



Arkansas Court Reporters Association

Policies & Procedures

This Policy and Procedures Manual (the Manual) shall be adopted by the Executive Committee of the Arkansas Court Reporters Association (ACRA), and amended from time to time at the sole discretion of the Executive Committee by a two-thirds vote of the Executive Committee.

I. DEFINITION OF TERMS

As used in this Manual and in the Bylaws of ACRA:

The term "Court Reporter" shall refer to a person who is either a judicial or freelance court reporter who personally, by oral or stenographic means, reports proceedings to enable the production of a complete and accurate transcript of such proceedings. The term shall include all individuals whose profession is defined herein, regardless of whether another term applies to said profession in a particular jurisdiction.

The term "CART Provider" shall refer to a person who personally, by oral or stenographic means, provides Communication Access Realtime Translation to late-deafened, oral deaf, or hard-of-hearing individuals.

The term "Captioner" shall refer to a person who, by oral or stenographic means, provides translation of audio proceedings by means of subtitles or streaming text such that the spoken word can be read on a television screen or computer monitor.

II. MEMBERSHIP

1. Classification.

ACRA shall have four classes of Members as hereinafter defined.

(a) **General Member:** To qualify for General membership, an individual must show evidence of being a Court Reporter certified in the State of Arkansas in good standing, and must meet the qualifications established by ACRA. General Members shall have the right to vote for the election of Officers, as well as the additional rights to vote as set forth herein.

(b) **Retired Member:** To qualify for Retired membership, a General Member must be in good standing, must have paid dues for a period of at least ten (10) years, must no longer be engaged in active practice as a Court Reporter and must file affirmation of retirement with the Membership Committee. Retired Members shall enjoy all the privileges of General membership. Retired Members shall have the right to vote for the election of Officers as well as the additional rights to vote as set forth herein.

(c) **Associate Member:** To qualify for Associate membership, an individual must not be a Court Reporter, but rather one who is a CART provider, Captioner, or other related professional or who has an ongoing interest in these professions and must be able to provide proof of such interest through the application process. Associates shall not be entitled to vote, hold office, serve on the nominating committee, or be entitled to insurance coverage provided by ACRA through membership dues.

(d) **Student Member:** To qualify for Student membership, an individual must be engaged in the study of the work, profession, and system of Court Reporting. A Student Member shall be eligible to renew his/her status as such one time, not to exceed a period of two years. Upon practicing as a reporter, Student Members must upgrade to a General Member. Students shall not be eligible to vote, hold office,

serve on the nominating committee, or be entitled to insurance coverage provided by ACRA through membership dues.

2. Good Standing.

A Member in good standing shall be one whose current dues or assessments have been paid and who has met all requirements in accordance with the provisions of the Bylaws and the Manual, and who has not:

(a) Knowingly made misleading, deceptive, untrue, or fraudulent representations in the practice of the professions described herein on any document connected therewith; practiced fraud or deceit or intentionally made any false statements in obtaining a certificate or license to practice; or made a false statement or deceptive registration with ACRA;

(b) Been convicted of any felony or of any crime involving moral turpitude in the courts of any state, territory or country.

3. Code of Ethics.

Members in good standing shall adhere to the Code of Ethics promulgated by the Executive Committee. (See Code of Ethics, Appendix A)

4. Annual Dues.

Annual dues shall be as follows due and payable by January 1 of each year with \$5.00 of said dues being applied to a legislative fund:

(a) General Members - \$100.00

(b) Retired Members - \$50.00

(c) Associate Members - \$75.00

(d) Student Members - \$50.00

The Legislative Committee may levy assessments from time to time to defray legislative expenses, not exceeding a sum of \$25.00 per General Member in any one fiscal year, except when empowered by a majority vote at any regular or special meeting of the members to levy an assessment exceeding said sum.

5. Date Payable.

Annual Dues shall become due and payable to ACRA on January 1 of each year for each class of membership as provided. A late fee in the amount of \$50.00 for General Members and Associate Members and \$25.00 for Retired Members and Student Members shall apply to those wishing to regain membership in ACRA after January 1.

6. Termination.

The Executive Committee shall have the authority to terminate or suspend the status of any individual Member for cause.

III. ACRA PROCEDURE FOR MEMBERSHIP INTAKE

Any person of good character and good professional reputation who meets the qualifications set forth in the Bylaws and the Manual of ACRA is eligible to apply for membership. Each applicant for ACRA Member status shall file a completed application form prescribed by the Executive Committee and shall submit such application to ACRA Headquarters. The Membership Committee shall pass upon the eligibility to become a member of this Association. The applicant agrees that any failure to pay dues by January 1 (postmarked) shall automatically

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terminate his/her Member status in ACRA, without further hearing or redress.

IV. MEETINGS

1. Meetings.

ACRA shall hold two regular sessions each year to be known as the Spring Meeting and Fall Meeting for the purpose of electing Officers, receiving reports, and conducting such other activities as may properly arise. The place for these meetings shall be determined by a majority vote of members present at any regular meeting. Meetings shall be open to all Members of ACRA, their guests, and non-members. Associate Members, Student Members, and non-members of ACRA shall be afforded all the privileges of Members at these meetings, except for the making of motions and voting.

The President and the Treasurer shall report on the activities and financial condition of ACRA, the Members shall elect Officers as provided in the bylaws, and the Members shall act upon any other business for which proper notice has been given pursuant to the Bylaws.

No other Meetings of Members shall be held during the calendar year, unless:

- (a) The Executive Committee shall establish additional Regular Meetings of Members pursuant to its authority;
- (b) A Special Meeting of Members occurs pursuant to the Bylaws.

2. Special Meetings of Members.

A Special Meeting of Members may occur under any one of the following circumstances, when:

- (a) The President calls such a Special Meeting. In such a circumstance, the President shall identify the matter or matters for which he/she is calling the Special Meeting;
- (b) The Executive Committee shall vote to call such a Special Meeting upon written request of at least two-thirds (2/3) of the Executive Committee Members. For said Special Meeting to occur, the Executive Committee must set the time and place thereof and identify the matter as set forth in the bylaws for which the Executive Committee is calling the Special Meeting;
- (c) Ten percent (10%) of all of the Members of ACRA who are eligible to vote shall sign, date, and deliver to any Executive Committee Member of ACRA one or more written demands for such a Special Meeting. Such written demand or demands must describe the purpose or purposes for which such Special Meeting shall be held:
 - (i) For the purposes of this Part (c) only, Members of ACRA who are eligible to vote shall be those Members in good standing, which, for the purposes of this Part (c) only, shall be the date the first Member in good standing signs said written demand or demands;
 - (ii) Upon receiving such written demand or demands, the Executive Committee Member of ACRA receiving the same shall deliver said written demand or demands to the President, who shall set the time and place of said Special Meeting and who shall cause proper notice of said Special Meeting of the Members of ACRA to issue to all Members who are eligible to vote, as that term is defined in this Part (c).

3. Quorum.

A quorum of Members at any meeting shall consist of at least two-thirds (2/3) of the total Members in good standing who are present at said Meeting and who are then eligible to vote as provided in the Manual, but a lesser number may adjourn the meeting from time to time until a quorum is had. At any meeting, a member in good standing may leave a proxy vote on specific issues to be brought before the membership at that meeting. Said proxy vote must be in writing.

4. Proper Notice of Meetings.

- (a) All Members who shall be eligible to vote at Regular Meetings, an additional Regular Meeting of Members established by the Executive Committee, or a Special Meeting of Members shall receive proper notice of such meetings;
- (b) All members shall be given at least thirty (30) days notice of

the Regular Meetings, Additional Regular Meetings and Special Meetings by first-class mail, electronic mail, facsimile transmission, or publication in the association newsletter, and shall be deemed given when mailed or when the electronic mail, facsimile transmission, or newsletter is sent to the relevant member at his or her business or residence address on file with ACRA.

(c) Proper notice of any Meeting of Members shall include a description of the proposals as outlined in the Bylaws.

V. GOVERNANCE OF ASSOCIATION

1. Authority.

The business and affairs of ACRA shall be controlled and administered by an Executive Committee which shall adopt a Policy and Procedures Manual (the Manual) to clearly define the conduct of business of ACRA.

2. Composition.

The Executive Committee shall be comprised of the six (6) officers elected at the Spring Meeting of Members of ACRA by its membership pursuant to Article V of the Bylaws. Each elected member of the Executive Committee shall have one vote on all matters coming before the Executive Committee. Only General and Retired Members in good standing shall be eligible to serve as Officers of ACRA.

3. Officers.

The Officers of ACRA shall be: a President, a President-Elect, a Vice-President, a Secretary, a Treasurer, and a Parliamentarian. The Officers, with the exception of the President, shall be elected by a majority vote of a quorum of the Members of ACRA.

4. Qualifications.

Only General and Retired Members in good standing shall be eligible to serve as Officers of ACRA.

5. Election.

Each member of the Executive Committee shall be elected upon the affirmative vote of a majority of the members at the Spring Meeting, and shall take office immediately following the Business Meeting at which they are elected. The Officers shall be elected for a two (2) year term.

6. Vacancies in Office.

A vacancy in any Officer position which shall occur between regularly scheduled election of Officers at the Spring Meeting of Members shall be filled for the unexpired term by a replacement selected by the Executive Committee, except that vacancies in the Office of President shall be filled as provided below.

7. Vacancies and Removal.

Upon due notice, any member of the Executive Committee may be removed by a three-fourths (3/4) vote of the Executive Committee at an annual or regular meeting of the Executive Committee if the best interests of the association would be served by such action and a successor shall be appointed as provided in this section.

Any Officers may be removed from office by the Members at only a Special Meeting of Members called for that purpose, the notice of which shall clearly state that the purpose or one of the purposes of said Special Meeting is the removal of said Executive Committee member. The members may vote to remove one or more Executive Committee members with or without cause. A vote of the members to remove any Executive Committee member is effective only if the numbers of votes cast to remove said Executive Committee member would be sufficient to elect said Executive Committee member at an Annual Business Meeting.

Any Executive Committee member who resigns or terminates his/her position as an officer of ACRA for any reason shall relinquish his/her Executive Committee membership immediately. Any Executive Committee Member may resign his or her position at any time and a successor shall be appointed as provided in this section.

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Vacancies created by the death, removal, resignation, or incapacity of any member of the Executive Committee shall be filled by Executive Committee appointment upon the affirmative vote of two-thirds (2/3) of those Executive Committee members at any regular meeting of the Executive Committee.

An Executive Committee Member appointed by the Executive Committee to fill a vacancy created by the death, removal, resignation, or incapacity of an Executive Committee member shall serve until the next Spring Business Meeting, when the position shall be filled as provided in the Manual.

In the event of a vacancy in the presidency, the President-Elect shall complete the unexpired term and will remain eligible to serve his/her full term as President provided the unexpired term is for a period of less than twelve (12) months.

8. Presidential Succession at the Annual Meeting of Members.

The President of ACRA shall take office for a full term of two (2) years, at the Spring Business Meeting, pursuant to one (1) of the following procedures:

(a) Under usual circumstances, the President-Elect who shall have been elected at the prior regularly scheduled election of Officers at the Business Meeting shall automatically succeed to the Office of President at the conclusion of his/her two (2) year term as President-Elect;

(b) If the President-Elect shall not have been elected at the prior regularly scheduled election of Officers at the Business Meeting but instead shall have been appointed by the Executive Committee due to a vacancy in the Office of President-Elect which occurred between Business Meetings, said President-Elect shall not automatically succeed to the Office of President but instead shall be eligible to stand for election to the Office of President at the current Business Meeting;

(c) If the currently serving President shall have succeeded to that position by virtue of a vacancy in the Office of President prior to the regularly scheduled election of Officers at the Business Meeting, said President shall be eligible to serve his/her full term in the Office of President, if he/she shall not have served as President for more than twelve (12) months preceding the regularly scheduled election of Officers;

(d) Any individual who shall have served in the Office of President for more than twelve (12) months which preceded the regularly scheduled election of Officers at the Business Meeting shall not be eligible for a consecutive term in said Office.

VI. DUTIES OF OFFICERS

The elected Officers shall perform the duties provided in this section and such other duties as are prescribed for the office by the Executive Committee, by the President, or in the adopted parliamentary authority.

1. The President shall:

- (a) Preside over all stated meetings of ACRA;
- (b) Be authorized to sign as a signatory on all checks drawn on bank accounts held in the name of ACRA;
- (c) Be authorized to engage in professional contracts. Before signing any contract which obligates ACRA for an amount greater than \$250.00 and which is not terminable on less than 30 days' notice, the President shall submit any such contracts to the Executive Committee for approval;
- (d) Call a Special Meeting of the Executive Committee upon the terms set in a written request for such a Special Meeting signed by a majority of all Officers;
- (e) Be authorized to call a Special Meeting of the Executive Committee at such times and places as he/she deems necessary;
- (f) Be authorized to call a Special Meeting of the Members, subject to the procedures and limitations set out in this Manual;
- (g) Serve as ex-officio member of all Committees;
- (h) Appoint the Chairs of all Committees (Except the Program Committee and Nominating Committee) provided in the Bylaws, and shall, in consultation with the Chairs thereof, appoint the members;

- (i) Create any Committees which he/she deems necessary;
- (j) Perform all other duties which the Executive Committee may direct or which applicable law requires or which may be necessary and appropriate for the management of the day-to-day operations of ACRA.

2. The President-Elect shall:

- (a) In the absence of the President, preside over all stated meetings of ACRA;
- (b) In the event of disability, removal, or resignation of the President, serve as President for the remainder of the President's unexpired term and be vested with all of the President's powers and subject to all of the President's duties;
- (c) Perform all other duties which the Executive Committee may direct or which applicable law requires.

3. The Vice-President shall:

- (a) In the absence of the President and President-Elect, preside over all stated meetings of ACRA;
- (b) Serve as the Chair of the Programs Committee;
- (c) Perform all other duties which the Executive Committee may direct or which applicable law requires.

4. The Secretary shall:

- (a) Have the responsibility for preparing minutes of all meetings of the Executive Committee and the Members;
- (b) Have the responsibility for authenticating all ACRA records;
- (c) Exercise custody over all books and papers, except those specifically assigned to other Officers and Assistant Officers;
- (d) Be authorized to sign as a signatory on all checks drawn on bank accounts held in the name of ACRA;
- (e) Perform other duties as the President or Executive Committee may direct or which applicable law requires.

5. The Treasurer shall:

- (a) Have custody of all ACRA funds and conduct all ACRA banking business;
- (b) Be authorized to sign as a signatory on all checks drawn on bank accounts held in the name of ACRA;
- (c) Keep an accurate record of all funds received and disbursed and, upon request of the President or the Executive Committee, submit a statement to the President or the Executive Committee, showing the financial condition of ACRA;
- (d) Perform other duties as the President or Executive Committee may direct or which applicable law requires.

6. The Parliamentarian shall:

- (a) Assist the President at all business meetings of the membership of this Association;
- (b) Apply the rules of parliamentary procedure during said meetings

7. The Officers shall:

- (a) Except for the powers which the Bylaws grant exclusively to Members of ACRA, the Executive Committee shall exercise all powers of ACRA, and the Executive Committee shall have the exclusive authority to manage the business and affairs of ACRA.
- (b) Have the power to compensate each Officer for his/her reasonable and necessary expenses which each Officer shall incur while attending to the business of the ACRA.
- (c) The Executive Committee shall have the specific power and/or duty to do the following acts:
 - (i) Adopt the budget;
 - (ii) Approve all professional contracts;
 - (iii) Elect a Nominating Committee in accordance with this Manual;
 - (iv) Determine the amount of registration fees for meetings;
 - (v) Set fees for all services provided by ACRA;
 - (vi) Recommend amendments of Bylaws to the Members;
 - (vii) Adopt rules to govern its own proceedings;

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- (viii) Exercise final authority to interpret the meaning of the Bylaws;
- (ix) Grant authority to the officers to take such actions as deemed appropriate by the officers in connection with the operations of ACRA;
- (x) Be familiar with all bylaws governing the association and standing rules governing the Executive Committee;
- (xi) Be familiar with the Minutes of the Executive Committee meetings for at least the prior two years;
- (xii) Be familiar with the latest edition of Roberts Rules of Order, particularly with respect to the making of motions.

VII. MEETINGS OF THE EXECUTIVE COMMITTEE

1. Regular Meetings.

Regular Meetings of the Executive Committee shall be at least twice yearly, to be held at times and places to be fixed by the ACRA President. All Executive Committee members shall be given at least five (5) days notice of regular meetings. Notice of Executive Committee meetings may be given personally or by first-class mail, electronic mail, or facsimile transmission, and shall be deemed given when mailed or when the electronic mail or facsimile transmission is sent, addressed to the relevant Executive Committee member at his or her business or residence address on file with ACRA. Neither the business to be transacted at, nor the purpose of, any meeting of the Executive Committee need be specified in the notice (or waiver of notice) of such meeting except in the following cases: the removal or election of Executive Committee members; or amendments to the Bylaws.

Attendance of an Executive Committee Member at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when an Executive Committee Member states, at the beginning of the meeting, any such objection or objections to the transaction of business.

2. Special Meetings.

Special Meetings of the Executive Committee may be called by the ACRA President or upon written request of a majority of all of the Executive Committee. Notice of the date, time, and place of all Special Meetings must be transmitted to each member of the Executive Committee by electronic mail or facsimile as follows:

Notice of all Special Meetings requiring travel must be transmitted to each member of the Executive Committee by electronic mail or facsimile, at least fourteen (14) days prior to said Special Meeting. Notice of all Special Meetings which shall be conducted by conference call or other electronic means must be sent to each member of the Executive Committee by electronic mail or facsimile at least two (2) days prior to said Special Meeting. Any member of the Executive Committee may waive the notice provisions set out above, in writing, before or after the date and time stated in the notice. Said writing must be signed by the member of the Executive Committee entitled to the notice and must be delivered to ACRA for inclusion in the minutes of the Special Meeting to which said waiver applies.

The attendance at or participation of a member of the Executive Committee in any Special Meeting shall have the effect of automatically waiving that member of the Executive Committee's right to notice of that meeting unless said member of the Executive Committee, at the beginning of said meeting (or promptly upon his/her arrival at said meeting), shall object to the holding of the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to action taken at the meeting. The members of the Executive Committee may participate in any meeting by telephone conference call or other electronic means, provided that all participating in the meeting may simultaneously hear each other during the meeting and that each is able to communicate simultaneously with each other at the meeting. A member of the Executive Committee participating in a meeting by this means is deemed to be present in person at the meeting.

3. Quorum and Vote.

A quorum for the transaction of any business at a meeting of the Executive Committee shall be a majority of the Executive Committee members then in office. If a quorum is present and except as otherwise specifically provided in the Bylaws, the Executive Committee may act upon a majority vote of the Executive Committee members present at the meeting. Members of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

The affirmative vote of a majority of the Executive Committee present at any Regular Meeting or Special Meeting of the Executive Committee shall be the act of the Executive Committee, provided those present at such a Meeting constitute a quorum as set out in the paragraph next preceding.

4. Action of the Executive Committee Without a Meeting.

The Executive Committee may take action without a meeting, if a majority of the Executive Committee shall vote affirmatively for such action, and the vote shall be ratified at a subsequent meeting of the Executive Committee.

VIII. COMMITTEE DUTIES

The authority and duties of the Committee and their Chairs and other Members shall be set by the President or by action of the Executive Committee. The Chairs and other Members of the Committees shall serve until removed by the President or by the Executive Committee or until the next election of the Executive Committee, whichever comes first. The Committees shall not have the authority to obligate ACRA to any contractual or financial obligations or otherwise act in an agent capacity for ACRA, without express written approval of the Executive Committee.

1. Program Committee

The Program Committee shall be composed of the Vice-President and additional members appointed by the Vice-President in conjunction with the President. It shall be the duty of the Program Committee to plan and present a program at each regular meeting of this Association.

2. Membership/Newsletter Committee.

The Membership/Newsletter Committee shall contact all court reporters eligible for membership within the state, accept names of reporters proposed for membership by members of the Association and pass upon their eligibility to become a member of this Association. The Membership/Newsletter Committee will contact any newly certified court reporters with information concerning this Association. The Membership/Newsletter Committee will send a newsletter to all members of this Association at least (30) thirty days before the regular meetings of this Association and at other times as directed by the Executive Committee.

3. Continuing Education Committee.

The Continuing Education Committee shall be responsible for gathering information on continuing education credits and noticing all members before all meetings of this Association.

4. Legislative Committee.

The Legislative Committee shall be responsible for keeping the Members informed of any federal or state legislation that directly impacts court reporters, proposed or enacted, and shall make recommendations concerning actions ACRA should take in response to such legislation. It shall be the duty of the Legislative Committee to draft and steer proposed legislation into law. After a vote of the majority of members present at any Association meeting adopting a proposal to be submitted to the legislature, the Legislative Committee shall have such proposal drafted into a bill, submit it to the members for final approval, and upon approval by a majority of members present, have such bill introduced.

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The Legislative Committee shall have full authority to agree to any amendment by way of compromise with any other group or person opposing any part of the bill as introduced. Such Committee, with the approval of the President, shall have the authority to hire legal or any other assistance, to pay the expenses of any member sent on a legislative mission by the Committee, or to spend the legislative funds for any purpose they may deem advisable, provided such expenditures shall not exceed the funds in the legislative account.

The Legislative Committee, by a majority vote thereof, may levy assessments to defray legislative expenses, not exceeding the sum of \$25.00 per general member in any one fiscal year, except when empowered by a majority vote at any regular or special meeting of the Association to levy an assessment exceeding said sum.

5. Nominating Committee.

(a) Composition and Duties.

At the Fall Regular Meeting preceding the election of the Executive Committee, the Executive Committee shall appoint a Nominating Committee which shall serve as a Committee of the Executive Committee. The Nominating Committee shall be composed of four (4) members, one (1) of whom shall be a member of the current Executive Committee, and three (3) members at large. The Executive Committee shall appoint one (1) of the four (4) members it appoints to the Nominating Committee as Chair of the Nominating Committee.

The Executive Committee shall not appoint the President to the Nominating Committee.

(i) A quorum of the Nominating Committee shall consist of three (3) members of the Nominating Committee;

(ii) Each of the four (4) members of the Nominating Committee shall have at least three (3) years' continuous membership in ACRA immediately prior to his/her appointment to the Nominating Committee;

(iii) The Chair of the Nominating Committee shall call a meeting of said Committee within thirty (30) days after the Executive Committee has appointed the same, for the purpose of considering nominations for Officer positions which shall stand for election by the Members at the succeeding meeting;

(iv) Members of the Nominating Committee have the express duty to attend all meetings of the Committee. Committee meetings may be by telephone conference or other electronic means, provided that all Committee Members participating in the meeting may simultaneously communicate with each other during the meeting. A Committee Member participating in a meeting by this means is deemed to be present in person at the meeting;

(v) The Nominating Committee may take action without a meeting, if a majority of the Nominating Committee shall each submit a written consent which shall be signed and dated by each Committee Member and which shall specifically describe the action taken. The written consent(s) shall be delivered to the Secretary for inclusion in the minutes for filing with ACRA records. Action taken pursuant to this Part (v) shall be effective on the date the last Committee Member signs a consent agreeing to the action, unless the consent specifies a different effective date;

(vi) Qualifications of nominees shall be considered and passed upon by the Nominating Committee. The Nominating Committee shall be authorized to propose as nominees those individuals whom it deems qualified to hold Officer positions in ACRA at the next succeeding Meeting. The Nominating Committee is additionally authorized to consider and propose as nominees individuals recommended by individual Members during this process;

(vii) The Nominating Committee shall obtain the consent of individuals whom it wishes to propose as nominees prior to placing the names of such individuals in nomination;

(viii) The Nominating Committee shall submit the slate of nominees it chooses to the ACRA Headquarters and the President at least sixty (60) days prior to the Meeting;

(ix) The Chair of the Nominating Committee, or his/her designee, shall report to ACRA Members at the Meeting of Members the name of one nominee, if applicable, for each Officer position, which the Members shall elect at said Meeting of Members.

(b) Preparation of the Slate of Nominees.

Upon receipt of the slate of nominees from the Nominating Committee, the ACRA Headquarters shall post a list of the slate of nominees for Officer positions as presented by the Nominating Committee together with pertinent biographical information for each nominee on the website.

(c) Nominations by Members.

(i) Any Member may submit a nomination to the Chair of the Nominating Committee.

(ii) Any five (5) Members who shall be eligible to vote at a particular Meeting of the Members shall have the privilege of nominating one (1) candidate for each of the Officer positions to be elected by the Members at said Meeting by their strict compliance with the following procedure:

(A) Said five members shall obtain a signed letter of consent from the nominee, attach it to a statement of biographical information of the nominee, together with individual statements from each of the five members which identifies the position for which the nomination is made, and shall forward the nomination and attachments to ACRA Headquarters by e-mail, facsimile, or mail postmarked no later 30 days prior to the Meeting at which the Members will consider said nominations.

(B) ACRA Headquarters shall immediately ascertain the sufficiency of a submission of Member nominations made pursuant to the paragraphs above, and shall immediately notify the Executive Committee of the submission. ACRA Headquarters shall not reject such a submission on any basis other than the failure of said submission to strictly comply with the requirements of the paragraph above. If ACRA Headquarters shall reject a submission, ACRA Headquarters shall immediately notify one or more of the submitting Members of the specific deficiencies of the submission, who may then correct said deficiencies and resubmit their nominations, but such a corrected submission must be received by ACRA Headquarters by e-mail or facsimile or mail postmarked not later than 20 days prior to the Meeting at which the Members will consider said nominations.

6. Bylaws Committee.

The Bylaws Committee shall from time to time review the Bylaws and/or receive proposed amendments from members and make recommendations to the Executive Committee.

7. Other Committees.

Other committees may be created by the President as he/she may deem necessary in the best interest of ACRA, and said committees shall serve at the pleasure of the President. The President may, at his/her sole discretion, at any time, modify, reorganize, or eliminate any such committee which he/she or any previous President of ACRA has created pursuant to this paragraph.

IX. AMENDMENTS OR REVISIONS OF BYLAWS

The Bylaws of ACRA may be amended, altered, or repealed only upon the compliance with the following procedures:

(a) Amendments, alterations or repeals may be proposed by the Executive Committee or the Bylaws Committee, and by Members to the Bylaws Committee.

(b) The Executive Committee shall give thirty (30) days' notice of all proposed amendments to all Members in the official publication or by written notice, as the Executive Committee may determine.

(c) The Bylaws may be amended, altered, or repealed by a two-thirds (2/3) vote of those Members present and voting at any regular meeting, provided that such proposed change shall have been published at least one time in the official publication or by written notice at least thirty (30) days before the meeting at which such amendment, alteration, or repeal will be voted upon; or said bylaws may be amended, altered, or repealed by a two-thirds (2/3) vote of those present and voting at two successive regular meetings.

X. MAINTENANCE OF RECORDS

1. Permanent Records.

ACRA shall keep as permanent records the following:

(a) Minutes of all meetings of its Executive Committee;

(b) Minutes of all meetings of its Members;

(c) Minutes of the ratification of all actions taken by its Members or its Executive Committee without a meeting;

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(d) A record of all actions taken by a committee of the Executive Committee in place of the Executive Committee, on behalf of ACRA (including the Nominating Committee);

(e) Waivers of notice of all meetings of the Executive Committee and its Committees (including the Nominating Committee);

(f) Appropriate accounting records;

(g) A record of ACRA Members in a form that permits preparation of an alphabetical list of the names and addresses of Members of ACRA;

(h) The Bylaws and these Policies and Procedures.

Appendix A Code of Ethics

The Code of Ethics is currently under development.

Appendix B Expense Reimbursement Procedures

1. Definitions.

(A) Committee - The Executive Committee, any standing committee as set forth in the Manual, or Other Committee formed for a specific purpose by the Executive Committee or President.

(B) Operational Expenses - Those expenses incurred in the transaction of ACRA business, such as postage, shipping, telephone, facsimile charges and supplies not furnished by ACRA.

(C) Transportation -

(i) Round trip coach airfare from nearest airport to meeting location and either:

(a) Airport parking charges and mileage to/from home/airport at the existing IRS reimbursable rate.

(b) Cab fare or shuttle service to/from home/airport; OR

(ii) Automobile mileage to/from meeting location at the existing IRS reimbursable rate - the maximum amount to be reimbursed not to exceed the cost of C(i).

(D) Lodging - Lodging at the meeting location will be paid at the actual room rate (number of nights and type of rooms to be determined by the President or Executive Committee).

(E) Reasonable Actual Expenses - These are incidental expenses over and above Transportation, Lodging and Operational Expenses which may include meals, cab fares (to/from airport/meeting location when hotel shuttle service is unavailable), tips and/or any other expenses as approved by the President and/or Treasurer.

2. Any person who is elected or appointed to serve as an officer, committee chair, member of any committee may be reimbursed for Operational Expenses, Transportation, Lodging, and Reasonable Actual Expenses as defined in Section 1.

3. A special meeting of the Executive Committee or any standing or special committee may be called as outlined in the Manual. Any member whose personal attendance is required at any special meeting shall be allowed Transportation, Lodging and Reasonable Actual Expenses as determined by the President and Treasurer.

A member whose personal attendance is required at a regularly called Executive Committee meeting or committee meeting shall be allowed Transportation and the following Lodging and Reasonable Actual Expenses (as defined in Section 1) as follows:

Executive Committee - 1 day for all Executive Committee meetings, at the discretion of the President and Treasurer.

Standing or Other Committee - Number of days/nights to be determined by the President, Committee Chair and Treasurer.

Spring and Fall Meeting of Members - Executive Committee members will be allowed reimbursement for up to two days/nights.

4. Any member who is officially requested by ACRA to represent that Association at any non-ACRA event, or affiliated association visitation will be allowed Transportation, Lodging and Reasonable Actual Expenses as defined in Section 1.

5. Executive Committee members elected or appointed during or subsequent to the spring meeting in which they were elected (unless already in that position) will not be eligible for travel expense reimbursement until the next board meeting following their election or appointment, unless requested to travel on ACRA business prior to that time. Operational Expenses, as defined in Section 1(B), shall be reimbursed from the date the individual assumes office.

6. Executive Committee members, committee members or members who incur exceptional expenses not covered in this policy in the course of fulfilling their assignments and duties must seek approval for reimbursement for those expenses, which expenses shall be subject to the approval of the President and Treasurer upon receipt of a written request.

7. Expense Claims:

Expense claims must be submitted on an ACRA-approved form and be accompanied by receipts verifying expenses. All claim forms should be submitted to the ACRA treasurer with thirty (30) days after the date the expenses are incurred. The Treasurer shall verify that all claimed expenses comply with the provisions of this policy, make any required revisions and sign the form. Any claim forms submitted later than thirty (30) days after expenses are incurred must be accompanied by written approval of the President.

8. Miscellaneous

(A) Individuals shall book flight reservations using any appropriate means (i.e., internet, telephone). A copy of the travel itinerary shall be provided to the President and Treasurer immediately. Advance reservations are encouraged to take advantage of available discounts.

(B) Air miles earned by any individuals while traveling on behalf of ACRA are property of the individual who earns the air miles.

Adopted April 2007