the books of the Association, and such notice shall be deemed to be given at the time that the same shall be so mailed.

Section 2. Waiver of notice. Whenever any notice is required to be given under the provisions of the laws of Louisiana or of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto, and such waiver need not specify the purpose of or the business to be transacted at the meeting.

**ARTICLE VIII.
OFFICERS**

Section 1. Designation. The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer. Any two or more offices may be held by the same person.

Section 2. Election. The President, Vice-President, Secretary and Treasurer shall be elected each year by the Participating Members at the annual meeting of the Association for a term of one year. The term of each elected officer shall begin at the close of the annual meeting at which he was elected. He shall serve until his successor is elected. No elected officer shall serve for more than two full terms in the same office. If there is more than one nominee for an office, the nominee receiving the highest number of votes cast by the Participating Members shall be elected.

Section 3. Agents. The Board may appoint such agents on behalf of the Association as it shall deem necessary, for such terms and to exercise such powers and perform such duties as shall be determined from time to time by the Board, and not conflicting with these Bylaws or the Articles of Incorporation.

Section 4. Term. The officers of the Association shall hold office until their successors are chosen and qualify, unless sooner removed or displaced. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board whenever in their judgement the best interest of the Association would be served thereby.

Section 5. Vacancy. Vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

Section 6. President. It shall be the duty of the President to preside over all Board meetings. He shall also be the chief executive officer of the Association and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Association. He shall, when present, preside at all meetings of the Members and shall be ex-officio a member of all standing committees. He shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. He shall, in general, perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him by the Board.

The President may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board, certificates of membership of the Association and any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association or shall be required by law to be otherwise signed or executed.

Section 7. Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe.

Section 8. Secretary. The Secretary shall attend all Members' meetings and Board meetings and keep the minutes thereof in one or more books provided for that purpose. He shall also: (1) see that all notices are duly given in accordance with the provisions of these Bylaws as required by law; (2) be custodian of the Association records and of the seal of the Association, if any, and see that the seal of the Association is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (3) keep a register containing the post

office address of each Member which shall be furnished to the Secretary by such Member; (4) sign, with the President, certificates of membership in the Association, the issuance of which shall have been authorized by resolution of the Board; (5) have general charge of the membership transfer books of the Association; (6) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board.

Section 9. Treasurer. The Treasurer shall have the custody of the Association's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name of and to the credit of the Association in such depositories as may be designated by the Board. He will also perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board.

He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and he shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer, and of the financial condition of the Association.

If required by the Board, he shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the Association, in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association.

Section 10. Assistants. One or more Assistant Secretaries and/or Assistant Treasurers may be designated and chosen by the Board and shall have such duties as may be delegated to them by the Board.

ARTICLE IX. INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the Association) by reason of the fact that he is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another business, foreign or nonprofit Association, partnership, joint venture, or other enterprise, against expenses (including attorneys' fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in such a manner he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in the right of the Association, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgement of the Board, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection

with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for willful or intentional misconduct in the performance of his duty to the Association unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit, or proceeding by judgement, 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 he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a Director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any such action, suit, or proceeding, on in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3. The indemnification hereunder (unless ordered by the court) shall be made by the Association only as authorized in a specific case upon a determination that the applicable standards of conduct has been met. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceedings, or (2) if such a quorum is not obtainable, by independent legal counsel, or (3) by the members.

Section 4. The expenses incurred in defending such an action, suit, or proceeding shall be paid by the Association in advance of the final disposition thereof if authorized by the Board, without regard to whether participating members of the Board are parties to such action, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized hereunder.

Section 5. The indemnification and advancement of expenses provided hereunder shall not be deemed exclusive of any other rights to which one indemnified may be entitled, both as to action in his 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 Director, officer, employee, or agent, and shall insure to the benefit of his heirs and legal representatives.

Section 6. The Association may procure or maintain insurance or other similar arrangement on behalf of any person who is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another business, nonprofit or foreign Association, partnership, joint venture, or other enterprise against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the Louisiana Business Corporation Law. Without limiting the power of the Association to procure or maintain any other kind of insurance or similar arrangement, the Association may create a trust fund or other form of self-insurance arrangement for the benefit of persons indemnified by the Association and may procure or

maintain such insurance with any insurer deemed appropriate by the Board regardless of whether all or part of the stock or other securities thereof are owned in whole or part by the Association. In the absence of actual fraud, the judgement of the Board as to the terms and conditions of such insurance or self-insurance arrangement and the identity of the insurer or other person participating in a self-insurance arrangement shall be conclusive, and such arrangements for insurance shall not be subject to voidability and shall not subject the Directors approving such arrangement to liability, on any ground, regardless of whether any Directors participating in approving such insurance arrangements shall be beneficiaries thereof.

Section 7. Nothing herein shall constitute Members of this Association as partners for any purpose. No member, officer, director, agent, or employee of the Association shall be liable for the acts or failures to act on the part of any other member, officer, director, agent, or employee of the Association, nor shall any member, officer, director, agent, or employee be liable for his act or failure to act under the Constitution and Bylaws, except for acts of omission arising from his willful malfeasance.

Section 8. If authorized by the Board, the Association may purchase and maintain insurance against liability on behalf of each person who at any time is, or shall have been an officer, employee, or agent of the Association, to the full extent permitted by law.

ARTICLE X. CERTIFICATES OF MEMBERSHIP

Section 1. Form. Certificates representing membership in the Association shall be in such form as determined by the Board. All certificates shall be signed by, or in the name of the Association by, the President or Vice-President, and by the Secretary or Treasurer. All certificates for such membership interest shall be consecutively numbered, and the name and address of the person to whom the membership interest represented thereby are issued, together with the date of issue shall be entered on the membership transfer books of the Association.

Section 4. Transfer of membership interest. Membership interest in the Association shall not be transferable.

ARTICLE XI. GENERAL PROVISIONS

Section 1. Dividends. Dividends shall not be paid by the Association.

Section 2. Fiscal and membership year. The fiscal and membership year shall be fixed by the Board.

Section 3. Checks. All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board from time to time designates.

Section 4. Corporate seal. The Board may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association and the state of incorporation and "Corporate Seal".

Section 5. Funds and Securities: The Treasurer shall invest and manage the funds and securities of the Association within policies established by the Board.

Section 6. Bonding: The Board shall determine whether the President, Treasurer, or any other person entrusted with the handling of funds and property of the Association will be required to furnish, at the expense of the Association, a fidelity bond approved by the Board in such sum as the Board shall prescribe.

Section 7. Contracts, Letters of Intent: All contracts, releases, agreements, letters of intent or commitments made in the name of or on behalf of the Association shall be submitted to the Board for appropriate review and signature by person or persons duly authorized person or persons. No contract shall be made which will bind the Association for amounts in excess of those provided in the current budget for that purpose, unless approved by the Board.

Section 8. Non-Compensation: No voting member of the Board shall receive compensation for services rendered.

Section 9. The Association shall use its funds only to accomplish the purposes specified in the Articles of Incorporation and herein, and no part of such funds shall inure or be distributed to the members of the Association. On dissolution of the Association, the funds remaining shall be distributed to one or more regularly organized or qualified charitable, educational or professional organizations to be selected by the Board.

ARTICLE XII. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by affirmative vote of a majority of the Members present and voting at any regular or special meeting of the Members at which a quorum is present or represented, or by affirmative vote of two-thirds of the Directors then serving at any regular or special meeting of the Board at which a quorum is present or represented, provided notice of the proposed alteration or repeal be contained in the notice of any such Members' or Directors' meeting.

The Board shall authorize the Secretary to submit proposed amendments in writing to the entire membership at least two weeks prior to a meeting at which the amendments are to be voted upon.

Dated: _____

4-26-04


Sharon S. Kaiser, President

Dated: _____
_____ **Marilyn Richardson, Secretary**

Date of Original Adoption: _____, 2004
Date Last Amended: _____, 2004