

**American Association of Electronic Reporters and Transcribers, Inc.**

**BYLAWS  
(as revised and adopted 06-04-2020)**

**ARTICLE I: NAME AND SCOPE**

1. The Name of the organization shall be the American Association of Electronic Reporters and Transcribers, Inc., (AAERT), hereinafter the "Association."
2. Electronic reporting and transcribing refers to the use of professional-quality hardware and software to capture, by direct audio or audiovisual recording, the full and complete verbatim record of oral proceedings for the purpose of conversion to text, authentication, verification and preservation. The term also includes the ownership, management, and/or administration of a business providing electronic reporting and transcribing services.
3. The Association shall be a nonprofit, non-stock trade association that is international in scope.

**ARTICLE II: OFFICE**

1. The principal office of the Association shall be at such place as may be designated by the Board of Directors.

**ARTICLE III: PURPOSES OF ASSOCIATION**

1. To promote a broader public understanding and awareness of the value, efficacy, and efficiency of electronic reporting and transcribing by federal, state, and local governments within their legislative, executive/administrative, and judicial branches.
2. To expand the use of electronic reporting and transcribing in the legal, corporate, and academic markets.
3. To advocate for expanded recognition of and opportunities for electronic reporting and transcribing professionals.
4. To support and encourage the education, training, and certification of electronic reporters and transcribers for the purpose of establishing and maintaining optimal performance of their professional duties.

5. To promote the observance of the highest standards of professional ethics for electronic reporters and transcribers.

6. To provide a forum for the exchange of ideas and best practices among all professionals in the community of electronic reporters and transcribers.

7. To do all that is necessary and proper for the accomplishment of all the foregoing or other proper and lawful purposes and objectives of this Association.

#### **ARTICLE IV: MEMBERSHIP**

1. **General Membership Provision.** Membership in the Association is voluntary and shall be open to individuals who subscribe to and support the purposes of the Association, who are compliant with all applicable laws and regulations, and who meet the requirements for one of the Classes of Membership, as hereinafter provided.

2. **Eligibility for a Class of Membership.** Eligibility to belong to a particular membership classification is determined by the Association based on an applicant's status at the time application for membership is made and, thereafter, annually when membership in the Association is renewed. Any member whose eligibility to belong to a particular membership classification changes during the annual membership term may not renew or continue as a member of that classification when their annual membership term expires but must reapply for membership under any single other category of membership for which he/she/it may qualify.

3. **Classes of Members.** There shall be four (4) classifications of membership:

A. **Voting Classifications:** Any member of a voting classification must be a member in good standing at the time of an election in order to exercise the privilege to vote therein. A member in good standing is any member not under suspension and current on all financial obligations to the Association.

i. **Professional Members:** Individuals who support the purposes of AAERT as outlined in Article III of these bylaws and the general membership provisions outlined above and are currently engaged in the profession of electronic reporting or transcription and/or business activities that support or supply the profession.

**B. Non-voting Classifications:**

i. **Apprentice Members:** Entry-level learners, interns, or students with less than one year's experience in the profession of electronic reporting and transcribing.

ii. **Honorary Members:** Those individuals who have been determined by the Board of Directors to have provided meritorious service to the profession and to the purposes of this Association.

iii. **Associate Members.** Individuals who support the purposes of the organization as outlined in Article III but are not employed or engaged in the profession of electronic reporting and transcription and/or business activities that support or supply the profession.

C. **Privileges:** All classes of membership shall enjoy the following privileges, except where certain privileges are restricted to a particular class or classes of membership:

iv. The privilege to attend Annual Membership Meetings and any Special Membership Meetings convened by the Board and to participate in any debates at such meetings. However, only voting members shall be eligible to make or second motions at such meetings and to vote.

v. The privilege to serve on committees or special task forces created or appointed by the Board, including the privileges to hold office within such committees or task forces and to vote at committee or task force meetings concerning the business before or within the particular committee or task force.

vi. Only voting members of the Association may serve on the Association's Board of Directors or hold the position of an officer of the Association.

D. **Additional Classifications and Membership Privileges.** The Board of Directors may create additional classifications of membership and may determine the privileges and responsibilities associated with each new or existing membership classification.

4. **Membership Application Procedures.** Application for membership in the Association shall be made by completion of forms provided for this purpose and accompanied by payment of the initiation fee, if applicable, and any required dues.

5. **Resignation from Membership.** Any member may resign at any time by submitting a written letter to the Board of Directors. All dues and fees paid by the resigning member up to and including the date the resignation letter is received by the Association shall be retained by the Association and are considered a proper and enforceable obligation of the resigning member to the Association.

6. **Suspension or Termination of Membership.**

A. **Termination or Suspension for Nonpayment of Dues or Charges.** The Board of Directors shall suspend any member who fails to pay dues or other charges for Association programs, services, or materials by the date upon which they become due.

B. **Termination or Suspension of Membership for Cause.** The Board of Directors may suspend or terminate the membership of any member for reasonable and sufficient cause other than nonpayment of dues and charges; provided, however, that such member shall be given written notice of such intended action and an opportunity to be heard before a quorum of the Board of Directors, as provided in policies and procedures adopted by the Board of Directors, before such termination or suspension shall take effect.

7. **Reinstatement of Membership.** The Board of Directors may approve for reinstatement to full membership in the Association any member who has been suspended or has resigned, with or without requiring a second payment of the initiation fee, provided the member shall have removed the cause for the suspension and all dues and other charges for Association programs, services, or materials are paid in full up to the time of the suspension or resignation.

## **ARTICLE V: INITIATION FEES AND DUES**

1. **Initiation Fees.** The Board of Directors may establish an initiation fee to be submitted, in total, with the original application for membership to the Association.

2. **Annual Dues.** The expense of maintaining the Association shall be distributed among the members under a Schedule of Dues approved by the Board of Directors. Dues are payable in advance on a schedule and in such amounts as shall be determined for each classification of membership by the Board of Directors.

3. **Special Dues or Assessments.** The Board of Directors may establish special dues or assessments from time to time in an amount that is proportional to the members' dues for the current year;

provided, however, such special dues and assessments are first approved by the vote of a majority of the Association's membership.

## **ARTICLE VI: BOARD OF DIRECTORS**

1. **Governing Body.** The governing body of the Association shall be the Board of Directors, which shall be responsible for establishing policies and procedures and directing and managing the affairs of the Association.

### **2. Composition and Eligibility.**

A. **Number of Directors.** The number of Directors shall be not less than seven (7) or more than eleven (11).

B. **Eligibility.** The following criteria must be met in order for a person to be nominated and/or to serve on the Association's Board of Directors:

i. The person must be a voting member in good standing at the time of his/her nomination and election to the Board, and must remain so during his/her term of service as a Director;

ii. The person must have been a voting member of the Association for a period of two or more years immediately prior to his/her nomination to serve on the Board;

iii. The person must have demonstrated active dedication to the mission and purposes of the Association during his/her previous membership therein, as defined in policies and procedures adopted by the Board of Directors; and,

iv. The person, if elected to serve on the Board of Directors, would not cause the composition of the Board to be such that Article VI, Section 2C, of these Bylaws would be violated.

C. **Board Composition.** No more than one Association member who is a current employee, owner, shareholder, and/or principal of a particular company or organization may concurrently serve on the Board of Directors.

D. **Term Limits.** Board members are ineligible for re-election after serving three consecutive elected terms of office; provided, however, such former Board members are once again eligible to be elected to the Board after being out of office for a period of one full year or more.

### 3. **Election of Directors.**

A. **Schedule and Method.** The election date will be set for thirty (30) days prior to the Annual Membership Meeting. The election shall be by electronic ballot with one (1) vote for each member in good standing of a voting classification. The individuals receiving the largest number of votes from the membership shall be declared elected and shall take office at the conclusion of the Annual Membership Meeting.

B. **Nominating Committee.** The President shall, at least three (3) months before the election date, appoint a Nominating Committee to make or receive nominations for open elected Board positions. The Nominating Committee shall:

i. Within ten (10) days of its appointment, send a notice to all voting members in good standing indicating the number of Board positions to be elected and soliciting the names of those wishing to run for a Board position. The notice will also indicate that responses are due within twenty (20) days.

ii. Verify that the members seeking election are eligible to be nominated and to serve as Directors of the Association, pursuant to Article VI, Section 2B, of these Bylaws, and the Chairman of the Nominating Committee must certify the same.

iii. At least thirty (30) days before the date set for the election of Board members, send to each voting member in good standing an electronic ballot listing all those seeking election to the Board. The last date for return of the ballot will be set no later than twenty-one (21) days from the date sent, at which time voting will be terminated.

iv. Upon termination of voting, tally the votes and certify the results to the President.

4. **Term and Duration of Office.** Each elected Director shall serve for a term of three (3) years. The term of a Director shall begin at the close of the Annual Membership Meeting at which they were elected.

5. **Resignation or Removal.** A Director may resign by presenting a letter of resignation to the President, and the resignation shall become effective upon acceptance by the Board of Directors. The Board of Directors may remove any Director whenever in its judgment the best interests of the Association would be served thereby; provided, however, that such Director shall be given written notice of such intended action and an opportunity to be heard before a quorum of the Board of Directors, pursuant to policies and procedures

adopted by the Board of Directors, before such removal shall take effect.

6. **Conflicts of Interest.** Members of the Board of Directors shall conduct their personal and business affairs in such a manner as to avoid any possible conflict of interest, or the appearance thereof, with their duties and responsibilities as members of the Board.

7. **Meetings of the Board of Directors.**

A. **Organizational Meeting and Election of Officers.** The Board of Directors shall hold an organizational meeting immediately upon the adjournment of the Annual Membership Meeting and elect from their number the Officers of the Association.

B. **Regular Meetings.** The Board of Directors shall meet at least four (4) times each year at a time and place agreed upon by a majority of the Board. These meetings, with the exception of the organizational meeting conducted in conjunction with the Annual Membership Meeting, may be conducted by telephone.

C. **Special Meetings.** The President or a majority of the Board of Directors may call a special meeting at any time, provided that prior notice is given setting forth the time, place, and purpose of said meeting, according to policies and procedures adopted by the Board. Prior notice of a special meeting may be waived by the Board members in attendance by signing a written waiver.

8. **Quorum and Voting.** A majority of the total number of Board members shall constitute a quorum for all meetings and may officially and legally conduct business on behalf of the Association. Unless otherwise specifically provided by these Bylaws, a simple majority vote of those present and voting shall carry on all matters. The President of the Board shall be a voting member.

9. **Powers of the Board of Directors.** The Board of Directors shall have all the powers and authority normally vested in it by the law applicable to the conduct of business by nonprofit trade association corporations and those powers and authority particularly provided to it elsewhere in these Bylaws. In addition thereto, it shall have the following specific powers:

A. To prepare a budget for the entire fiscal year for submission to the membership at the Annual Membership Meeting;

B. To appoint or terminate, by the vote of a majority of the Board, an Executive Director of the Association. To ratify all other exempt employee appointments and any employment contracts.

C. To create, publish, and revise a handbook or policies and procedures manual, including job descriptions for each position within the Association, which shall be followed by all Officers, Directors, and employees of the Association.

D. To receive and disburse moneys in the name of the Association in order to accomplish all the purposes and objectives of the Association and without prior approval of the membership.

E. To create and appoint committees, decide duties, and prescribe rules and regulations with respect to practices and conduct of members while acting on behalf of the Association or attending any Association meetings or events.

F. To contract to buy, sell, lease, encumber, and improve real estate.

G. To contract for the necessary facilities and services for the conducting or trade and/or public shows or other events of the Association.

H. To bestow awards for outstanding services to the industry and any other meritorious awards that may from time to time be established. Any or all such awards may be created, deferred, or discontinued at the discretion of the Board.

I. To create a Past Presidents Club. All members who have retired from the Board and have served as President of the Association would automatically become members of the Past Presidents Club in perpetuity.

J. To fill, by appointment, vacancies of elected Directors that occur on the Board. Such interim appointments shall terminate at the time of the next annual election, regardless of the term remaining in such office.

K. To generally manage, transact, and perform such other acts as are necessary and desirable to the proper, efficient, and effective management of the affairs of the Association in conformance with all of the Bylaws.

## **ARTICLE VII: OFFICERS AND EXECUTIVE DIRECTOR**

1. **Titles.** The Officers of the Association shall be a President, Vice-President, Secretary, and Treasurer.

2. **Election and Term of Office.** The Officers of the Association are elected by the Board of Directors from among their number at the



Board's organizational meeting held at the conclusion of the Annual Membership Meeting. All Officers so elected shall hold office for one (1) year or until the election and qualification of their respective successors.

3. **President.** The President shall:

A. Preside at all meetings of the Board of Directors and all meetings of the Association.

B. Appoint and designate a Chairman for each committee created by the Board of Directors.

C. Serve as an ex-officio member of all committees.

D. Perform such other duties as may be delegated to him by the Board of Directors.

4. **Vice-President.** In the absence or incapacity of the President, the Vice-President shall assume and perform all the powers and duties of the President.

5. **Secretary.** The Secretary shall supervise the keeping of the minutes and other records of meetings of the Board of Directors and all annual or special meetings of the Association.

6. **Treasurer.** The Treasurer shall supervise and have under his custody and direction the following:

A. All funds and securities of the Association and have such funds placed in depositories designated and authorized by the Board of Directors.

B. Render a statement of the condition of the finances of the Association at each meeting of the Board of Directors when called upon to do so and, on request, render full financial reports at the Annual Membership Meeting of the Association.

C. Under direction of the Board of Directors, authorize the disbursement of funds of the Association by checks signed by such persons as may be authorized by the Board of Directors.

D. Keep regular accounts so that a proper analysis of the Association's expenditures may be made and submit such an analysis to the Board of Directors whenever required.

E. Turn over all the Association's books for annual audit by the Board of Directors or its designate.

F. On demand, account for and turn over all funds and property in the Treasurer's custody to the Board of Directors.

7. **Executive Director.** The Executive Director, employed by the Board of Directors under such terms and conditions as shall be mutually acceptable, shall perform such duties as may be required by the Board, including:

A. Maintain an accurate record of all members and collect and receive from members dues and other revenues.

B. Attend to the correspondence of the Association.

C. Approve all expenditures and disbursements from the funds of the Association as authorized by the Board of Directors and arrange for payment thereof.

D. Make and sign contracts and agreements approved by the Board of Directors and expedite their fulfillment.

E. Provide a medium of communication for the Association between its Board of Directors, Officers, members, news media, and the public.

F. Prepare and submit such reports as the Board of Directors may from time to time require.

G. Give written notice of time and place for holding all meetings of the Board of Directors, the Annual Membership Meeting, and all special meetings.

H. Employ, discharge, and supervise personnel required to fulfill the duties of his office and the maintenance of the Association.

I. Maintain such books and records for the Secretary and Treasurer of the Association as may be required under these Bylaws.

#### **ARTICLE VIII: MEETINGS AND ORDER OF BUSINESS**

1. **Annual Membership Meeting.** The Annual Membership Meeting of the Association shall be held each year at such date and place as may be set by the Board of Directors. Notice of such meeting shall be mailed and/or electronically communicated to each member not less than sixty (60) days prior to such meeting.

2. **Special Meetings.** Special Meetings of the Association shall be called by the President upon written or electronic request of a

majority of the Directors or not less than twenty-five percent (25%) of the members of the Association. At least thirty (30) days' written and/or electronic notice shall be given of all special meetings.

3. **Quorum and Voting.** The quorum for any Annual Membership Meeting or special meeting for which notice has been duly given shall consist of at least twenty-five (25) voting members in good standing present at said meeting. Only members of a voting classification who are in good standing and who are present may vote at any meeting. A simple majority vote of those present when a vote is called shall carry on all matters of business coming before such meetings of the Association.

4. **Robert's Rules of Order.** *Robert's Rules of Order*, latest edition, shall govern the procedure for the conduct of all meetings of the Board of Directors and of the membership of the Association. The Board of Directors may prescribe rules of procedure for conduct of all meetings so long as they are not inconsistent with *Robert's Rules of Order*, latest edition.

#### **ARTICLE IX: INDEMNIFICATION AND INSURANCE**

1. **Indemnification.** Any person, his heirs, executors, or administrators, shall be indemnified or reimbursed by the Organization for reasonable expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually incurred in connection with any action, suit, or proceeding, civil or criminal, to which he/she or they shall be made a party by reason of being or having been a Director or Officer of the Association;

A. Provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding as to which he/she shall finally be adjudged to have been guilty or liable for gross negligence, willful misconduct or criminal action in the performance of his/her duties to the Association; and,

B. Provided further that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding, which has been made the subject of a compromised settlement except with the approval of a court of competent jurisdiction, or a majority of the voting members of the Association. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors, or administrators, may be entitled as a matter of law.

2. **Insurance.** The Association may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its Directors, Officers, and other employees

to the extent that such indemnification is allowed in the preceding paragraphs. Such insurance may, but need not be, for the benefit of all Directors, Officers, or employees.

#### **ARTICLE X: FISCAL AND ELECTIVE YEAR**

1. The fiscal and elective year for the Association shall be the **calendar year**.

#### **ARTICLE XI: AMENDMENTS**

1. The Board of Directors shall have the powers to make, alter, amend and repeal the Bylaws of the Association, subject always to the power of the members to change such action by a majority vote at any regular or special meeting of the members of the Association.

2. The Bylaws also may be amended, supplemented or repealed by a simple majority of the membership present, which may constitute a quorum, at any meeting of the Association provided the proposed change is submitted to each qualified member at least twenty-one (21) days before the time of the meeting at which the change is to be considered.

3. The Secretary, immediately following the enactment thereof, shall transmit the text of all changes in the Bylaws to all qualified members.