

MINUTES OF THE ANNUAL BUSINESS MEETING  
OF THE MASSACHUSETTS COURT REPORTERS ASSOCIATION

Saturday, April 7, 2018 8:32 a.m.

Wequassett Resort and Golf Club

Harwich, MA

Reported by:

Janet Sambataro, RMR, CRR, CLR

## 1 P R O C E E D I N G S

2 MS. CASTRO: Good morning, everyone.

3 We're going to start the business meeting. We're  
4 trying to be prompt today. It's 8:32.5 Good morning. I'm Megan Castro. I'm  
6 the current president of the Massachusetts Court  
7 Reporters Association. Welcome to the convention  
8 this weekend. So glad you're here.9 We're going to start off the day with  
10 our annual business meeting, and I'm sorry to be  
11 inconvenient to some of you. But when you look  
12 at your tag, you should all have gotten a name  
13 tag when you came in. If it does not have a  
14 colored circle on it, I have to ask you to leave  
15 the room.16 The only people that will be in this  
17 room for the business meeting are members of our  
18 association, professional members, associate  
19 members, and students. So please go about into  
20 the fireplace room. The vendors are set up. The  
21 breakfast is still out. Please enjoy. And we  
22 will invite you back in at 9 o'clock to start our  
23 first session. Thank you.

24 All right. Thank you, everyone.

25 Thanks for being here on time this morning so we



1 meeting, I would like to adopt these two agendas  
2 for use today at our meeting. If there's no  
3 objection to adopting these two agendas, they  
4 will be so adopted by general consent. Thank  
5 you.

6 Our first order of business -- or  
7 second order of business is to approve the  
8 minutes from our last business meeting, which was  
9 held on April 1, 2017 at the Beechwood Hotel in  
10 Worcester. These minutes were shared with the  
11 membership by e-mail on March 29th, 2018.

12 If there's no objection, we will accept  
13 these minutes as written. It appears there's no  
14 objection. The minutes are hereby approved by  
15 general consent.

16 Our next order of business is our  
17 current membership numbers. This is what I'm  
18 forwarding through.

19 This is my first time ever making a  
20 PowerPoint, everyone. This is the first  
21 PowerPoint of my entire life. Approval of the  
22 minutes. I have to scan through.

23 Current membership numbers: We have  
24 213 professional members, 16 associate, five  
25 honorary, ten students, for a total of 244

1 members.

2 Is Lauren Buzziero here? One of our student  
3 members who is coming this weekend, I'm told,  
4 passed her last test at school this past week,  
5 her last 225 test. So find Lauren and  
6 congratulate Lauren this weekend. I was hoping  
7 to embarrass her right now.

8 The CSR exam will be held tomorrow, 12:30,  
9 tomorrow afternoon, again proctored by Deanna  
10 Veinotte. She's been doing this for over a  
11 decade. Thank you, Deanna. I saw you when I was  
12 running through the breakfast room. Thank you,  
13 Deanna, for doing that, over and over again.

14 We have four people signed up to take the  
15 test. There's still room to sign up. Some  
16 people in this room took it last year when we  
17 offered it for free. I'd encourage you to take  
18 it again. It is not too late. Let me know, and  
19 we will be happy to have you.

20 Now, I'll welcome Lorreen Hollingsworth to  
21 come up and give our treasurer's report.

22 MS. HOLLINGSWORTH: So, as you can  
23 see -- good morning, by the way; thank you all  
24 for coming -- our savings account has \$44,857.62.  
25 And while that looks like a large number, after

1 tomorrow, once we pay this hotel bill, it will be  
2 substantially less.

3 The checking account has \$19,749.86,  
4 and our PayPal account has \$1505.69, and that  
5 will get transferred into the checking account,  
6 so we have a total of \$66,113.17.

7 We also have a separate line item for  
8 the legal fund which, as of right now, it's at  
9 \$7,710. And that's about all for me.

10 MS. CASTRO: Hold on, hold on. Come  
11 back, Wayne. I'm going off for a moment. Wayne  
12 Martin has generously been here as our AV tech,  
13 and he'll be here all weekend, so I just want to  
14 thank him.

15 (Applause)

16 MS. CASTRO: Thank you, Lorreen. Now  
17 is the time to install your new MCRA board.  
18 Before presenting the new slate of officers --  
19 before presenting the new slate of officers, I  
20 want to thank three board members who are  
21 stepping down this year.

22 The first is Marianne Kusa-Ryll.  
23 Marianne was appointed to the board in 2009. She  
24 took on the role of secretary in 2013.

25 Lisa Phipps is here. She's been

1 serving on the board since 2014, most recently as  
2 the chair of the legislative committee.

3 And Sue Wilson has been on the board  
4 since 2015, most recently as a director and as  
5 the chair of the membership committee.

6 Would you all please thank -- join me  
7 in thanking Lisa, Marianne, and Sue for their  
8 dedication and all they have done for our  
9 association.

10 (Applause)

11 MS. CASTRO: We have some gifts for the  
12 three of you, which I was missing here. I'll be  
13 coming out with them. Thank you so much, ladies.

14 I know how much you have done, and I  
15 thank you for all the help you've given me,  
16 really, really. I'm going to miss not having  
17 your advice and smiling faces every month.

18 Now, I'll invite Marianne Kusa-Ryll up.  
19 She will do the installation of our new slate of  
20 officers. Thanks, Marianne.

21 MS. KUSA-RYLL: Good morning, everyone.  
22 It is my honor and privilege to install the MCRA  
23 officers.

24 When I call your name, would you please  
25 come forward to the left of the stage. First, I

1 would like to start off with our new directors.  
2 We have four new directors, and they are Amie  
3 Rumbo, Rachel Lopez, Dawn Mack, and Janet  
4 Sambataro. And I would also like to make note of  
5 the fact that Janet Sambataro is taking the  
6 minutes at our meeting, but she is able to come  
7 up and will get my speech afterwards.

8 You are duly installed as directors of  
9 the board of the Massachusetts Court Reporters  
10 Association.

11 Continuing as directors, we have Lisa  
12 Nihan-Demeule and also Ellen Fritch Lenaghan, who  
13 is not present. We all thank you for your  
14 continued service on the board.

15 These six individuals are the future  
16 leaders of MCRA.

17 Lorreen Hollingsworth, please come  
18 forward. Good morning. Lorreen is continuing as  
19 treasurer. Lorreen handles the money and  
20 financial reports. Lorreen, you are duly  
21 installed as treasurer of MCRA.

22 Jill Kourafas, please come forward.  
23 Good morning. Jill is stepping up to secretary.  
24 To you is entrusted the role of preserving  
25 history in the board meeting minutes. Jill, you

1 are duly installed as secretary of MCRA.

2 Jacqueline Curran, please come forward.

3 Good morning. Jacqueline is our new vice  
4 president. Jacqueline, you are duly installed as  
5 vice president.

6 Darlene Caiazzo Sousa, please come  
7 forward. Good morning. Darlene is currently  
8 president elect and on the fast track to  
9 president.

10 Carolyn Rogers, please come forward.  
11 You remain on the board as immediate past  
12 president.

13 Megan Castro also remains as president.  
14 Before I turn the meeting over to her, I have a  
15 closing comment. These are our leaders. They  
16 come from all around the state. They are very  
17 talented in realtime reporting, in captioning, in  
18 the federal court system, in the freelance field,  
19 and they have made a commitment to our profession  
20 and to be involved in our association. We are  
21 fortunate to have them on the board.

22 Congratulations.

23 (Applause)

24 (Loretta Hennessey made a motion for accepting the  
25 new board, which was unanimously approved.)

1 MS. CASTRO: Our bylaws require any  
2 proposed amendment be submitted to the secretary  
3 and brought before the members at any business  
4 meeting and that any proposed change must be  
5 accepted by two-thirds of the members present.

6 I'm going to bring up our bylaws  
7 committee for this portion of the day, which is  
8 Marianne Kusa-Ryll again and Carolyn Rogers.  
9 They will go through the proposed changes with  
10 you one by one, which were sent to you by e-mail  
11 on March 29th, 2018.

12 Wayne, if I can ask you now to put up  
13 the redlined Word document, that would be great.

14 MR. MARTIN: Will do.

15 MS. CASTRO: Thank you.

16 MS. ROGERS: Good morning, everyone.  
17 So we have some proposed bylaw changes to present  
18 to you this morning. These were sent to our  
19 secretary, Marianne, and it is our duty as the  
20 bylaws committee to bring them to you for  
21 discussion and vote at our meeting.

22 The proposed changes were sent to you  
23 all via e-mail on March 29th. We'll go through  
24 them for you now. With Wayne's help, we will go  
25 through them one at a time.

1           We ask anyone who would like to speak  
2           to come up to a microphone, which is located  
3           right in the center of the room there. And each  
4           change to our bylaws must be approved by at least  
5           a two-thirds vote.

6           The first proposed amendment, Wayne, is  
7           on Page 4, Article V, Section 1. There are two  
8           sentences, and we will take them one by one.

9           The first change, Article V, Section 1,  
10          to add the sentence, "All members of the board  
11          must be members in good standing of the  
12          association."

13          We can open this up for discussion, if  
14          there is any. If there's no further discussion,  
15          we will take a vote. Ed is raising his hand.  
16          Ed, to the microphone.

17          MR. VARALLO: Thank you. Is this  
18          working? Yes. I just have a general question  
19          about all of these, which I've read through.  
20          There's no explanation about why the change is  
21          being suggested. So I would just appreciate if  
22          the board would give us, why now, after 30 years  
23          that I've been in the association, do we want  
24          that line? And the same question for all the  
25          other suggestions.

1 MS. CASTRO: I'm happy to take that  
2 answer. I'm the one that put this suggestion in.  
3 It came to my attention over the course of this  
4 year that we have the ability, as a board, to --  
5 to take away the membership rights of a member,  
6 if there's some reason that the board finds that,  
7 you know, conduct unbecoming that I can -- we can  
8 take away membership from someone.

9 But even if I do that, they are still  
10 on the board. There is no sentence in our bylaws  
11 that says that someone on the board must be a  
12 member of the association, which I was shocked.  
13 And I went through it a lot of times.

14 So if I needed to get someone off the  
15 board -- I'm talking for some big reason, even  
16 taking away their membership doesn't take them  
17 off the board. That was what it was.

18 Anyone else have discussion? Please  
19 feel free to line up at the microphone.

20 Katherine Sweeney?

21 MS. SWEENEY: Another general. It was  
22 sent out by e-mail on March 29th; is that  
23 correct?

24 MS. CASTRO: Yes.

25 MS. SWEENEY: It's not been ten days.

1 MS. CASTRO: Unfortunately, you're  
2 right. It's nine. We had it ready on Wednesday,  
3 and it was sent out Thursday morning at 8:45 a.m.

4 MS. MACK: I think his question was why  
5 did we make all the changes, not just the one  
6 that you just said.

7 MS. CASTRO: We'll go through them one  
8 by one. I think that makes sense. And we'll  
9 respond to that question and what we were  
10 thinking, the person who brought that suggested  
11 change will make her statement about why. It's  
12 easier to go through them one by one, because  
13 they have to be voted on one by one. They're not  
14 voted on as one big panel. Nancy?

15 MS. VARALLO: Nancy Varallo. I'll just  
16 ask the question, then, if it hasn't been ten  
17 days, is it a proper amendment? And do we have a  
18 proper right to vote on these?

19 MS. SWEENEY: No.

20 MS. VARALLO: So what do we do about  
21 that? Our bylaws require a ten-day notice to the  
22 members of any changes to the bylaws. It's only  
23 been nine. So, technically, it's out of order.  
24 And, technically, I don't believe we are in a  
25 position to vote on this today.

1 MS. CASTRO: Why don't we make a motion  
2 to table the bylaw changes.

3 MS. VARALLO: If I could make a  
4 proposal that we have a discussion. We set aside  
5 time for it. And we can do the voting tomorrow.

6 MS. HOLLINGSWORTH: That's a good idea.

7 MS. CASTRO: Do I have a second to the  
8 motion?

9 MS. PHIPPS: Can we just continue  
10 discussion? I understand it has been nine days,  
11 and I don't think actually today or tomorrow we  
12 should take a vote. If we're going to table it,  
13 I say we send out a new notice to members, set a  
14 place, set for library, and we have the vote  
15 then.

16 MS. HOLLINGSWORTH: Why?

17 MS. PHIPPS: Because it hasn't been --

18 MS. HOLLINGSWORTH: Well, tomorrow will  
19 be ten.

20 MS. PHIPPS: I'm not going to be here.  
21 I proposed one of the bylaws. I'd like to vote,  
22 unless you take my vote now.

23 MS. HOLLINGSWORTH: I would say you can  
24 do an absentee ballot.

25 MS. KUSA-RYLL: Could you come up to

1 the microphone and identify yourselves.

2 MS. PHIPPS: I'm sorry. Lisa Phipps.

3 MS. KUSA-RYLL: So, Lisa, your motion  
4 is?

5 MS. PHIPPS: Well, see, I don't  
6 actually know if we could take a vote since it  
7 hasn't been within the ten days. If we could  
8 take a vote to just go forward and everybody  
9 realize that it has been off by a day or -- I  
10 guess that would be my motion, to see where we  
11 stand on that. I would -- I don't see the  
12 difference between today and tomorrow.

13 MS. SWEENEY: I read through the  
14 changes. I don't see anything imperative that  
15 needs to be done today. Proper notice wasn't  
16 given. I suggest we do it next year.

17 MS. CASTRO: Is that a motion?

18 MS. SWEENEY: Sure.

19 MS. CASTRO: Katherine Sweeney made a  
20 motion that we table the bylaw amendments and  
21 take it up at our next business meeting. Do we  
22 have a second?

23 MS. SILVA: I second.

24 MS. CASTRO: Kathy Silva seconds the  
25 motion. Any more discussion on that topic? All

1 in favor of the motion to table the bylaws, and  
2 we'll take it up -- the bylaw committee will take  
3 it up --

4 MS. PHIPPS: Can I just say something?  
5 I don't see -- this is Lisa Phipps again. I'd  
6 like an explanation from the bylaw committee as  
7 to why this wasn't out in ten days when you're on  
8 the bylaw committee.

9 MS. SWEENEY: Let's just vote on the  
10 motion.

11 MS. PHIPPS: No. I would like to  
12 table -- I don't have enough information. I  
13 would like to know how that happened.

14 MS. CASTRO: We prepared the e-mail on  
15 Wednesday, and the person who sends out our  
16 e-mail blast didn't get it out on Wednesday  
17 night. It came out Thursday morning.

18 MS. PHIPPS: So you weren't aware of  
19 the ten days?

20 MS. CASTRO: I was aware of the ten  
21 days.

22 MS. ROGERS: We were.

23 MS. PHIPPS: Okay.

24 MS. HOLLINGSWORTH: Megan, how do  
25 you --

1 MS. CASTRO: Come up.

2 MS. HOLLINGSWORTH: Lorreen  
3 Hollingsworth. How do you guys feel  
4 about pushing it off for a year? Because, I  
5 mean, I liked Nancy's suggestion on doing it --  
6 just talking about it today, voting on it  
7 tomorrow. If people can't be here, like Lisa,  
8 then we still let them vote without being here.  
9 But I'm just saying if you're happy pushing it  
10 off until next year, I just feel like you did all  
11 this work.

12 MS. CASTRO: I don't think it's proper  
13 notice to have a meeting tomorrow because then  
14 we'd have to have announced that the meeting was  
15 tomorrow. So I'd like a quick solution, but I  
16 don't think that's proper.

17 I will save the motion. Are we ready  
18 for questions? Any more discussion from the  
19 floor? The motion is to table the bylaw changes  
20 for this year. All in favor say "Aye."

21 (Aye responses from members)

22 MS. CASTRO: Not in favor say "No."  
23 The motion passes unanimously. Thanks everyone.

24 MS. PHIPPS: I said "no."

25 MS. CASTRO: I didn't hear you, Lisa.

1 Thanks, everyone. I would now like to open the  
2 floor up to new business.

3 Anyone have any new business they would  
4 like to bring before the meeting, I would invite  
5 you to come to the microphone. Katherine  
6 Sweeney?

7 MS. SWEENEY: I suppose potentially now  
8 new business is bylaw changes. Would you like to  
9 go through what the changes potentially will be  
10 for next year so those present can have some idea  
11 on what you're looking to change and have  
12 discussion about it?

13 MS. CASTRO: We have five minutes left  
14 of the meeting. So if you'd like to go through  
15 them, I'm happy to do that. Is that something  
16 people would be interested in hearing?

17 Okay. Wayne, would you mind putting  
18 the Word document back up? I told you about the  
19 first one, which was the change to have the  
20 board -- Carolyn and Marianne, you're welcome to  
21 come up.

22 I told you about the first one already,  
23 about board members being members in good  
24 standing of the association. Also there's no --  
25 the second sentence we were going to take

1           separately. There is no recourse, per our  
2           bylaws, how to get someone off the board if  
3           they're, for some reason, found not to be -- you  
4           know, we're having a hard time with them as a  
5           board member or if there's some huge example of  
6           conduct unbecoming; not showing up at meetings;  
7           maybe we need the 12th vote and that person is  
8           never in their seat. We have had a little bit of  
9           a discussion about that.

10                         We'll go to the next one. Wayne, if  
11           you don't mind. This one was brought by Lisa  
12           Phipps.

13                         Lisa, do you want to just give a reason  
14           for the change? You don't want to do it today.  
15           I will tell you that Lisa got this text from the  
16           Washington State -- the Washington Court  
17           Reporters Association, their bylaws. So that's  
18           where it came from.

19                         We don't have a conflict of interest  
20           statement in our bylaws, sort of a guiding thing  
21           that a lot of associations have. Some have it in  
22           their bylaws. Some have it more in a policies  
23           and procedures manual.

24                         We do not have a policies and  
25           procedures manual at this time. It is something

1 we have in the works. It is more like a manila  
2 folder at this point. Something for you all to  
3 think about.

4 Would you mind going through the next  
5 one? Keep going down. They cover two pages.

6 This was also suggested by one of our  
7 board members as a requirement for nominees to  
8 the board. Usually, the nominees' names come in  
9 Novemberish and then get voted in in April. So  
10 the hope is between that time period, they'll  
11 come to a couple of board meetings to meet  
12 everyone, get an idea of what topics are current  
13 for us so that they're up to speed by the time  
14 they're sworn in.

15 I will say that there's no requirement  
16 in our bylaws for board members to come to board  
17 meetings, so this would add a requirement for  
18 nominees to come to board meetings. You can go  
19 to the next one, Wayne.

20 This is more of a technicality. Do you  
21 see the little red? It's only a few words. This  
22 is what I was saying at the beginning. Any  
23 amendments to the bylaws have to be brought to  
24 the secretary within 30 days prior to the  
25 meeting. All of these were brought to the

1 secretary in that time. And it says "in writing"  
2 at the moment, so now we're putting "by e-mail."  
3 It's more of a technical thing.

4 Okay? Wayne, you can move on with  
5 that. And this is adding a definition at the  
6 bottom for the word "corporation," and it's  
7 because the word "corporation" is in that  
8 conflict of interest paragraph. We needed to add  
9 that word in to make it make sense. And that's  
10 it.

11 Anyone have any discussion? Nancy,  
12 please take the mic.

13 MS. VARALLO: Nancy Varallo. I heard  
14 that you're going to be putting a policies and  
15 procedures manual together. Some of my comments  
16 about the bylaws changes today were going to be  
17 that they more properly belong in a policies and  
18 procedures manual. So if I might suggest to the  
19 committee working on that, since Mass Court  
20 Reporters Association is a 501(c)(3), the IRS has  
21 given us language to use for nonprofits for a  
22 conflict of interest policy. It's pretty much  
23 suggested and pretty much required that we use  
24 it.

25 So I would suggest that we put that

1 conflicts of interest policy into a policies and  
2 procedures manual, and it is Form 1023 of the  
3 IRS. And that should solve a lot of the  
4 problems. I believe we need a conflicts of  
5 interest policy. It's just not properly in the  
6 bylaws.

7 Secondly, some of the issues we are  
8 talking about could properly be fixed in a  
9 policies and procedures manual if we had a  
10 code -- if we had a board code of ethics that  
11 each board member is required to sign every year.  
12 That is what we did at NCRA.

13 MS. CASTRO: That's something MCRA  
14 doesn't have. We don't have anything that people  
15 sign when they become a board member.

16 MS. VARALLO: And in terms of removal  
17 of an officer, I believe we do need that  
18 language, but I was going to suggest today that  
19 we follow and track NCRA's language. It's more  
20 specific and I think would get us where we want  
21 to be. Thank you.

22 MS. CASTRO: Thank you. Anyone else  
23 who has a comment, if you would like to come up.

24 MS. KUSA-RYLL: Marianne Kusa-Ryll,  
25 Outgoing secretary. My understanding is we are a

1           501(c)(6), not a 501(c)(3). I don't know if  
2 anyone can confirm that.

3           MS. HOLLINGSWORTH: I think it's (3).  
4 I think it's (3).

5           MS. SWEENEY: I've seen it on the  
6 paperwork. I'm sorry, Janet. Yeah, on the dues,  
7 membership, it says part of this cannot be  
8 written off, something. 501(c)(6) would have  
9 stood out to me. It's definitely (3).

10           MS. CASTRO: We'll have to check.  
11 We'll have to look into it. Maybe the same form  
12 applies to what Nancy was talking about. It's  
13 something we'll take into consideration.

14           Kathy Silva?

15           MS. SILVA: I would just -- I was going  
16 to comment on the bylaw change, having to do with  
17 nominated members of the board actually not being  
18 required, because it didn't actually say they  
19 were required. I think it's kind of nonsensical  
20 to have that in there when you don't have  
21 anything in your bylaws saying even the board  
22 members have to show up at so many meetings.

23           So I would ask the committee to  
24 consider that when they reup the bylaw changes.  
25 And I will just say, you know, when you're asked

1 to come on the committee, at the board, and you  
2 accept, the president says, I'd like you to come  
3 to some meetings, and hopefully you will before  
4 you come on the board. And then, once you get on  
5 the board, you decide what committee you'd like  
6 to serve on. You listen to the discussion and  
7 think, That's where I would best serve.

8 So I think you need to come on before  
9 you decide what committee you're going to serve  
10 on. Thank you.

11 MS. CASTRO: Right. I think the intent  
12 is hope people are more up to speed by April and  
13 not having that lag of a few months. We do have  
14 a nomination process that we follow that's been  
15 accepted by the board, sort of when we send out  
16 the e-mail to invite people to be nominees or  
17 invite people to nominate people to be nominees.  
18 And part of that also says that we're going to  
19 start inviting them to come to meetings once we  
20 know who the people are.

21 So we do have this wording in documents  
22 that have been approved by the board already.  
23 They are invited to attend, and they've been  
24 invited for several months. And many of them  
25 have been coming to our meetings already. Thank

1           you for doing that. Thank you for doing that.

2                    Any new business or discussion? Hi,  
3           Loretta, do you want to take the mic? We're like  
4           one or two minutes past 9:00, so I'm going to end  
5           it soon. But I want to give you a chance to  
6           talk, of course.

7                    MS. HENNESSY: My name is Loretta  
8           Hennessey, and I just wanted to publicly thank  
9           all of you who give your time to MCRA. It's very  
10          much appreciated. None of us would be here if  
11          you guys were not. Thank you.

12                                (Applause)

13                    MS. CASTRO: Any new business, people  
14          would like to come up to the mic? Thank you.  
15          Thank you all for your participation and  
16          attention. Hearing no further new business, I  
17          hereby declare the meeting adjourned at 9:02 a.m.

18                                (Meeting adjourned at 9:02 a.m.)

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