



society for technical communication

**GUIDELINES
FOR THE
BYLAWS COMMITTEE**

Approved: _____ Date: _____
(for STC board of directors)

Revised by:
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Policy Statement

The Bylaws Committee, one of the standing committees of the Society, is described in Article VI, Section 4 of the Bylaws. The committee’s function is to advise the board of

directors on matters associated with the Society's governing documents and to review the adequacy of these documents at least once a year. The committee also formulates amendments to the Bylaws that have been proposed in accordance with Article X and submits these to the board with recommendations. Other pertinent literature is likewise reviewed by the committee to ensure consistency with the Society's governing documents.

Composition of committee

The manager of the Bylaws Committee, a current Director of the Society, is appointed by the President. The executive director serves as recorder and parliamentarian; at least one other Society member is appointed by the Bylaws Committee manager to serve on the committee.

Committee Tasks

1. Detailed Knowledge of Society's Governing Documents

All members of the Bylaws Committee should be familiar with the governing documents which consist of the *Articles of Incorporation*, Bylaws (AD-01-95), and the *Policies and Procedures Manual* (AD-02-91), which incorporates all guidelines for Society officers, directors, staff, committees and operating units.

When attending board of directors meetings, the manager of the Bylaws Committee should have copies of the governing documents on hand. Table 1 is a summary of quorum and voting requirements as stated in the Bylaws.

The Bylaws Committee advises the board of directors on the status of the *Policies and Procedures Manual* (individual guidelines) by issuing a list of:

- (a) Guidelines released and up to date
- (b) Guidelines released but requiring updating
- (c) Guidelines being written or updated
- (d) Guidelines not required

This list should be distributed to board members before the board of directors fall meeting and again before the winter or spring meeting to show progress for the year.

2. Interpretation and Maintenance of the Bylaws

The Bylaws Committee advises the board of directors, as required, on matters of interpretation of the Bylaws. The board may request immediate advice of the two committee members attending the board meeting (the manager and executive director) or the board may refer the matter to the committee for study and later recommendations. New interpretations of the Bylaws statements agreed upon are presented to the board in writing. When a number of interpretations to a specific statement in the Bylaws have been accumulated, the committee may prepare an Amendment to cover these interpretations and submit it for board consideration.

The Bylaws Committee will also formulate other amendments that the board or other Society members may originate and submit them to the board with recommendations. The detailed amendment procedure is given in Article X of the Bylaws.

The executive director maintains a master copy of the Bylaws interpretations in the Society office.

3. Maintenance of the Policies and Procedures Manual

The Bylaws Committee is responsible for assigning and coordinating the tasks of writing and updating the guidelines. To this end, the committee maintains a file of policy statements established by the board and takes appropriate steps to ensure that these policies are incorporated in pertinent guidelines. The procedure for writing and updating guidelines is in AD-03-91, *Guidelines for Preparing Society Guidelines*.

The Society office holds copies of released guidelines and distributes these to appropriate committee managers, chapter Presidents, and board members on request.

4. Review of Other Pertinent Literature

The Bylaws Committee also reviews other pertinent literature, such as Society publications, for consistency with the Society’s governing documents. In this task, the committee requests the cooperation and assistance of committee managers, board members, and authors of publications.

If inconsistencies are noted in such literature, the Bylaws Committee notifies the cognizant committee manager or author and suggests possible corrective actions.

5. Review of Chapter and Branch Operating Procedures

The Bylaws Committee notes the content of director-sponsor reports pertinent to chapter and branch operating procedures. The operations of chapters and branches are governed by statements in Article IX of the Bylaws. Any significant deviations from the statements should be brought to the attention of the appropriate director-sponsor for investigation and adjustment. The Bylaws Committee extends all possible assistance to individuals who are not aware of detailed requirements contained in the Bylaws.

Committee Meetings

Committee meetings are held at the discretion of the manager, who assigns tasks to the committee members, and requests periodic information on progress. To facilitate meetings, committee members should be selected from the same geographic area.

Committee Budget

The Bylaws Committee normally performs routine tasks without requiring a Society budget. However, if the printing and distribution of amendments or revisions to Bylaws or guidelines incur sufficient expenses, a budget may be justified.

Committee Schedules

The work of the Bylaws Committee is generally paced by scheduled board of directors meetings. To allow time for adequate review, guidelines or reports submitted to those attending board meetings should be mailed at least two weeks prior to the meeting. Requests for guidelines to be written or updated should be issued as early in the year as possible.

Table 1: Summary of Quorum and Voting Requirements

Body	Quorum	Voting Requirement	Action
Board of Directors	8	<p>Majority of those present</p> <p>Majority of entire board (8)</p> <p>Two-thirds of those present</p> <p>Two-thirds of entire board (10)</p> <p>Three-fourths of those present</p> <p>Three-fourths of those present</p> <p>Unanimous (14)</p>	<ul style="list-style-type: none"> • Waiver requirement to nominate two candidates for second vice-president • Special ballot • Establishment of chapter <p>Vacancy appointments</p> <ul style="list-style-type: none"> • Suspension of individual membership • Dissolution of chapter • Withholding of dues refund to chapter <ul style="list-style-type: none"> • Election of associate fellow, fellow, or honorary member • Removal of board member • Designation of reserve funds • Levy of assessments • Change of dues structure <p>Call special meeting of Society</p> <p>Amend Bylaws</p> <p>Dissolve Society</p>
Executive Council	3	Majority Vote	<ul style="list-style-type: none"> • Acts for full board when board is not in session
Society Business Meeting	50	Majority of those present	<ul style="list-style-type: none"> • General
Chapter Administrative Council	Majority or at least 3	Majority of those present	<ul style="list-style-type: none"> • Change in composition of administrative council • Vacancy appointments
Chapter Business Meeting	One-quarter or 20 members	Two-thirds of those present	<ul style="list-style-type: none"> • Change name of chapter • Change composition of administrative council