



society for technical communication

**ARTICLES OF INCORPORATION
AND
BYLAWS**

Amended 2000

Approved: _____ Date: _____
(for STC Board of Directors)

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ARTICLES OF INCORPORATION

The Society for Technical Communication, Inc., is a New York corporation. It was originally formed in 1957 under the name of the Society of Technical Writers and Editors, Inc. The name was changed to the Society of Technical Writers and Publishers, Inc., in 1960, and to its present form on July 1, 1971.

There are nine articles of incorporation, and they provide as follows;

1. The name of the Corporation is SOCIETY FOR TECHNICAL COMMUNICATION, INC.
2. The purposes for which the Corporation is formed are:
 - a. To engage in scientific, literary, and educational activities designed to advance the theory and practice of the arts and sciences of technical communication and to achieve this advance by holding meetings for reading and discussion of papers and by exchanging ideas, knowledge, philosophy, and techniques of these arts and sciences.
 - b. To encourage the preparation of original papers, articles, monographs, periodicals, and books dealing with the techniques of communication in the natural sciences and engineering.
 - c. To guide and inform students and to aid colleges and universities in the establishment of curricula for training in the arts and sciences of technical communication.
 - d. To advance the arts and sciences of technical communication in order to promote the public welfare through the development of better educated personnel in the field of technical communication.
 - e. To do everything necessary and proper in connection with or incidental to the above purposes.
3. a. Notwithstanding any of the provisions of the foregoing paragraphs, which may be construed to the contrary, the SOCIETY FOR

TECHNICAL COMMUNICATION, INC., shall not engage in any activity which is not educational, scientific, or charitable within the meaning of Section 501(c)(3) of the 1954 United States Internal Revenue Code.

- b. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- c. The Corporation is specifically prohibited from (1) engaging in whole or in part in collective bargaining or other dealings with employers or employees concerning grievances, adjustment of employer-employee differences, or conditions of employment and (2) performing any acts or engaging in any practices prohibited by Section 340 of the General Business Law or by any other antimonopoly statute of this State.
4. The Corporation is not organized for pecuniary profit. It shall have no stock or stockholders, and none of its net earnings shall be distributed to or enure to the benefit of any private shareholder or individual. On any dissolution of the Corporation, its assets shall be distributed to an organization or organizations organized and operated for similar educational, scientific, or charitable purposes, and subject to the order of a Justice of the Supreme Court.
5. The territory in which its operations are principally to be conducted is throughout the world.

(Article 6 relates to the place of business of the Society. Article 7 specifies the number of its directors to be not less than five nor more than twenty-one, subject to change by the membership. Articles 8 and 9 relate to the identity and qualifications of the original board of directors and signers of the *Articles of Incorporation*.)

BYLAWS

Article I - NAME AND OBJECTIVES

Section 1. Name

The name of the organization is SOCIETY FOR TECHNICAL COMMUNICATION, INC. (hereafter referred to as the Society), formerly the Society of Technical Writers and Publishers, Inc.

Section 2. Objectives

The objectives of the Society are to advance the arts and sciences of technical communication by:

- A. encouraging research
- B. developing educational programs and establishing scholarships
- C. stimulating the exchange of information by means of publications, meetings, and conferences
- D. recognizing outstanding accomplishments
- E. cooperating with other societies and institutions in mutually beneficial projects

Article II - POWERS AND CONSTRAINTS

Section 1. Powers

The powers of the Society reside in its members. These powers are exercised on behalf of the membership by an elected board of directors.

Section 2. Constraints

The Society is nonprofit, nonsectarian, and nonpartisan. It cannot endorse or disparage a commercial enterprise, a political platform, or a candidate for public office.

Section 3. Use of Name

The Society name and insignia, singly or in combination, may be used only by persons authorized by the board of directors and only for Society purposes.

Article III - MEMBERSHIP

Section 1. Grades of Membership

- A. *Individual and corporate memberships.* There are three grades of individual membership: student member, member, and senior member. There is one corporate grade of sustaining organization.
- B. *Applicative grades.* Depending upon qualifications and interests, a person may apply initially for the grade of member or student member. A student member may not retain the grade of student member after leaving college or school. After five years of membership, a member will achieve the grade of senior member. A corporation, company, organization, agency, or any subsidiary or division thereof may apply for the grade of sustaining organization.

Section 2. Qualifications for Grades of Membership

- A. *General.* Individual membership is open to all those interested in technical communication.
- B. *Student member.* To be eligible for student membership, an applicant must be (1) enrolled in an accredited university, college, community college, or technical school; (2) taking at least two courses or their equivalent each term; and (3) preparing for a career in technical communication.
- C. *Member.* An applicant for member must be (1) engaged in some phase of technical communication or (2) interested in the arts and sciences of technical communication or in allied arts and sciences.
- D. *Senior member.* The grade of senior member is conferred automatically on each member after five years in the grade of member in the Society.
- E. *Sustaining organization.* The grade of sustaining organization is for companies, corporations, institutions, and other organizations interested in the aims of the Society and willing to encourage and support its work through payment of the annual dues. The grade of sustaining organization may be obtained by application or upon invitation.

Section 3. Rights and Privileges of Grades of Membership

- A. *Universal rights.* Individual members, regardless of grade, may
1. at the membership rate, attend any meeting, convention, conference, or workshop sponsored by the Society or its chapters
 2. contribute ideas and suggestions that may further the Society's purposes
 3. wear the Society emblem
 4. carry the Society membership card
 5. receive the Society's publications
- B. *Voting rights.* Voting members are members and senior members. Each voting member is entitled to vote on each matter submitted to the membership by mail or at a meeting of any Society body at which the member is present. Student members are entitled to vote only on matters of business within their student chapters.
- C. *Office-holding rights*
1. A student member may hold elective office in a student chapter only. A student member in a regular chapter may serve as a member or a manager of a committee at the chapter level.
 2. A member may hold any chapter elective office, may serve as a president or a member of a chapter committee, and may serve as a member of a Society committee, except as restricted in Item 4 below and in Article III, Section 13.
 3. A senior member may hold elective office in the Society or its chapters and may serve as a member or a manager of a committee at the chapter or Society level, except as restricted in Article III, Section 13.
 4. Only a senior member may serve as a member of the Society nominating, membership, or goals committees.
- D. *Rights of sustaining organizations.* A sustaining organization may designate a representative to the Society who shall have the title of sustaining organization representative and, while so serving, shall have the rights of individual membership. If a designated sustaining organization representative is already a regular member of the Society, that

member shall, in addition to the title of sustaining organization representative, while so serving, retain the regular grade of membership and be entitled to all rights and privileges of that grade.

Section 4. Obligations of Membership

By acceptance of the Society's certificate of membership, each member agrees to abide by its governing documents, work toward achievement of its purposes, and act in accordance with its precepts. Members who fail to do so may have their membership suspended or revoked by the board.

Section 5. Admission to Membership

An individual applies for membership with the official application form. The application may be submitted through a chapter or sent directly to Society headquarters. Validation of the membership application by the Society office constitutes admission to the Society. A member in a merging organization is admitted to whatever membership grade the Society membership committee decides is most nearly equivalent to the grade held in that organization.

Section 6. Termination of Membership

A person's membership is terminated by resignation, nonpayment of dues, or expulsion. The board may, by a two-thirds vote, suspend or expel a member for cause after an appropriate hearing before the board. Falsification or misrepresentation in an application is cause for refusal of membership in or expulsion from the Society. A person suspended or expelled by the board may request a hearing before an appeals panel. If the appeals panel affirms the board's action, the case is closed. If the panel believes injustice has been done, it may request reconsideration of the case by the board. Action of the board after reconsideration is final. A member who has been expelled forfeits all dues and fees already paid.

Section 7. Appeals Panel

The appeals panel shall consist of the second vice president, the manager of the membership committee, and a past president of the Society.

Section 8. Reinstatement

A member who resigns or whose membership lapses for nonpayment of dues may apply for reinstatement by submitting a year's dues and the reinstatement fee either to the chapter membership representative or to Society headquarters. A member who has been

expelled may be reinstated only by approval of the board after a hearing by the appeals panel.

Section 9. Transfer of Membership

Membership may not be transferred or assigned to another person.

Section 10. Dues and Fees

- A. *Member dues.* Annual dues, as set by the board of directors and published in the Society's literature, are payable January 1 for the ensuing calendar year. Members who have not paid their dues by the date announced on the dues renewal notice are automatically terminated. Dues are prorated so that new members joining between July 1 and September 30 pay the full membership rate, and their membership expires on December 31; however, they receive a 50 percent credit toward the next year's dues, which is indicated on their dues renewal notice. New members joining on or after October 1 are credited with dues paid for the following calendar year. Dues must be submitted with an application for membership; if the application is not accepted, the dues are returned.
- B. *Enrollment fee.* An enrollment fee set by the board of directors is payable upon application for membership. If the application is not accepted, the enrollment fee is returned. The board may waive the enrollment fee for limited periods.
- C. *Retired member dues.* Any senior member of the Society may retire in grade at 50 percent reduction in annual dues provided the member (1) has been a member in good standing for ten or more years prior to retirement and (2) is either sixty years old or older, or medically retired. For this purpose, retirement is defined as no longer being employed or self-employed on a full-time, permanent basis. Members desiring retirement status must apply, therefore, by letter and certify to the Society that they meet all necessary qualifications for retirement status. Upon verification, the executive director is authorized to recognize a member's retirement status.
- D. *Reinstatement fee.* Members who fail to pay their renewal dues by the date stated on the dues renewal notice, and who subsequently wish to be readmitted, pay a reinstatement fee as set by the board of directors in addition to a full year's dues. For a limited period or in individual cases the board may waive payment of the reinstatement fee.

Section 11. Honorary Ranks

The Society has three elective, honorary ranks: associate fellow, fellow, and honorary fellow. Application for these ranks is not permitted. Persons elected to the rank of associate fellow or fellow retain the membership grade of senior member. Fellows who meet the definition of retired member as given in Article III, Section 10, Subsection C receive honorary life memberships. Nonmembers elected to the rank of honorary fellow receive an honorary life membership with specific and limited rights and privileges.

Section 12. Qualifications for Honorary Ranks

- A. *Associate fellow.* The rank of associate fellow is conferred only upon a senior member who has attained distinction in the field of technical communication. Senior members may not apply for the rank of associate fellow; they must be nominated by a committee composed of fellows and associate fellows. A senior member may be elected an associate fellow if the member (1) has been active in the field of technical communication at least fifteen years, (2) has been a member of the Society at least ten years, and (3) has (a) been responsible for important work in the field of technical communication, (b) done notable original work that has contributed to the advancement of technical communication, or (c) made a significant contribution to the Society. The rank of associate fellow is conferred only by a two-thirds vote of the entire board. The rank of associate fellow is bestowed only once upon an individual. Associate fellows retain the rank as long as they remain members of the Society, unless elevated to the rank of fellow. Not more than 3 percent of the Society's membership may hold the rank of associate fellow at any time.
- B. *Fellow.* The rank of fellow is conferred only upon associate fellows who have attained such eminence in the field of technical communication that the board, by a two-thirds vote of all members, deems them worthy of being singled out as one of the select few who have distinguished the Society and the profession. Associate fellows may not apply for the rank of fellow; they must be nominated by a committee of fellows. The rank of fellow is bestowed upon an individual only once. Fellows retain the rank as long as they remain members of the Society.
- C. *Honorary fellow.* The rank of honorary fellow is conferred upon a person who is not a member of the Society but who (1) has achieved eminence in the field of technical communication or (2) has performed a significant service for the Society.

This rank is conferred by a two-thirds vote of the entire board. An honorary fellowship is an honorary life membership.

Section 13. Rights and Privileges of Honorary Ranks

A. *Rights of associate fellows and fellows.* As senior members, associate fellows and fellows (including retired fellows, who are honorary life members) have all of the rights and privileges of that membership grade. In addition, only an associate fellow or a fellow may serve on the associate fellows nominating committee, and only a fellow may serve on the fellows nominating committee.

B. *Rights of honorary fellows*

1. *Universal rights.* Honorary fellows have the universal rights specified in Article III, Section 3, Subsection A of these bylaws.
2. *Voting rights.* Honorary fellows are not eligible to vote unless they are serving on a committee, in which case they may vote on matters of committee business.
3. *Office-holding rights.* Except for those committees whose membership is restricted to specific grades or ranks, an honorary fellow may serve in any committee capacity at any level, but is not entitled to hold elective office at any level.

Article IV - BOARD OF DIRECTORS AND EXECUTIVE COUNCIL

Section 1. Membership

The board of directors consists of fourteen voting members: the five officers, the immediate past president, and eight directors. All board members are elected by the membership. The five officers are the president, the first vice president, the second vice president, the secretary, and the treasurer. The five officers constitute the executive council. All board members serve without compensation, but the board may authorize travel expenses for attendance at board meetings.

Section 2. Powers and Constraints

The board of directors has the power to manage the Society's property, to determine its fiscal policies, and to direct its affairs in order to meet the objectives stated in Article I. The board acts in accordance with the governing documents, which it has the authority to interpret and clarify in terms of language. The

executive council acts for the board on all matters of Society business when the board is not in session. The council may act for the Society in legal matters relating to the Society's corporate status. The board and the executive council may prudently delegate powers in the interest of efficient management.

Section 3. Duties of Board Members

- A. The *president* exercises general supervision over the affairs of the Society; calls meetings; presides at meetings of the Society, the board, and executive council; appoints assistants to the president and heads of Society committees, subject to board approval; and is an ex-officio member of all Society committees.
- B. The *first vice president* assumes the duties of the president in the absence or incapacity of the president and performs such other duties as the president or the board may assign.
- C. The *second vice president* acts for the first vice president when the occasion arises and serves as coordinator of the Society's chapters by assigning the directors to sponsor specific chapters and by such other means as is deemed advisable. The second vice president also performs such other duties as the president or the board may assign.
- D. The *secretary* keeps minutes of all Society, board, and executive council meetings and distributes them in accordance with set procedures; conducts official correspondence; signs official documents as required; maintains records so that they are available at any time to the president or the board; and performs such other duties as the president or the board may assign.
- E. The *treasurer* supervises the Society's fiscal affairs by (1) preparing an annual fiscal year budget for review at each board meeting; (2) maintaining books and records so that they can be inspected at any time by the president, the board, or any auditor named by the board; (3) ensuring that the Society's books are audited annually by a certified public accountant; (4) authorizing disbursements; (5) maintaining an annual account of chapter finances and authorizing dues refunds to chapters; and (6) submitting to the membership, and publishing, an annual report of the Society's financial status. The treasurer is bonded.
- F. The *immediate past president* attends all board meetings, counsels the board as required, and performs such other duties as the president may assign.

G. *Directors* attend all board meetings, serve as director-sponsors of chapters and Society committees, and perform such other duties as the president or the board may assign.

Section 4. Terms of Office

The president, first vice president, and second vice president are elected for terms of one year, and the secretary and treasurer for terms of two years, in accordance with Article VIII. The president, first vice president, second vice president, secretary, and treasurer may succeed themselves in office only once. Directors are elected for three-year terms and may not succeed themselves in office; however, there is no limit to the number of separate, nonsuccessive terms a director may serve. Terms of office for all elected members of the board begin with their installation at the Society's annual business meeting.

Section 5. Regionalization

The Society is divided into eight regions; each region includes all chapters, members-at-large, and other affiliations that exist in that region. Those members assigned to a region elect one director who represents that region.

Section 6. Vacancies

If the office of the immediate past president is vacant, it remains so until the next election. A vacancy in the office of president is filled by the first vice president unless that office is also vacant, in which case the second vice president succeeds to the presidency. If the office of second vice president is also vacant, a president is elected from among the board members by majority vote of the entire board. A vacancy in the office of first vice president is filled by the second vice president unless that office is also vacant, in which case the first vice president is elected from among the board members by majority vote of the entire board. Persons nominated by the president to fill vacancies in the offices of second vice president, secretary, treasurer, and director are elected by majority vote of the entire board. Vacancy appointments extend to the next annual business meeting and are not deemed a term of office within the meaning of any restriction imposed by Section 4 above. If a director's term of office has not expired at the end of a vacancy appointment, a new director is elected to fill the unexpired term.

Section 7. Removal

If the conduct of a board member is such that the board as a whole feels it necessary to suspend the member's authority, the board appoints a special

committee to hear and review the case. The person to be suspended must be served personally or by registered mail with a notice containing a statement of the charges and specifying the time and place of a hearing before the special committee; this notice must be received at least ten days before the hearing. At the hearing the accused may be represented by counsel and must be allowed to confront the accusers. The special committee reports its findings to the board of directors. A vote on the committee's recommendations must be sustained by two-thirds of the entire board.

Section 8. Meetings and Quorum

The board meets several times each year for the conduct of business. Meetings are called by the president or at the request of at least five board members. A majority of the board's membership constitutes a quorum. The executive council meets at the call of the president or upon a request of three officers. Three officers constitute a quorum. All votes and official actions taken by the council are read into the minutes of the next board meeting.

Section 9. Transaction of Business

Board meetings follow the parliamentary procedures specified in Robert's Rules of Order where applicable and consistent with the governing documents of the Society. The board acts by majority vote of board members present, a quorum being present, except when a two-thirds vote (meaning two-thirds of those present), or a two-thirds vote of the entire board, or any other specified vote is explicitly required by the bylaws.

Section 10. Finances

The Society operates on a fiscal year basis, July 1 to June 30 of the following calendar year. Funds are established for operating purposes and for reserves. Only banks that are members of the Federal Deposit Insurance Corporation (FDIC) or credit unions that are members of the National Credit Union Share Insurance Fund (NCUSIF) can be used for depositing Society funds. Approval by two-thirds of the entire board is required to (1) designate reserve funds for investment, (2) levy assessments, or (3) change the dues structure. The Society's books must be audited annually by a certified public accountant, and a financial report must be published annually.

Article V - HEADQUARTERS AND STAFF

Section 1. Headquarters

A Society headquarters is established in a designated city where office space is maintained for the staff. All expenses incurred in the operation of headquarters are budgeted annually and are included in the treasurer's budget for approval by the board of directors.

Section 2. Executive Director and Staff

The board of directors appoints an executive director and other salaried personnel to meet administrative and operational requirements. Salaries are reviewed by the board periodically.

The executive director and members of the staff perform such duties as the president or the board may assign. The executive director normally attends all board of directors meetings and presents a headquarters report at each meeting. The executive director and any staff member responsible for handling funds are bonded.

Article VI - COMMITTEES

Section 1. Establishment

The board of directors establishes standing or special committees to take charge of specific work areas. Standing Society committees are enumerated below. The manager of each standing or special committee is appointed by the president, subject to board approval, for a term equivalent to that of the president. A committee manager serves until a successor is appointed and is responsible for orderly transition of duties and transfer of committee records to successors. Unless specified otherwise, only a senior member, associate fellow, or fellow can serve as manager of a standing or special committee. The manager of the bylaws committee is a current director. The manager of the compensation policy committee is the president. The manager of the nominating committee is a current or past member of the board of directors. After the work of a special committee is completed, the committee is dissolved by the board, the manager is discharged by the president, and committee records are forwarded to headquarters. Committee manager vacancies and vacancies among members of the nominating committee are filled by the president with approval of the board.

Section 2. Committee Membership and Subcommittees

Except for the nominating committee, each committee manager appoints the members of the respective committee in accordance with the bylaws and may establish subcommittees as required. Board approval is not required for appointment of committee members nor for establishment of subcommittees.

Section 3. General Duties

Standing or special committees perform under the general supervision of the board of directors. Each committee manager submits an annual budget at the request of the treasurer and periodic written reports to the board at the request of the president. Each standing or special committee is guided in its operation by procedural guidelines which it keeps up to date. The board approves all procedural guidelines and subsequent substantive changes to each guideline.

Section 4. Standing Committees

- A. The *associate fellows nominating committee* submits to the board annually, prior to the annual business meeting of the Society, the names of senior members who it believes not only meet the minimal requirements set forth in Article III, Section 12, Subsection A, but also deserve this high honor by virtue of their outstanding achievements in and contributions to the arts and sciences of technical communication. The name of a senior member deserving of consideration for this honor may be brought to the attention of the committee by letter from any voting member of the Society. This letter should be accompanied by a biography of the named individual, including education, training, experience, honors, publications, achievements in and contributions to the field of technical communication, and such other data as may be specified by the committee. This committee consists of at least three fellows and associate fellows; the manager is a fellow.
- B. The *bylaws committee* advises the board on matters associated with the Society's governing documents and periodically reviews their adequacy. The manager is a director currently serving on the board; the executive director, who serves as recorder and parliamentarian, and at least one member appointed by the manager serve on the committee. The committee formulates amendments to the bylaws that have been proposed in accordance with Article X and submits them to the board with recommendations. The committee also reviews any other pertinent

literature for consistency with the Society's governing documents.

- C. The *compensation policy committee* periodically reviews the policies and procedures that govern compensation of the employed Society staff and, when needed, provides recommendations to the board of directors regarding those policies and procedures. This review includes salary administration policy and procedure for the executive director and benefits policy and program for all employed staff. The responsibility of the committee is limited to review and recommendation only, and that responsibility shall in no case extend to the particular compensation or benefits of any individual staff member. The committee consists of the president, the immediate past president, the treasurer, and one other past president appointed by the president. The president serves as committee manager and maintains a current written record of all relevant policies and procedures.
- D. The *conference advisory committee* provides guidance and continuity in the planning and management of annual conferences by making the expertise of its members available to current and future conferences. Its members are selected principally from past, conference program managers and members who have expertise in managing elements of conferences at the international, regional, and chapter levels.
- E. The *fellows nominating committee* submits to the board annually, prior to the annual business meeting of the Society, the names of associate fellows who it believes not only meet the minimal requirements set forth in Article III, Section 12, Subsection B, but also deserve this highest honor by virtue of their outstanding achievements in and contributions to the arts and sciences of technical communication. The name of an associate fellow deserving of consideration for this highest honor may be brought to the attention of the committee by letter from any voting member of the Society. This letter should be accompanied by biographical material in support of the recommendation, similar to that used for an associate fellow recommendation. This committee consists of three fellows, one or more of whom may be members of the associate fellows nominating committee.
- F. The *finance committee* is responsible for formulating the most advantageous methods for handling such funds as the Society may have available for investment. This responsibility includes the investment of current surplus and reserve funds and the development of a long-range
- portfolio. The Society treasurer and executive director serve on to this committee. The executive director may be appointed committee manager.
- G. The *honorary fellows nominating committee* may submit to the board annually, prior to the annual business meeting of the Society, the name or names of nominees for the grade of honorary fellow who it believes not only meet the minimum requirements set forth in Article III, Section 12, Subsection C, but also deserve this highest honor by virtue of their outstanding achievements in and contributions to the arts and sciences of technical communication. The name of a nominee deserving of consideration for this high honor may be brought to the attention of the committee by letter from any member of the Society. This letter should be accompanied by biographical material in support of the recommendation. A nominee for the grade of honorary fellow will not be a member of the Society. This committee consists of at least three fellows, associate fellows, or senior members.
- H. The *nominating committee* is responsible for the selection of qualified candidates for Society office and for the conduct of the annual election in accordance with Article VIII. Only senior members, associate fellows, and fellows may serve on the committee. It consists of five persons, two of whom are elected each year for a two-year term, and two of whom are continuing incumbents elected in the immediately preceding year. The committee manager, who is a current or past member of the board of directors, is appointed annually by the president.
- I. The *communication advisory committee* reviews the Society's publication activities and makes policy recommendations regarding them. The committee also advises the communication committee and other related committees as to the publications policy, standards, and practices.
- J. The *recognition advisory committee* provides guidance and continuity in planning and managing all Society recognition programs at the international, regional, and chapter levels. The committee makes the expertise of its members available to conference planning committees to provide advice and guidance on standards and procedures for recognition activities at the annual conference.
- K. The *strategic planning and vision committee* develops long-range plans and procedures to enable the Society to achieve the goals established

by the goals committee and approved by the board of directors.

- L. The *tellers committee*, in accordance with Article VIII, Section 1, Subsection G, validates election ballots, tallies the results of annual and special elections, and announces the results.

Article VII - MEETINGS

Section 1. Annual Conference

An annual conference is held at which members and nonmembers meet to discuss topics relating to the arts and sciences of technical communication.

Section 2. Annual Business Meeting

An annual business meeting is held at the time of the annual conference.

Section 3. Special Meetings

Special meetings are called by the president if requested by three-fourths of the board or by half of the chapters. Notice of such special meetings is sent to each voting member at least fifteen days before the date of the meeting.

Section 4. Transaction of Business

- A. The parliamentary procedures specified in Robert's Rules of Order, latest revised edition, govern business meetings of the Society when they are applicable and consistent with the governing documents.
- B. Fifty voting members present constitute a quorum for a business meeting of the Society.

Section 5. Time and Place of Conference and Meetings

Time and place of conferences and meetings are determined by the board of directors and are publicized to the membership.

Article VIII - SOCIETY ELECTIONS

Section 1. Annual Election

- A. *Time of election.* Officers, directors, and members of the nominating committee are elected each year prior to the annual business meeting. A preliminary slate is announced to all voting members at least three months prior to the annual business meeting. Nominations by petition must

reach the nominating committee at least two months prior to the annual business meeting. The final slate and ballots are mailed to all voting members at least one month prior to the annual business meeting, and the votes are tabulated at least one week prior to the annual business meeting. The nominating committee sets specific dates each year and instructs the voters accordingly.

- B. *Nominating committee.* The Society nominating committee, constituted in accordance with Article VI, Section 4, Subsection L, is responsible for the selection of candidates and for the preparation of the preliminary slate, final slate, and ballot. The committee also handles nominations by petition from the membership.

- C. *Selection and evaluation of candidates.* The nominating committee requests names of candidates to be considered for election from each chapter, and may, as it deems appropriate, contact individual Society members for recommendations. The candidates' qualifications are evaluated in accordance with the requirements established in Article III, Section 3, and in accordance with standards and criteria developed by the nominating committee. Qualified candidates are asked to submit a statement of availability.

- D. *Preparation and distribution of preliminary slate.* At a date established by the nominating committee, all candidates who have agreed to serve if elected are evaluated for specific positions on the slate. Only one candidate each is presented for president and first vice president; automatic progression of the same individual from second vice president to president is customary; at least two candidates are presented for the office of second vice president unless a majority of the board waives this requirement. For each of the remaining positions on the slate the nominating committee endeavors to offer more than one candidate. The preliminary slate is prepared by the nominating committee and announced to all voting members with instructions pertaining to nomination by petition.

- E. *Nomination by petition.* Additional candidates for any elective office may be nominated by petition of the lesser of (1) 4 percent of the voting members or (2) 400 voting members. The full name and address of each signatory to such a petition must be typed or printed adjacent to the signature. The petition must be accompanied by the candidate's signed statement of acceptance and pertinent biographical data. The name of any candidate qualified in accordance with the bylaws and

properly nominated by petition must appear on the final slate and ballot.

F. *Preparation and distribution of the final slate and ballot.* The nominating committee prepares the final slate and ballot for distribution to all voting members by mail. For unopposed candidates, the ballot offers a “yes” or “no” choice. Voting instructions specify the date on which ballots must be returned to be counted.

G. *Count of votes and announcement of results.* The tellers committee validates the ballots while protecting the identity of the voters, and counts and records the vote. Candidates are elected by plurality of votes cast. A tie vote is resolved by a majority vote of the board of directors. If an unopposed candidate receives fewer affirmative than negative votes, that office is declared vacant.

The manager of the tellers committee promptly notifies Society headquarters, the board of directors, and all candidates of the total votes cast for the various candidates. The manager also makes the official public announcement of elected candidates at the annual business meeting when the officers and directors are installed.

Section 2. Voting on Matters Other than Election

Voting on matters other than election is made part of the annual election except when the board of directors by majority vote calls for a special ballot.

Section 3. Special Ballot

When the board directs that a special ballot be conducted on some matter of concern to the membership, Society headquarters prepares and distributes the ballot. Instructions pertaining to the voting on such special ballots shall be given at the discretion of the board of directors. The tellers committee validates the ballots, counts and records the votes, and notifies Society headquarters and the board of directors of the results.

Article IX - CHAPTERS

Section 1. Definition and Purpose

A chapter is a group of members who live or work in a particular locality and who, as a matter of geographic convenience, organize themselves to promote the purposes of the Society cooperatively. Chapters can engage only in activities that conform to the Society’s purposes.

Section 2. Formation

A. *Application.* To establish a chapter, fifteen or more voting members must submit a written application to headquarters; name and address of each signatory to such an application must be typed or printed adjacent to the signature. The application states the name and proposed boundaries of the new chapter and names the temporary president. To establish a student chapter, ten or more student members and at least one voting member who is the student chapter advisor must submit a similar application. Headquarters validates the application and presents it to the executive council or the board of directors for approval. Upon approval, the chapter is granted provisional status.

B. *Provisional status.* A provisional chapter operates in the same manner as a chapter. Provisional status extends for at least two years. During that period the chapter’s progress and health are monitored closely by the board. After a provisional chapter has demonstrated its health and vitality to the board’s satisfaction, it will be assigned permanent status.

Section 3. Operational Relationships with Society

A. *Membership.* Only Society members in good standing may be chapter members. All members residing or working within the approved boundaries of the chapter are assigned to that chapter. However, a member may request a specific chapter affiliation where more than one chapter is in bounds. A member may belong to only one chapter at a time.

B. *Society contact.* The Society maintains contact with all chapters by

1. providing names and other information of members assigned to each chapter, reassigned to another chapter, or terminated
2. sending an annual dues refund
3. assisting chapters, as required, through their assigned director-sponsors
4. sending news of Society activities

A chapter maintains contact with the Society by

1. advising Society headquarters promptly of the names of its newly elected officers

2. furnishing progress information as requested and an annual activities report to its director-sponsor
3. submitting an annual fiscal report to the Society treasurer

C. *Constraints.* A chapter must

1. not operate under local rules and procedures that are not consistent with the governing documents of the Society; any variations from the governing documents must be cleared through the Society bylaws committee and approved by the board prior to adoption;
2. not charge chapter dues, but with specific approval of the board may levy local assessments provided these are not called “dues” and have no bearing on membership;
3. not own real estate, obligate the Society to any financial or other commitment, nor use the Society name without the chapter designation.

If a chapter persists in actions that are not in the best interests of the Society, the board may by a two-thirds vote withhold the dues refund or take any other action it deems proper. Such action may be appealed to the board and, after reconfirmation of the board’s action, to the annual business meeting of the Society.

D. *Dissolution.* The board may by a two-thirds vote dissolve a chapter when it is satisfied that the chapter is inactive and that there is no reasonable hope of its immediate revival, or when it is satisfied that such action is in the best interests of the Society. Chapter dissolution does not affect the Society membership status of the members assigned to such a chapter. Members of a dissolved chapter are assigned unaffiliated status or are reassigned to another chapter if such exists in the general region. Upon dissolution, residual chapter funds revert to the Society treasury.

Section 4. Operations

A. *Name.* The chapter name is selected by the original organizers but may be changed by a two-thirds vote at a business meeting of the chapter, a quorum being present. Written notification of the motion to change the name must be given to all chapter members at least two weeks before the vote. Headquarters must be advised when a chapter’s name has been changed.

B. *Boundaries.* The chapter boundaries are proposed by the original organizers and approved by Society

headquarters. Any change to the boundaries must be submitted to headquarters for approval. Headquarters may change a chapter’s boundaries if deemed in the best interest of the Society.

C. *Management.* The chapter membership is represented by an elected administrative council with powers to take whatever legal and proper actions are necessary for the fulfillment of the Society’s purposes.

D. *Administrative council.* A chapter administrative council is composed of at least the president, the vice president, the treasurer, the secretary, and the most recent past president. The administrative council meets at the request of the president or at the request of two of its members. A majority of the administrative council constitutes a quorum. If the administrative council decides by majority vote that more than five officers are required to operate efficiently, it may propose at a chapter membership meeting, or by any other means deemed appropriate, to increase the number of elected officers, specifying the titles and duties of such officers. If the proposal is accepted by two-thirds vote of those present (all members having been notified prior to the meeting), it becomes a rule of the chapter’s operation. Conversely, the membership of a chapter may agree by a two-thirds vote to have the offices of secretary and treasurer filled by the same individual. Vacancies in the administrative council are filled by majority vote of the remaining council members.

E. *Responsibilities.* The chapter president, as head of the administrative council, is responsible for all operations. The chapter president delegates duties to the other officers and appoints committee managers. The following responsibilities must be discharged:

1. regularly scheduled program meetings for the membership (at least five per year)
2. recruitment of new members and membership processing
3. regular meetings of the administrative council to handle the chapter’s business
4. fiscal controls by means of approved budgets and expenditures, and fiscal operations in accordance with Subsection H below
5. annual activities reports to the director-sponsor and annual fiscal reports to the Society treasurer

6. compliance with IRS requirements regarding annual information returns
7. annual elections conducted by the chapter nominating committee in accordance with Subsection F below

The following activities are optional but have proved beneficial to chapter growth:

1. publication of a regular newsletter to establish communication with chapter members
2. publicity on the chapter's activities and on the Society
3. educational programs for the members such as chapter-sponsored seminars, workshops, and contests
4. employment referral services to establish contact between chapter members and local employers
5. establishment of technical groups to pursue specific fields of interest in technical communication

F. *Chapter elections.* Chapter officers are elected annually in time for the new officers to attend the annual business meeting of the Society as representatives of their chapter. A chapter nominating committee and a chapter tellers committee handle the elections. The nominating committee consists of three or five members at the discretion of the chapter president. Either two or three members of the nominating committee are elected by the membership. The nominating committee manager is appointed by the chapter president, who also appoints one member to a five-member committee. If chapter elections are conducted similarly to Society elections (Article VIII), nominations by petition must bear the signature of 10 percent of the chapter membership. Chapter elections may be conducted at a regularly scheduled meeting of the membership provided that a preliminary slate of candidates has been announced to the membership at least six weeks prior to the date of the election, and a final slate of candidates, if different from the preliminary slate, has been announced at least ten days prior to the date of the election.

G. *Chapter business meeting.* At least one annual chapter business meeting is held at which the administrative council and chapter committees report to the membership, and at which the results of the annual election are announced. A quorum

for transacting business is 25 percent of the voting members or twenty voting members, whichever is fewer.

H. *Finances.* Chapters receive an annual dues refund as determined by the board. Chapter funds are deposited in any banking institution that is a member of the Federal Deposit Insurance Corporation (FDIC), or is protected by the Canadian Deposit Insurance Act, or credit unions that are members of the National Credit Union Share Insurance Fund (NCUSIF). Each chapter operates under a financial budget approved by its administrative council. The treasurer is responsible for all disbursements; disbursements must be authorized in writing by the treasurer and either the president or the vice president.

Article X - AMENDMENTS

Section 1. Origination

An amendment to the bylaws may be originated by the board of directors or by a written petition signed by fifty voting members. All proposed amendments must first be submitted to Society headquarters for recording and to the bylaws committee for review to ensure compatibility with the provisions of the Society's governing documents.

Section 2. Implementation

After the bylaws committee has formulated the proposed amendment in coordination with the originator, it submits the amendment to the board of directors with a recommendation. The board may by a three-fourths vote of the entire board adopt proposed amendments to Articles III, V, VI, VII, VIII, and IX. Proposed amendments to Articles I, II, IV, and XI must be referred to the membership at large by means of a ballot. The ballot statement may include the board's recommendation. To become effective, a bylaws amendment submitted to the membership requires the affirmative vote of two-thirds of the valid votes cast. An approved amendment is announced to the membership at the earliest opportunity.

Article XI - DISSOLUTION

The Society can be dissolved upon unanimous recommendation of the entire board, followed by a concurring three-fourths vote of the valid votes cast by the membership. In the event of dissolution, the board of directors continues in office until all legal and financial matters have been settled in accordance with the *Articles of Incorporation*.

