

## Articles of Association

### Article I: Name

The name of this organization shall be the Association of Reporters of Judicial Decisions, hereinafter referred to as the ARJD.

### Article II: Purposes

§1. The purposes of the ARJD shall be to improve the accuracy and efficiency of reporting judicial decisions, and, to that end, to serve as a forum for communication and cooperation among official reporters of judicial decisions.

§2. In furtherance of and in addition to these primary purposes, the ARJD may

- (a) collect and receive funds by way of gifts, contributions, or subscriptions, and apply the income or principal thereof to the accomplishment of its purposes;
- (b) work and cooperate with other entities, groups, organizations, officials, agencies (public and private), and individuals concerned with the work of the ARJD, directly or indirectly; and
- (c) generally do all things necessary and proper and have such additional powers as may be required to accomplish the purposes herein stated, not inconsistent with the powers of a nonprofit corporation incorporated under the District of Columbia Non-Profit Corporation Act or with the Articles of Association of the ARJD or other provisions of these articles.

§3. The foregoing specified objectives and purposes shall be subject to the following provisions:

- (a) The ARJD shall have no capital stock and its business shall not be conducted directly or indirectly for pecuniary profit.
- (b) The private property of the members and officers shall not be subject to the payment of the ARJD's debts.
- (c) No part of the net earnings of the ARJD shall inure to the benefit of any officer or members of the ARJD, or any private individual, or be appropriated for any purpose other than the purposes of the ARJD as herein set forth. No substantial part of the activities of

the ARJD shall consist of carrying on propaganda or otherwise attempting to influence legislation, or participating in, or intervening in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision contained in the statement of its purposes, the ARJD shall not conduct any activities not permitted to be carried on by a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or hereafter amended.

- (d) No amendment of this statement of purposes shall authorize or permit the ARJD to be operated otherwise than exclusively for such educational, scientific, or charitable purposes as qualify the ARJD for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or hereafter amended.
- (e) In the event of the liquidation, dissolution, or winding up of the ARJD, whether voluntary, involuntary, or by operation of law, any disposition made of the assets of the ARJD shall be as is calculated exclusively to carry out the objectives and purposes for which the ARJD is formed.

#### Article III: Fiscal Year

The fiscal year shall commence on July 1 and annual dues shall be payable on that date. Late dues payments will not be prorated.

#### Article IV: Membership

§1. Any individual actively interested in the objectives and purposes of the ARJD, and who meets the requirements ~~for membership~~ set out below, may become a Member or Friend of the ARJD upon payment of dues.

- (a) Any person reporting decisions for a governmental or quasi-governmental body which is authorized by statute or otherwise to publish decisions rendered by a court whose decisions are relied upon for their precedential value may become an Active Member of the ARJD.
- (b) Any person employed as an assistant or staff member under the direction of a person eligible for active membership or any person working for a court whose function is to prepare or edit the opinions of a court may become an Associate Member of the ARJD.

- (c) Any person who retires as an Active or Association Member of the ARJD or who is retired from a position which would have qualified him or her for membership in the ARJD as an Active or Associate Member may become and remain a Retired Member of the ARJD upon request.
- (d) The ARJD may, at any annual meeting, elect any person to be an Honorary Member. Honorary Members shall have all privileges of membership except the privileges of voting and holding office in the ARJD and are not required to pay dues.
- (e) Any person in a profession associated with the objectives and purposes of the ARJD may affiliate with the ARJD by registering as a Friend of the ARJD. Friends of the ARJD may register for and attend annual meetings, ~~and join the ARJD website and listservs,~~ but do not have the privileges of voting and holding office in the ARJD.

§2. Membership in the ARJD shall not be denied to any individual, and participation in any activity of the ARJD shall not be abridged on account of race, color, religion, sex, or national origin. Privileges of membership shall not be otherwise restricted except as set out in this Article.

§3. Application for membership shall be in such form as may be prescribed by the Executive Board.

§4. The annual membership dues of the ARJD shall be set by the Executive Board. Any changes in membership dues will take effect the next fiscal year.

#### Article V: Officers

§1. The officers of the ARJD shall be a President, a Vice President, a Secretary, and a Treasurer.

§2. Officers shall be elected at the annual meeting of the members and shall serve until their successors are elected. Election shall be determined by a majority of the members present and voting, a quorum being present. In the event that no candidate for an office receives a majority of the votes initially cast, the members present shall immediately choose between the two candidates receiving the highest number of votes for that office.

§3. The President shall preside at any meeting of the ARJD or of the Executive Board at which they are present, shall appoint all special officers and committee chairs except the members of

the Executive Board, and shall perform all additional duties as assigned to the President by these articles or which, by custom, devolve upon the president of an organization.

§4. The Vice President shall preside at any meeting of the ARJD or of the Executive Board from which the President is absent. If the President at any time ceases to serve as such before the end of the term for which they were elected, the Vice President shall become President for the remainder of such term, and the office of Vice President shall be declared vacant and shall be filled in the manner provided for in Section 7 of this Article.

§5. The Secretary shall keep all records of the ARJD not specifically the responsibility of another officer, shall record the proceedings of the meetings of the ARJD and of the Executive Board, and perform such related duties as the President or the Executive Board may specify. The records should be kept at the place chosen by the Executive Board.

§6. The Treasurer shall have general charge of the ARJD's financial affairs and shall have care and custody of the funds of the ARJD. The Treasurer shall deposit such funds in the name of the ARJD in such bank or trust company as the Executive Board shall designate. They shall sign on behalf of the ARJD all checks drawn on the bank accounts of the ARJD. They shall have power to endorse for deposit or collection all notes, checks, drafts, or other obligations for the payment of money to the ARJD or its order, and to accept all notes, checks, drafts, or other obligations on behalf of the ARJD. The Treasurer shall report the financial condition of the ARJD to the Executive Board and the members at least annually, and at such other times as they may request. The ARJD may require that the Treasurer give bond for faithful performance of his or her duties and may fix the amount of such bond.

§7. A vacancy in any office other than President shall be filled by the Executive Board.

#### Article VI: Executive Board

§1. The Executive Board shall consist of the four elected officers of the ARJD, ~~the chairs of the Education, External Outreach, Annual Meeting, Communications, and any other~~ committees, and the immediate past president.

§2. The Executive Board shall meet immediately preceding and following each annual meeting of the members of the ARJD. Other meetings of the Executive Board may be called by the President or by any two of its members.

§3. A quorum of the Executive Board shall consist of a majority of its members, not counting vacancies.

§4. To the extent permitted by law, and except as these articles otherwise provide, any action required or permitted to be taken at any meeting of the Executive Board may be taken without a meeting

(a) by individual phone calls, email, video conferencing, or FAX if all members confirm their votes on issues in writing to be filed with the records of the meetings of the Executive Board; or

(b) if members of the Executive Board participate in a conference call, video conference, or any similar means of communication whereby all persons participating in the meeting can hear one another at the same time, such participation shall constitute presence in person at a meeting of the Executive Board.

§5. The Executive Board shall perform all duties assigned to it by these articles and shall act on behalf of the members of the ARJD on any matters which they may delegate to it. The Executive Board shall not act with respect to any matter for which a vote of the members is required either by law or by these articles.

#### Article VII: Meetings.

§1. An annual meeting of the members shall be held during each calendar year, at the time and place and in the manner designated by the Executive Board.

§2. Special meetings may be called by the President or by the Executive Board. Business transacted at any special meeting shall be limited to that mentioned in the notice that calls the meeting.

§3. Notice of the time and place of the meeting shall be given by mailing, faxing, or emailing a copy thereof to each member at least fifteen days before the day appointed for such meeting.

The notice that calls any special meeting shall also state the purpose for which the meeting is called.

§4. A quorum at any meeting of the ARJD shall consist of ten voting members.

#### Article VIII: Committees

§1. The ARJD may from time to time establish and abolish committees as the need arises.

§2. Committee chairs are appointed by the President, with the agreement of the prospective chair. Chairs serve one year terms renewable at each annual meeting. Chairs who step down between annual meetings must promptly notify the Executive Board.

#### Article IX: Parliamentary Authority

§1. In all matters of parliamentary procedure not otherwise provided for in these articles, the ARJD shall follow the rules set forth in Robert's Rules of Order, Newly Revised.

§2. In the event of any dispute on any question of procedure the ruling of the presiding officers shall prevail, subject to appeal by any member in attendance.

#### Article X: Amendments

§1. Amendments to these articles may be proposed by the Executive Board or by petition signed by five members of the ARJD. Proposed amendments shall be submitted to the Secretary and shall be voted on at the next annual meeting of the members.

§2. The proposed amendments to the articles must be circulated to the membership at least fifteen days prior to the said annual meeting. However, the fifteen-day requirement can be waived if such waiver is approved at the annual meeting by three-quarters of the members present.

§3. Proposed amendments to these articles shall become effective when approved by two-thirds of the members who cast votes on the resolution. Voting shall proceed according to procedures established by the Executive Board.

Adopted July 26, 1982

Amended April 6, 1984

Amended April 10, 1985

Amended January 15, 1997

Amended April 10, 2009

Amended April 27, 2022

[Amended August 4, 2022](#)