

Bylaws
of the

ARKANSAS
TRIAL COURT ASSISTANTS
ASSOCIATION

[Adopted March 2009]

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ARTICLE I

Name and Affiliation

The name of this association is Arkansas Trial Court Assistants Association. It shall be affiliated with the Arkansas Judiciary. This Association shall be non-sectarian, non-partisan, non-profit, and non-union.

ARTICLE II

Objects and Purposes

The object and purposes for which this association is formed are:

- A. To establish good fellowship among the members of this association.
- B. To stimulate a high order of professional attainment.
- C. To further our knowledge of the law and to uphold it's honor and integrity.
- D. To create a high standard of ethics among our members.
- E. To further the interests of Trial Court Assistants throughout the State of Arkansas and to assist in every possible way to carry out the objectives of this association.

ARTICLE III

Membership

Members shall consist of persons employed as a Trial Court Assistant or Court Administrator for a duly elected or appointed judge for the State of Arkansas and who are considered a member in good standing. A member in good standing is a member who does not have outstanding dues.

ARTICLE IV

Dues and Fees

The annual dues of this association shall be established by the membership. Said dues shall be payable at the time of receipt of the dues notice and shall become delinquent sixty (60) days after date of said notice. Members who fail to pay their dues within sixty (60) days of the dues notice shall be considered delinquent. Members whose dues become delinquent may be reinstated during the one-year period immediately following such lapse, upon payment of the reinstatement fee of \$5.00 and the dues. Members whose dues lapse are not considered members in good standing until such dues and reinstatement fees are paid in full.

ARTICLE V

Meetings and Voting

Section 1: Annual Meeting. An annual meeting of this association shall be held at such place and date as determined by the Administrative Office of the Courts, Judicial Branch Education, prior to April 30. Notice of said meeting shall be given to members by the Administrative Office of the Courts, Judicial Branch Education. The purpose of the annual meeting shall be to elect officers prior to the beginning of the fiscal year, July 1; receiving written annual reports of officers and committee chairs; and for any other business that may arise.

Section 2: Special Meetings. Special meetings may be called by the President, Board of Directors, or by ten percent (10%) of the active members in good standing. Notice of date, time, place, and purpose of such meeting shall be given to all members in good standing at least ten (10) days before said meeting.

Section 3: Voting Rights of Members. The right to vote for the election of officers, disposition of all or substantially all of the assets of this association, merger with outside corporations or associations, or with regard to dissolution or withdrawal is vested in the voting members.

Section 4: Voting Members and Power. The voting members are the individual members in good standing of this association. The voting power at an annual meeting is the total number of voting members in good standing on the date of the meeting. A quorum for the transaction of business shall be the voting members actually in attendance at said meeting. Any business transacted at a meeting of voting members at which a quorum is present shall be valid subject to approval by a majority of those present and voting.

Section 5: Voting Method. The election of officers shall be by preferential voting by ballot at the annual meeting. Should there be but one nominee for any of such offices, the ballot may be dispensed with and the officers elected by acclamation.

Section 6: Voting on Amendments to Bylaws. The voting members have the exclusive rights to vote on any amendments to the bylaws that would:

- A. Materially or adversely affect the rights of members as to voting, dissolution, redemption, or transfer.
- B. Effect an exchange, reclassification or cancellation of all or part of the memberships.
- C. Authorize a new class of membership.
- D. Change the provisions for election of directors.
- E. Adopt any change of the Association.

ARTICLE VI

Board of Directors

Section 1: Authority and Responsibility. The governing body of this association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of this association, its task forces, councils, boards, committees, and publications; shall determine its policies or changes therein; and shall actively pursue these objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the executive committee.

Section 2: Composition. The Board of Directors shall consist of the elected and appointed officers of the association, the four committee directors, and the immediate Past-President.

Section 3: Qualifications. To be eligible for appointment as a committee director or appointed officer, the candidate must be considered member in good standing.

Section 4: Vacancies.

- A. The Board of Directors of this association shall have the power to declare a vacancy in any office of this association if any officer or director does not perform the duties of the office or upon notification of the vacancy by the officer or director.
- B. In the event of a vacancy in the office of President, the Vice-President may succeed to such office for the unexpired term. In the event the Vice-President is unable to serve in this capacity, the Board of Directors shall appoint a member in good standing to fulfill the unexpired term of office, with said appointment requiring two-thirds approval of the Executive Committee.
- C. In the event of a vacancy in an elected office, other than the President or Vice-President, the Executive Committee shall appoint a member in good standing to fulfill the unexpired term of office, with said appointment requiring two-thirds approval of the Executive Committee.

Section 5: Terms of Office. The terms of office shall be two years from the close of the annual meeting or until their successors shall be elected. This does not preclude an officer serving more than one term in office.

Section 6: Nominations. A nominating committee of five (5) members shall be appointed by the President subject to approval by the Board of Directors. The committee shall be comprised of representatives from the northeast, northwest, southeast, southwest and central areas of the state. The outgoing President may serve as the Director.

Section 7: Action Without a Meeting. Any action may be taken without a meeting, then ratified by the Board of Directors at the next meeting, and included in the minutes signed by the President and Secretary.

Section 8: Compensation and Reimbursement. No officer, director, appointed officer, or other member of this association shall be compensated for duties performed or services rendered on behalf of this association. Reimbursement of expenses may be made to any officer, director, appointed officer, or other member of this association upon approval by a majority vote at a regular or special meeting of the membership, specifying the identity of the person, the purpose of the expense, and the amount of such reimbursement.

Section 9: Quorum. At any meeting of the Board of Directors, a majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of the business of this association, and any such business thus transacted shall be valid subject to approval by a majority of those present and voting.

ARTICLE VII

Officers

Section 1: Composition. The elected officers of this association shall be President, Vice-President, Secretary, and Treasurer. The Immediate Past-President shall serve as an officer of this association in an ex officio capacity.

A. The appointive officers of this association shall be a Second Vice-President and a Parliamentarian.

Section 2: Qualifications. To be eligible for election as an officer, a candidate must be a member in good standing at the time of the nomination and at the time of election.

Section 3: Duties.

A. *President.* The President shall preside at all meetings of this association and of its Board of Directors and shall perform such other duties as ordinarily pertain to this office. The President shall appoint the appointive officers and standing committees subject to the approval of the Executive Committee. The President shall have the authority to sign checks in the absence or inability of the Treasurer. The President may appoint special committees subject to the approval of the Board of Directors.

B. *Vice-President.* The Vice-President shall act in the absence of the President and shall perform such other duties as may be designated by the President or the Board of Directors. It shall be the responsibility of the Vice-President to purchase a gavel for the President upon completion of her term.

C. *Second Vice-President.* The Second Vice-President shall serve as the director of the education committee.

D. *Secretary.* The Secretary shall keep a correct recording of the proceedings of all meetings of the association and of the Board of Directors and shall maintain them in a permanent record book. The Secretary shall certify delegates to the conformance with the bylaws of this association.

E. *Treasurer.* The Treasurer shall receive all dues of this association and shall make disbursements as approved by the membership. The Treasurer shall open a checking account in the name of this association and shall keep an account of all receipts and disbursements, making a monthly report to the President and an annual written report to the membership at the annual meeting. The Treasurer shall file IRS Form 990 and/or any other documents necessary to retain non-profit status. This form should be prepared and signed by the retiring treasurer by May of each year for filing in September. Upon notification of the death of a member of this association, it shall be the responsibility and discretion of the Treasurer to make a memorial in the name of the deceased member or order flowers.

F. *Parliamentarian.* The Parliamentarian shall interpret the bylaws of this association upon request and shall keep members informed as to changes in bylaws and rules of this association. The Parliamentarian shall review all proposed amendments to the bylaws of this association and present recommendations to the Board of Directors of this association for approval.

ARTICLE VIII

Executive Committee

Section 1: Authority and Responsibility. The Executive Committee may act in the place and stead of the Board of Directors between meetings on all matters except those specifically reserved to the Board of Directors by these bylaws. The Executive Committee shall oversee the financial affairs of this association. Actions of the Executive Committee shall be reported to the Board of Directors by mail, electronic mail or at the next Board of Directors meeting. Business of the Executive Committee may be conducted by mail, telephone, electronic mail, or meetings.

Section 2. Composition. The Executive Committee shall consist of the elected officers and the four committee directors. The Immediate Past-President shall also serve on the Executive Committee without voting privileges.

Section 3. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting. Any business transacted at a meeting at which a quorum is present shall be valid providing it is by a majority of those present and voting.

ARTICLE IX

Committees

Section 1. Appointments. The President shall, subject to approval of the Executive Committee, appoint a director and such other members in good standing as are deemed necessary, for each of the following committees to carry out the purposes, business and programs of this association:

A. **Continuing Education.** This committee shall, in association with the Administrative Office of the Courts Director of Education, determine the educational programs and agenda for the annual meeting and other such meetings as necessary.

B. **Nominating.** This committee shall conduct the nominations for offices of this association either by mail, electronic mail, or meetings. The committee shall be comprised of representatives from the northeast, northwest, southeast, southwest and central areas of the state. The outgoing president may serve as the director.

C. **Audit/Budget.** This committee shall audit the Treasurer's records at the close of the fiscal year and prepare a budget to be approved by the members at the annual meeting of each year.

D. **Bylaws.** This committee shall review and update the bylaws of this association as needed.

ARTICLE X

General Provisions

Section 1. Fiscal Year. The fiscal year of this association shall be from July 1 through June 30 of each year.

Section 2. Parliamentary Authority. The current edition of ROBERTS' RULES OF ORDER NEWLY REVISED shall be the parliamentary authority where applicable and where there is no conflict between said rules and the bylaws of this association.

ARTICLE XI

Amendment to Bylaws

Section 1. Amendment. These bylaws may be amended at any regular meeting of this association by a two-thirds vote of the active members present provided written notice of the proposed amendment(s) shall have been given to the active members at least thirty (30) days preceding such meeting.

Section 2. Certification. After adoption by the members, the Secretary shall prepare a Certificate of Adoption, which certificate shall certify the date such amendment was adopted. The Secretary shall forward two executed copies of such certificate and amendments to the Parliamentarian.

CERTIFICATE OF ADOPTION

The foregoing bylaws of this association, having been duly adopted this 5th day of March, 2009, by action of the Board of Directors of this association pursuant to the laws of this State.

IN TESTIMONY THEREOF, witness the hand of the undersigned as Secretary of this association on such date.

Secretary

APPROVED:

Executive Board Members:

President

Vice President

Treasurer

Member at Large

Member at Large

Parliamentarian