

BYLAWS

Society for Technical Communication, Inc., Chicago Metro Chapter

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Article I. Name and Location

Section 1. Name: STC Chicago is a local chapter of the Society for Technical Communication, Inc. (STC), which are hereafter called the "Chapter" and the "Society".

The Chapter's name may be changed by a two-thirds vote at a business meeting of the Chapter. Written notification of the motion to change the name must be received by all Chapter members at least two weeks before the vote. The Society must be notified when the Chapter has changed its name. [Note that if the Chapter's name is changed, this article of the Chicago Chapter Bylaws must be approved by a two-thirds vote by the Chapter membership. See Article XI of these Bylaws.]

Section 2. Location: Members work or attend school primarily in the greater Chicago area and in other portions of Illinois and Indiana near the Chicago area.

Article II. Affiliates

Section 1. Student Chapters: Guidelines for establishing student chapters are provided in the Society's Bylaws and Articles of Incorporation.

Article III. Objectives

Section 1. Objectives: The objectives of this Chapter are the same as those of the Society, which are to advance the arts and sciences of technical communication by:

- A. Encouraging research. [For the Chapter, this consists of recognizing and encouraging student and professional technical communicators in developing their technical communication skills and in learning more about the field of technical communication.]

- B. Developing educational programs and establishing scholarships. [For the Chapter, this consists of seminars and conferences, and publicizing Society and Chapter programs and conferences.]
- 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 IV. Authority, Powers, and Constraints

Section 1. Authority: The Chapter exists by virtue of its charter from the Society and shall operate under the control of the Society and its Bylaws.

Section 2. Powers: The powers of the Chapter reside in its members. These powers are exercised on behalf of the membership by an elected Administrative Council. The Administrative Council has powers to take whatever legal and proper actions are necessary for the fulfillment of Society and Chapter purposes.

Section 3. Constraints: The Chapter is a nonprofit, nonsectarian and nonpartisan educational organization. It cannot endorse or disparage a commercial enterprise, a political platform or a candidate for public office.

Section 4. Use of Name: The Chapter name may be used only by persons authorized by the Administrative Council and only for Chapter purposes. Its name shall not be used in any connection with a commercial concern for any purpose other than the regular work of the Chapter.

Article V. Membership

Section 1. Qualifications: Membership in the Chapter is governed by Article III (Membership) of the Society's bylaws.

Section 2. Rights and Privileges: The rights and privileges of each member grade are established by the governing documents of the Society.

Article VI. Administrative Council

Section 1. Membership Term of Office and Eligibility: The Administrative Council consists of the president, the vice president, the secretary, the treasurer and the immediate past president.

All Administrative Council members, except the immediate past president, are elected by the membership for one-year terms extending from the date of installation of officers as determined by the Administrative Council until the date of the next year's installation of officers.

All Administrative Council members must be Chapter members in good standing.

Section 2. Meetings: The Administrative Council meets at the request of the president or two of its members. A majority of the Administrative Council constitutes a quorum. All votes and official actions taken by the Council outside of Administrative Council meetings are read into the minutes at the next Administrative Council meeting.

Section 3. Vacancies: See Article X, Section 2, *Replacement of Officers.*

Section 4. Duties of Council Members: The duties of the members of the Administrative Council are as described below and in materials provided as guidelines by the Society.

- A. The president exercises general supervision over the affairs of the Chapter, presides at meetings of the Chapter and the Administrative Council, appoints heads of Chapter committees subject to Council approval, and is an ex officio member of all Chapter committees.

Committee managers are appointed by the Chapter president but they may report to other Chapter leaders. However, if for any reason the Chapter president wishes to remove a committee manager, the Chapter president may do so without need for any further action.

- B. The vice president assumes the duties of the president in the absence or incapacity of the president. The vice president performs such other duties as the president or Council may assign, with the understanding that the vice president will either serve as president the following year or provide timely advance notice to the current president of any inability to do so. These duties include the recruitment of committee manager candidates for review by the Administrative Council, with the intent of all committee manager positions being filled by presidential appointment for the next term of office before the completion of the vice president's term of office.
- C. The secretary keeps minutes of all Administrative Council meetings and distributes these in accordance with set procedures, conducts official correspondence, maintains Chapter records (including copies of Chapter membership records provided by the Society) so they are available at any time to the president or the Council, and performs such other duties as the president or Council may assign.
- D. The treasurer supervises the Chapter's fiscal affairs by preparing an annual budget and financial report for submittal to the Society's treasurer, fulfilling any other financial requirements of the Society's Board of Directors, maintaining books and financial records so they can be inspected at any time, and authorizing disbursements. The treasurer also prepares tax documents that may be required from the Chapter when requested by the Society.
- E. The immediate past president attends all Council meetings, advises the Council as required, and performs such other duties as the president may assign.

Section 5. Council Responsibilities: The Society's Bylaws (Article IX, Communities) specify appropriate Chapter activities.

The following responsibilities must be discharged:

- A. Regularly scheduled program meetings for the membership.
- B. Recruitment of new members and membership processing.
- C. Regular meetings of the Administrative Council to handle the Chapter's business.

- D. Fiscal controls by means of approved budgets and expenditures, and fiscal operations in accordance with Article IX (Finances) of these Bylaws.
- E. Periodic activities reports to the Society, and annual fiscal reports and other periodic reports as required by the Society.
- F. Compliance with IRS requirements regarding annual information returns.
- G. Annual elections conducted by the nominating committee in accordance with Article VIII (Elections).
- H. An annual meeting must be held to announce election results to the membership. A quorum for transacting business at this meeting is the lesser of (A) ten percent (10%) of all the voting members or (B) one hundred (100) voting members. Each voting member will have one vote. A vote of the majority of the voting members, represented in person or by proxy, at any meeting at which a quorum is present shall be the act of the voting members, except as otherwise provided by these Bylaws. If a quorum is not present, then any business requiring a member vote shall be submitted within 30 days to a member ballot using the procedure described in Article VIII Section 3.

Section 6. Transaction of Business: The parliamentary procedures specified in *Robert's Rules of Order*, latest revised edition, govern business meetings of the Administrative Council and the Chapter when they are applicable and consistent with the governing documents of the Society and the Chapter.

Any action required or permitted to be taken by the Administrative Council may be taken without a meeting if a majority of current Council members consent thereto in writing and/or by electronic mail and if no Council members oppose the action. If there is not affirmative agreement of a majority of Council members, or if any Council member opposes the action, the issue will need to be brought up during a face-to-face meeting or conference call. The written consents and/or copies of the electronic mail consents to each such action shall be filed with the minutes of the proceedings of the Administrative Council.

Article VII. Committees

Section 1. Nominating Committee and Tellers Committee: The Chapter nominating committee and tellers committee are described in Article VIII (Elections). Article VIII of these Bylaws takes precedence over Article VII regarding election procedures.

Section 2. Formation: Committees are established at the request of the president or the Administrative Council to support Chapter activities. The normal procedure is for the president to appoint a committee manager and then to appeal to the membership to fill the committee. The Council, by majority vote, may declare any committee that lacks a manager to be inactive until a manager is appointed by the president.

Section 3. Committee Managers: The committee manager is responsible for managing the activities of a committee and may appoint the committee's members. The manager must report the committee's activities to the Administrative Council directly or through one of the officers. A committee manager serves until a successor is appointed and is responsible for orderly transition of duties and transfer of committee records to successors. All committee managers must be Chapter members in good standing.

Section 4. Committees: The committees of the Chapter help the Administrative Council fulfill its responsibilities to the membership. In order to fulfill these responsibilities, the Administrative Council, by majority vote, may

create or dissolve or merge or rename committees and may transfer responsibilities between committees, as long as the Chapter remains in compliance with the Society's Bylaws and Articles of Incorporation and with all applicable laws. Chapter committees perform functions including but not limited to those specified in Article III (Objectives) and in Section 5 (Council Responsibilities) of Article VI (Administrative Council) of these Bylaws.

Article VIII. Elections

Section 1. Timing: Administrative Council and nominating committee members are elected annually in time for the new Administrative Council members to represent the Chapter at the Society's annual business meeting and to participate in the Chapter Leaders Workshop at the Society's annual conference.

Section 2. Committees:

- A. The nominating committee consists of the current vice president, the immediate past president, and at least one current or former Chapter officer (other than the current president) who is appointed by the president with approval by a majority vote of the Administrative Council. The president appoints the committee manager in accordance with Article VII of these Bylaws. The committee is responsible for selecting candidates for any officer positions that may be open at the completion of any current officer's term of office and for verifying that all candidates for officer positions are Chapter members in good standing before preparing the ballot.
- B. The tellers committee, consisting of at least three Chapter members in good standing recommended to the president by the nominating committee, is appointed by the president and approved by a majority vote of the Administrative Council before the start of each election. The tellers committee determines the validity of the votes received, counts the votes, and announces the results (including vote totals) to the Administrative Council. Votes received from Chapter members in good standing, as identified in Chapter membership records before the start of the election, are considered valid. No person appearing on the ballot as a nominee shall serve on the tellers committee for that election. Members of the nominating committee may serve on the tellers committee as long as they are not on the ballot.

Section 3. Procedure: Elections are conducted by postal mail or electronic ballot following these procedures:

- A. At Chapter meetings, the nominating committee requests names of candidates to be considered for election. In addition, it may contact individual members, including but not limited to current or past officers, for recommendations of candidates to be considered. Whenever possible, candidates for vice president have served as a Chapter officer or committee manager before being considered by the nominating committee as candidates for vice president. The nominating committee manager is responsible for regularly reporting to the Administrative Council on the committee's progress in identifying potential candidates for each open officer position in order to ensure timely preparation of a ballot for each election.
- B. The committee reviews the qualifications and availability of the candidates and prepares a slate of candidates. The candidate for president should be the current vice president. The ballot should offer a yes or no option for each unopposed candidate.

The nominating committee will set guidelines for how to validate voting members and handle elections. These guidelines must be approved by the Administrative Council and published in the Chapter publications and/or on the election ballot.

The ballot should provide a brief biography of each candidate, voting instructions that clearly identify how many candidates for each office can be selected, the date that ballots must be returned or voted electronically, and where the ballots should be mailed (when applicable).

All votes are secret. When elections are conducted electronically, the nominating and tellers committees should make sure the ballots are secret. When elections are conducted by postal mail, members are not required to sign their ballots; however, the voter's name and address must appear on the return envelope.

- C. When elections are conducted electronically, voting members should be given three weeks to vote. When elections are conducted by postal mail, the nominating committee sends the slate of candidates and ballots to voting members at least three weeks before the date by which ballots must be returned.
- D. The tellers committee counts and records the vote.
 - 1. Candidates are elected by a majority of the valid votes cast. (If more than two candidates are on the ballot for the same office and no candidate for that office receives a majority of the valid votes cast, the candidate for that office is elected by a plurality of the valid votes cast.)
 - 2. Tie votes are resolved by a majority vote of the current Administrative Council.
 - 3. If an unopposed candidate receives positive votes from less than two-thirds of the valid votes cast, the office is declared vacant. The current Administrative Council may choose to fill the office by special election or by a majority vote of the current Administrative Council.
- E. The manager of the tellers committee notifies the president and the candidates of the election results and vote totals.

Section 4. Special Voting Issues: Whenever possible, special Chapter issues such as amendments to the Chapter bylaws should be included on the annual election ballot. However, the Administrative Council, by majority vote, may authorize a special ballot.

When a special election ballot is issued to the voting members, these election procedures are followed:

- A. The ballot and instructions are assembled and sent to voting members at least two weeks before the final date they must be voted.
- B. The tellers committee counts and records the vote.
 - 1. Tie votes are resolved by a majority vote of the Administrative Council.
 - 2. The manager of the tellers committee notifies the president of the election results.
 - 3. The president then announces the results to the membership at the next monthly meeting and in the next issue of the newsletter.

Article IX. Finances

Section 1. Responsibility: The Chapter treasurer is responsible for ensuring accurate financial records and reporting.

Section 2. Deposits: The treasurer may deposit Chapter funds in any bank that is a member of the Federal Deposit Insurance Corporation.

Section 3. Disbursements: Payment for Chapter expenses must be authorized by the Administrative Council. Funds over \$5,000 can be withdrawn only over the signatures of two members of the Administrative Council.

Section 4. Required Reporting: The treasurer must prepare and submit an annual financial report to the Society's treasurer and fulfill other requests of the STC Board of Directors.

Section 5. Dues: The Chapter receives funding from the Society and its members as determined by the Society. The Chapter may not charge additional dues.

Section 6. Fees: The Chapter may, by majority vote of the Administrative Council, charge reasonable fees to participants in Chapter activities in order to offset costs incurred by the Chapter in presenting those activities.

Section 7. Budgets:

- A. Budgets are an important part of the efficient operation of the Chapter. As early as possible in the Chapter year, the newly elected Chapter treasurer prepares a Chapter budget in consultation with the other elected officers and committee managers. Other than usual and regular expenses similar to those budgeted the previous year, no other expenses should be incurred and paid before a new budget is prepared and approved by the Administrative Council.
- B. A preliminary version of this budget must be presented to and considered by the Administrative Council at a meeting early enough in the year to prevent delays in normal Chapter activities. A final version of this budget is then approved by the Administrative Council after necessary revisions are made. Chapter activities should not take place until the final budget is approved, or unless specific approval for them is provided by the Council.
- C. Committee managers are expected to plan in a manner that permits them to budget sufficiently for the year. Thus, committee managers may not spend funds or commit for expenses that exceed their approved budgets without the consent of the Administrative Council.

Article X. Removal and Replacement of Officers

Section 1. Removal of Officers:

- A. Elected officers can be removed only by recall by the Chapter membership. A Chapter member can request a recall vote upon presentation to the Chapter Administrative Council of a petition bearing the signatures of five percent of the Chapter membership collected over a period of not longer than 30 days. This petition must be presented to the Administrative Council at a regularly scheduled Administrative Council meeting.

- B. A recall election must be held within 30 days of presentation of this petition. Ballots are sent electronically to all Chapter members, or via first-class mail to all Chapter members along with a pre-addressed return envelope; they must be sent to members at least 20 days prior to the close of the recall.
- C. The recall election is organized by the Chapter president or another member of the Chapter Administrative Council.
- D. Recall of an elected officer requires a simple majority of the valid votes cast.
- E. When an officer is recalled, that officer is replaced according to procedures described in Section 2, Replacement of Officers, in these bylaws. The individual removed from office as the result of recall cannot be appointed to fill the vacancy.

Section 2. Replacement of Officers: A line of succession governs the replacement of officers.

- A. If the Chapter president leaves office, the Chapter vice president assumes that office. The newly installed president can then appoint a qualified Chapter member to serve as vice president, subject to the consent of the Chapter Administrative Council. Alternatively the Administrative Council can move to hold a special election within 30 days to elect a new Chapter vice president. In any event, the new vice president must be installed within 60 days of the date of the vacancy.
- B. If the Chapter vice president, secretary or treasurer leaves office, the Chapter president may appoint a qualified member to fill the position, subject to the consent of the Chapter Administrative Council. Alternatively the Administrative Council can move to hold a special election within 30 days to elect a Chapter member to the post. In any event, the new officer must be installed within 60 days of the date of the vacancy.

Article XI. Amendments to Chapter Bylaws

Section 1. Organization: An amendment to the Chapter bylaws may be originated by the Administrative Council or by a written petition signed by twenty five percent (25%) of the voting members or twenty (20) voting members, whichever is fewer.

Section 2. Procedure:

- A. The originator submits the proposed change to the Administrative Council for review and consideration.
- B. The Council reviews the amendment to ensure that it conforms to the Society's guidelines and bylaws. This review may include submitting the proposed amendment to the Society for evaluation. If the amendment is rejected because it fails to conform, the Administrative Council informs the originator of the reasons for the rejection.
- C. The amendment is approved or rejected according to the following procedures:
 - 1. Amendments to the following articles must be referred to the membership on a ballot. Approval of the amendment requires a two-thirds vote of the valid votes cast.
 - a. Article I (Name and Location)

- b. Article IV (Authority, Powers, and Constraints)
- c. Article VI (Administrative Council)
- d. Article X (Removal and Replacement of Officers)
- e. Article XI (Amendments to Chapter Bylaws)
- f. Article XII (Dissolution)

Proposed amendments to these articles must be submitted to the membership for comment at least one month before the deadline for returning ballots.

- 2. Amendments to the remaining articles may be approved by a three-fourths vote of the Administrative Council or by a vote of the membership on a ballot, as described in subsection 1.
- D. The president announces the approved amendment to the membership at the next monthly meeting or in the next issue of the newsletter.
- E. The president sends a copy of the revised Chapter bylaws to the Society to be included in the Chapter's file.

Section 3. Scheduled Review: These bylaws should be reviewed by the bylaws committee at least once every two years to ensure that the bylaws are still in agreement with the Society's governing documents and are responsive to the Chapter's current situation, problems and needs.

Article XII. Dissolution

The Chapter can be dissolved upon unanimous recommendation of the entire Administrative Council, followed by a concurring Chapter vote of three-fourths of the valid votes cast, and approval of the Society's Board.

In the event of dissolution, the Administrative Council continues in office until all legal and financial matters have been settled, including notifying the Society's headquarters and sending all Chapter records and funds to the Society.