



BYLAWS of the TEXAS DEPOSITION REPORTERS ASSOCIATION (TEXDRA)

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ARTICLE I – NAME

The name of this entity shall be **TEXAS DEPOSITION REPORTERS ASSOCIATION**, also known as **TEXDRA** (“the Association”).

ARTICLE II – OFFICES OF THE CORPORATION

The principal office of the corporation ("the Association") shall be located at such place within the state of Texas as the Board of Directors shall determine from time to time. The Board of Directors may change the principal office from one location to another at any time upon a two-thirds ($\frac{2}{3}$) vote of the Board of Directors.

ARTICLE III – PURPOSE AND MISSION

Section 1. Purpose

To advocate for the business interests of Texas freelance Certified Shorthand Reporters and Court Reporting Firms; to promote the profession of court reporting and maintain the integrity of the profession; to provide a forum for CSRs and CRFs to address business issues of common interest; to promote a broader understanding and acceptance of CSRs as an integral part of the judicial system; to improve the delivery of quality court reporting services to the public; to aid in recruiting and training of future verbatim CSRs; to facilitate good relationships between CSRs, CRFs, consumers, and the parties they serve; and for any other approved lawful purpose as determined by the Board of Directors.

Section 2. Mission

To represent the professional and business interests of Texas freelance Certified Shorthand Reporters and Court Reporting Firms through advocacy, education, communication, and transparency, while promoting the benefits of working with trained professionals who precisely capture the spoken word in judicial proceedings and provide crucial services to the deaf and hard-of-hearing community, and to foster better awareness of our value to the judicial system and the public.

ARTICLE IV – MEMBERSHIP AND DUES

Section 1. Membership

Membership in the Association will consist of Texas CSRs, Texas CRFs, and individuals engaged in or associated with the profession of court reporting and shall consist of the following respective classes: Establishing Members, Founding Members, Professional (CSR) Members, Court Reporting Firm (CRF) Members, Student Members, Associate Members, and Honorary Members.

(a) Establishing Members

(i) Dues

Dues for Establishing Members are waived for lifetime membership.

(ii) Qualifications

The initial members of the Committee to Amend the 1 / 3 Rule: Art Richardson, CSR, CP, CM; Kim Tindall, CSR, RPR; Vickie MacNaughton King, CSR, RPR (Retired); Renee Martinez (inactive); Christin Chandler (inactive); Mike Clepper, CSR (1954–2017); Kelly Hanna, CSR, RMR, CRR, CMRS, TCRR; Micheal Johnson, CSR–TX, CCR–LA, RDR, CRR; Susan Perry

Miller, CSR-TX, CCR-LA, CSR-CA-13648, RDR, CRR; David Ross, CSR, RPR (Retired).

Nothing shall prevent an active Establishing Member from holding any other category of membership or office, including Officer or Director.

(iii) Voting Rights

Voting member. Each active Establishing Member will be assigned a unique Member Number. In the event that more than one vote is cast using the assigned Member Number, that Establishing Member's vote will be nullified and will not be counted.

(iv) Termination

All members of the Association should conduct themselves in accordance with the Association's Purpose and Mission Statement to be afforded the privilege of continued membership in the Association. Establishing Members shall be held to the same standards of conduct, rules, statutes, and Code of Ethics that govern all Texas CSRs and CRFs. Any substantiated violation of these standards of conduct, rules, statutes, and/or Code of Ethics by an Establishing Member may result in loss of membership privileges, up to and including termination of membership in the Association, upon a two-thirds ($\frac{2}{3}$) vote of the Board of Directors.

(b) Founding Members

(i) Dues

\$1,000 for Founding (lifetime) membership.

(ii) Qualifications

Must be a current Texas CSR in good standing at the time of application. The Association accepted Founding Member applications from August 1, 2015, through December 31, 2015.

(iii) Voting Rights

Voting member. Each Founding Member will be assigned a unique Member Number. In the event that more than one vote is cast using the assigned Member Number, that Founding Member's vote will be nullified and will not be counted.

(iv) Termination

All members of the Association should conduct themselves in accordance with the Association's Purpose and Mission Statement to be afforded the privilege of continued membership in the Association. Founding Members shall be held to the same standards of conduct, rules, statutes, and Code of Ethics that govern all Texas CSRs and CRFs. Any substantiated violation of these standards of conduct, rules, statutes, and/or Code of Ethics by a Founding Member may result in loss of membership privileges, up to and including termination of membership in the Association, upon a two-thirds ($\frac{2}{3}$) vote of the Board of Directors.

(c) Professional (CSR) Members

(i) Dues

(A) \$120 per membership year (excluding promotional membership drives, as applicable)ⁱ.

(B) \$1,000 for Supporting (lifetime) membership.

(ii) Qualifications

An applicant for Professional (CSR) membership must possess a valid Texas Certified Shorthand Reporter (CSR) license in good standing at the time of application or renewal.

(iii) Voting Rights

Voting member. Each Professional Member will be assigned a unique Member Number. In the event that more than one vote is cast using the assigned Member Number, that

Professional Member's vote will be nullified and will not be counted.

(iv) Termination

All members of the Association should conduct themselves in accordance with the Association's Purpose and Mission Statement to be afforded the privilege of continued membership in the Association. Any substantiated violation by a Professional Member of these standards of conduct, rules, statutes, and/or Code of Ethics that govern all Texas CSRs may result in loss of membership privileges, up to and including termination of membership in the Association, upon a two-thirds ($\frac{2}{3}$) vote of the Board of Directors.

(d) Court Reporting Firm (CRF) Members

(i) Dues

(A) \$120 per membership yearⁱⁱ.

(B) \$1,000 for Supporting (lifetime) membership.

(ii) Qualifications

A Texas-registered Court Reporting Firm (CRF) in good standing with the Texas Judicial Branch Certification Commission (JBCC) at the time of application may apply to be a CRF Member of the Association, pursuant to provisions (A) and (B) below.

(A) There shall be only one (1) vote per named CRF. For example, if XYZ Reporting has seven different "affiliate" offices in Texas, XYZ Reporting is one (1) named CRF and is entitled to one (1) vote in the Association. For purposes of Association membership, an affiliate is a person, organization, or establishment associated with another larger organization as a subordinate, subsidiary, or member.

(B) The CRF Member must designate on its membership

application a Designated Representative, which is the person to whom all Association correspondence will be addressed and who will exercise the CRF Member's right to vote. The Designated Representative does not have to be a CSR or firm owner and can be anyone the CRF Member chooses and designates in writing to the Association.

It is the sole responsibility of the CRF Member to notify the Association if the CRF Member's Designated Representative changes. The Association will not be held responsible for any misdirected communications, nor any effects therefrom, due to changes in a CRF Member's Designated Representative which are not communicated appropriately to the Association.

(iii) Voting Rights

Voting member. Each CRF Member will be assigned a unique Member Number. In the event that more than one vote is cast using the assigned Member Number, that CRF Member's vote will be nullified and will not be counted.

(iv) Termination

All members of the Association should conduct themselves in accordance with the Association's Purpose and Mission Statement to be afforded the privilege of continued membership in the Association. A CRF Member and/or its Designated Representative shall be held to the same standards of conduct, rules, statutes, and Code of Ethics that govern all Texas CSRs and CRFs. Any substantiated violation of these standards of conduct, rules, statutes, and/or Code of Ethics by a CRF Member and/or its Designated Representative may result in a loss of membership privileges, up to and including termination of membership in the Association, upon a

two-thirds ($\frac{2}{3}$) vote of the Board of Directors.

(e) Student Members

(i) Dues

\$20 per membership year.

(ii) Qualifications

Any student studying to become a Certified Shorthand Reporter (CSR) as defined in Texas Government Code, Section 154.001(a)(4), *et. seq.*

(iii) Voting Rights

Non-voting member.

(f) Associate Members

(i) Dues

\$120 per membership yearⁱⁱⁱ.

(ii) Qualifications

Applicant must be associated in a direct or ancillary fashion with the profession of court reporting; *e.g.*, videographers, scopists, vendors, proofreaders, court reporters certified in states other than Texas, employees of reporting firms, *etc.*

(iii) Voting Rights

Non-voting member.

(g) Honorary Members

(i) Dues

Dues for Honorary Members are waived.

(ii) Qualifications

Honorary Membership may be granted at the sole discretion of the Board of Directors to individuals who aid and/or endorse the court reporting profession and go above and beyond in service to the profession. No more than three

(3) Honorary Memberships may be granted by the Board of Directors in any membership year. Honorary Membership shall be granted only upon a unanimous vote of the Board of Directors.

(iii) Voting Rights

Non-voting member.

Section 2. Membership Status, Dues, Termination, Denial, Reinstatement

(a) Membership Status

Those members who are duly qualified for membership in the Association and who have paid the required dues in accordance with these Bylaws and who are not suspended (inactive) shall be considered active members of the Association in good standing.

(b) Dues

(i) Payable

Membership dues are due and payable at the time application is submitted for Association membership or for renewal of Association membership upon the expiration of the current membership year, as applicable. Renewal dues not received by October 1 of the current membership year may result in loss of Association membership.

(ii) Changes

The Board of Directors shall, from time to time, establish dues pertaining to each respective class of Association membership. Notice of any change(s) in dues shall be given to the membership not less than thirty (30) days in advance of said change(s), via any or all of the following methods: e-mail, U.S. Mail, newsletter, website posting, social media (Facebook,

Twitter, TEXDRA Connects, *etc.*).

(iii) Insufficient Checks

In the event an insufficient check is issued to the Association, the member or applicant shall be liable for all bank charges incurred by the Association. Should any subsequent issuance of an insufficient check occur by the same member or applicant, the Association reserves the right to accept only money orders, cashier's checks, or credit card payment from said member or applicant going forward.

(c) Termination

(i) Voluntary Termination of Association Membership

Any member may voluntarily terminate his or her Association membership by giving written notice of said termination to either the President or Treasurer. No proration or refund of dues will occur in instances of voluntary termination.

(ii) Involuntary Termination of Association Membership

All members of the Association should conduct themselves in accordance with the Association's Purpose and Mission Statement to be afforded the privilege of continued membership in the Association. Any substantiated violation of any statute, rule, conduct, and/ or Code of Ethics by a member may result in loss of membership privileges, up to and including termination of Association membership, upon a two-thirds ($\frac{2}{3}$) vote of the Board of Directors. Any involuntary termination must be fully and carefully considered and shall not be based on speculation, rumor, or supposition. The Board of Directors may, at its sole discretion, meet with a member to discuss termination of Association membership before deciding upon any such action. Any involuntary termination of Association membership, and the reason(s) therefor, shall be thoroughly

documented and permanently kept in the books and records of the Association. In the event of involuntary termination, no proration or refund of dues will occur.

(d) Denial

An application for Association membership may be denied by the Association upon a two-thirds ($\frac{2}{3}$) vote of the Board of Directors. Any such denial must be fully and carefully considered and shall not be based on speculation, rumor, or supposition. Any denial of an application for Association membership, and the reason(s) therefor, shall be thoroughly documented and permanently kept in the books and records of the Association. If payment of dues accompanies the denied application, said dues will be returned or fully refunded to the applicant.

(e) Reinstatement

Upon receipt of a duly signed written request by a former member, the Board of Directors may, upon a two-thirds ($\frac{2}{3}$) vote, reinstate a former member's Association membership if the Board believes that a reinstatement will be mutually beneficial to both the former member and the Association. Any such reinstatement must be fully and carefully considered, and the reason(s) therefor shall be thoroughly documented and permanently kept in the books and records of the Association.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Governing Body

The policymaking body of the Association shall be known as the Board of Directors, which shall have supervision, control, and direction of the business and affairs of the Association.

Section 2. Composition

The Association's Board of Directors shall be composed of five (5) officers (President, Vice President/President-Elect, Secretary, Treasurer, and Immediate Past President) and five (5) Directors. The number of Directors may be adjusted up or down upon a two-thirds ($\frac{2}{3}$) vote of the Board of Directors or upon a majority vote by the voting membership of the Association.

Section 3. Advisory Board

The Board of Directors may, at its sole discretion, appoint Association members or others to an Advisory Board whose purpose is to give guidance and recommendations to the Board of Directors on areas of interest. An Advisory Board member shall have no additional voting rights other than voting rights conferred by virtue of his or her current Association membership, if any, during time of service on an Advisory Board; however, current Association membership is not a prerequisite for service on an Advisory Board of the Association.

Section 4. Duration of Office – Officers and Directors

(a) Officers

The President, Vice President/President-Elect, Secretary, and Immediate Past President terms shall run for two (2) years.^{iv} Upon expiration of the President's term, the Vice President/President-Elect shall assume the title of President; the outgoing President shall assume the title of Immediate Past President.

Every two (2) years, at the Annual Meeting, or at a time and place to be determined by the Board of Directors, a new Vice President/President-Elect shall be appointed by the Board of Directors.

Every two (2) years, at the Annual Meeting, or at a time and place to be determined by the Board of Directors, the Secretary will be appointed by the Board of Directors. The Secretary may serve no more than two (2) consecutive terms.

(b) Directors

During the initial formation of the Association, five (5) Directors shall be appointed to the Board of Directors by a majority vote of the Establishing Members of the Association. Initially, three (3) Directors shall serve for a term of two (2) years, such term ending in 2017; two (2) Directors shall serve for a term of three (3) years, such term ending in 2018.

Thereafter, in odd-numbered years (*e.g.*, 2019, 2021, *etc.*), three (3) Directors shall be elected by direct member voting at an Annual Meeting of the Association, or at a time and place to be determined by the Board of Directors.

In even-numbered years (*e.g.*, 2020, 2022, *etc.*), two (2) Directors shall be elected by direct member voting at an Annual Meeting of the Association, or at a time and place to be determined by the Board of Directors.

Directors' terms shall run for two (2) years, and a Director may serve no more than two (2) consecutive terms. A Director may resign upon presenting his or her written resignation to the President or the Secretary of the Association. Such resignation shall become effective upon acceptance by the Board of Directors and shall be thoroughly documented and permanently kept in the books and records of the Association.

Section 5. Vacancies

A vacancy in an Officer or Director position which occurs between the appointment or election therefor shall be filled by the

President upon approval of two-thirds ($\frac{2}{3}$) of the Board of Directors. Such appointment shall be effective until the next scheduled appointment or election of the Officer or Director, as applicable. If there is a vacancy for any reason in the office of the President, the Vice President/President-Elect shall immediately succeed to the office of President and shall have all the powers and perform all the duties of the President.

Section 6. Annual Board Meeting

The Board of Directors shall hold at least one Board Meeting annually (the Annual Board Meeting) at such time and place as determined by the Board of Directors. Additional meetings of the Board of Directors may be called by the President or by written request of a majority of the Board of Directors, provided that written notice is sent to each member of the Board of Directors not less than ten (10) days prior to the meeting. Said written notice may be accomplished via e-mail or U.S. Mail, and said notice shall be permanently kept in the books and records of the Association. If the President determines that conditions exist that warrant an emergency Board of Directors meeting, such written notice may be waived by a two-thirds ($\frac{2}{3}$) consensus of the Board of Directors.

Section 7. Quorum and Voting

(a) Quorum

A quorum shall consist of one-half ($\frac{1}{2}$) of the voting membership of the Board of Directors. Unless otherwise specifically provided in these Bylaws, a majority vote shall govern.

(b) Voting

The members of the Board of Directors may participate in

any meeting by conference call or videoconference and such participation shall constitute presence in person at such meeting. Careful and accurate minutes must be taken and recorded of any such meeting. The President may request that an action be taken by the Board by e-mail or U.S. Mail. Action taken by such e-mail or U.S. Mail shall constitute a valid action, shall be permanently recorded in the books and records of the Association, and shall be reported in the minutes at the next meeting of the Board of Directors.

Section 8. Eligibility

Only a Professional (CSR) Member or an Establishing Member in good standing, who is a permanent Texas resident, may serve as an Officer or Director of the Association. In seeking individuals to join the TEXDRA Board of Directors or to fill vacancies on the Board, a candidate must possess the following minimum qualifications:

- Demonstrated breadth and depth of leadership experience;
- Business acumen or relevant professional experience;
- Integrity and high ethical standards;
- Sufficient time to devote to TEXDRA's business as a member of the Board;
- Ability to oversee, as a director, business and affairs for the benefit of TEXDRA's membership;
- Ability to comply with the Guidelines for Leadership in TEXDRA; and
- Demonstrated ability to think independently and work collaboratively.

In evaluating potential candidates, the Committee will evaluate the candidate under the guidelines set forth above and by determining if a

candidate suits TEXDRA's overall objectives at the time of evaluation.

Section 9. Removal

Any Officer or Director of the Association may be removed by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors whenever, in its sole judgment, the best interests of the Association would be served thereby. Any such action and the reason(s) therefor must be thoroughly documented and permanently kept in the books and records of the Association.

ARTICLE VI – OFFICERS' DUTIES

Section 1. President

It shall be the duty of the President to preside at all meetings of the Association. The President shall be empowered to appoint all committees, except as noted otherwise in these Bylaws, and will perform all duties incident to the office of the President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 2. Vice President/President-Elect

It shall be the duty of the Vice President/President-Elect to perform the duties of the President in his or her absence or inability to act. The Vice President/President-Elect, when thus acting, shall have all powers, duties, and responsibilities of the President. The Vice President/President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 3. Secretary/Treasurer

It shall be the duty of the Secretary/Treasurer to keep minutes of all Association and Board of Directors meetings. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to that position by the President or the Board of Directors.

It shall be the duty of the Secretary/Treasurer to have charge and custody of, and be responsible for, all funds, securities, and financial records of the Association. The Secretary/Treasurer shall submit to the Board of Directors a report on the finances of the Association at each scheduled meeting of the Board of Directors. The Secretary/Treasurer shall have administrative authority over the Association's website and any appurtenant payment applications and/or accounting functions thereof.

Some Secretarial duties may be delegated to an Executive Director upon a two-thirds ($\frac{2}{3}$) vote of the Board of Directors.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Section 1. Nominations

Any Association member in good standing may make a nomination for an open Director position. A Professional (CSR) Member or Establishing Member in good standing may nominate himself or herself for an open Director position. A valid nomination must meet the criterion for Eligibility as defined in Article V, Section 8 of these Bylaws and must be duly submitted by an Association member in good standing at the time of said nomination(s). Nominations will not be accepted from nonmembers.

Section 2. Elections

The voting members shall elect Directors of the Association at the Annual Meeting of the Association, or at a time and place to be determined by the Board of Directors, as provided for in these Bylaws. If there are two (2) candidates for a position, the candidate receiving the absolute majority of votes cast shall be elected to such position. If there are three (3) or more candidates for a single position, the candidate with the plurality of votes cast shall be elected to such position. If there are three (3) or more candidates for a position and the election results in a tie vote (*i.e.*, no plurality is achieved), the two (2) candidates with the most votes will participate in a runoff election as soon as practicable, and the candidate with the absolute majority of votes cast in that runoff election shall be elected to such position.

ARTICLE VIII – MEETINGS, QUORUM, AND PARLIAMETARY AUTHORITY

Section 1. Annual Meeting of the Association

The Annual Meeting of the Association shall be held at such time and place as the Board of Directors shall determine. Notice of said meeting shall be given to all Association members not less than thirty (30) days prior to the date of the Annual Meeting, via any or all of the following methods: e-mail, U.S. Mail, newsletter, website posting, social media (Facebook, Twitter, TEXDRA Connects, *etc.*). Should the Board of Directors decide that unusual conditions make the holding of an Annual Meeting inadvisable, a meeting of the Board of Directors may be held in lieu thereof; such action must be ratified by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors.

Section 2. Regular and Special Meetings

(a) Regular Meetings

Regular Meetings of the Association may be called by the Board of Directors at any time and for any reason pertaining to the business of the Association.

(b) Special Meetings

Special Meetings may be called by the Board of Directors or shall be called by the President upon receipt of a written request by one-half ($\frac{1}{2}$) of the voting membership of the Association. The purpose of such Special Meeting must be specified in the request. At such Special Meeting, no business will be transacted except as specified in the request for the meeting. Written notice of such Special Meeting shall be given to all Association members not less than thirty (30) days prior to the date thereof.

Section 3. Quorum of Members

Upon the convening of any meeting of the membership, a quorum shall consist of one-half ($\frac{1}{2}$) of those voting members in attendance at said meeting, provided that no less than 15 voting members are present at the meeting.

Section 4. Parliamentary Authority

The current published and released edition of Robert's Rules of Order Newly Revised (RONR) shall be the parliamentary guide for all meetings and business sessions, insofar as such rules do not conflict with the provisions of these Bylaws.

ARTICLE IX – FISCAL AND LEGAL PROCEDURES

Section 1. Fiscal Year

The fiscal year of the Association shall be set by the Board of Directors^v.

Section 2. Board of Directors' Authority

The Board of Directors shall adopt an annual budget and shall have the power to allocate funds for carrying out the operation(s) of the Association. The Board of Directors has the authority to make decisions in the operation of the Association. The Board of Directors may employ the services of an Executive Director, and designate the duties of same, at its sole discretion.

Section 3. Non-compensation

No member of the Board of Directors shall receive compensation for any services rendered to or in behalf of the Association unless otherwise expressly provided for herein.

Section 4. Financial Reporting

The Treasurer shall provide to the Board of Directors quarterly, or at such other times as may be requested by the President or the Board of Directors, a report of all receipts and disbursements of Association funds. An annual financial report shall be published by the Board of Directors to the Association membership via any or all of the following methods: e-mail, U.S. Mail, newsletter, website posting, social media (Facebook, Twitter, TEXDRA Connects, *etc.*).

Section 5. Incurring Indebtedness

No member, Officer, Director, or employee of the Association shall incur any indebtedness in the name of the

Association, nor make any commitment involving the Association, financial or otherwise, unless expressly authorized to do so in writing by the Board of Directors. Any such authorization shall be thoroughly documented and permanently kept in the books and records of the Association.

Section 6. Audit

The Board of Directors may appoint an independent Certified Public Accountant to audit or review the financial records of the Association and submit same to the Board of Directors. The results of any such audit or review shall be permanently kept as part of the books and records of the Association.

ARTICLE X – LIMITATIONS OF LIABILITY

Nothing herein shall constitute members of the Association as partners for any purpose. No member, Officer, Director, agent, or employee of the Association shall be liable for any act or failure 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 or her act or failure to act under these Bylaws, except for acts or omissions arising from his or her willful misconduct.

ARTICLE XI – DISSOLUTION AND DISTRIBUTION OF ASSETS

Section 1. Dissolution

To accomplish dissolution of the Association, a resolution to dissolve the Association must first be passed by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors. Notice of said resolution must

be presented to the Membership no more than ten (10) days following the passage of the resolution, via any or all of the following methods: e-mail, U.S. Mail, newsletter, website posting, or social media (Facebook, Twitter, TEXDRA Connects, *etc.*).

Section 2. Distribution of Assets

Upon dissolution of the Association, the Treasurer, or his or her designee, shall file dissolution papers with the appropriate government entities. Following settlement of all outstanding expenses, the liquidated assets of the Association shall be distributed to any philanthropic, scientific, or educational entity or association as prescribed by the Board of Directors. No Officer, Director, or Association member shall have any financial interest in such entity or association so as to receive any profit or benefit from such distribution.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended, altered, and/or rescinded by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors at any regular or specially scheduled Board Meeting.

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- ⁱ Dues increased for Professional (CSR) Members from \$100 to \$120 effective September 1, 2019.
 - ⁱⁱ Dues increased for Court Reporting Firm (CRF) Members from \$100 to \$120 effective September 1, 2019.
 - ⁱⁱⁱ Dues increased for Associate Members from \$100 to \$120 effective September 1, 2019.
 - ^{iv} Officers' 2-year terms begin and end in odd-numbered years; *e.g.*, 2017-2019, 2019-2021, *etc.*
 - ^v TEXDRA operates on a calendar year basis; the fiscal year is January 1 - December 31.