

STC

Houston Chapter

Bylaws

Revised, May 2000

Article I – NAME

The name of this organization is SOCIETY FOR TECHNICAL COMMUNICATION, HOUSTON CHAPTER (“the Chapter”). The Society’s legal name is the Society for Technical Communication, Inc. (“the Society”).

Article II – BOUNDARIES

The boundaries of the Chapter are the boundaries of the Houston, Texas metropolitan area, as proposed by the original organizers of the Houston Chapter and as approved by Society headquarters. Members who live or work outside the Houston area may be assigned to the Chapter by the Society.

Article III – OBJECTIVES

The objectives of the Chapter are the same as those set forth in Article I, Section 2 of the Society’s bylaws; namely, 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 IV – POLICIES

The Chapter is a nonprofit professional organization; it is nonsectarian and nonpartisan; and it does not endorse or disparage any commercial enterprise, political platform, or political candidate. The name of the Chapter is not to be used in any connection with a commercial concern for any purpose other than the regular work of the Chapter. The Chapter exists under its charter from the Society, and it operates under the Society bylaws and within the Society policies. The Chapter engages only in activities that conform to the Society purposes.

Article V – MEMBERSHIP

All members of the Chapter must be members of the Society for Technical Communication, assigned to the Chapter by the Society. The grades of membership, and the rights and privileges of those grades of membership, are described in Article III of the Society bylaws.

Article VI – ADMINISTRATIVE COUNCIL

The Chapter is managed by an elected administrative council (“the Council”), constituted according to the Society bylaws, Article IX, Section 4.

Section 1. Membership

The Council consists of twelve voting members: president, vice president, secretary, treasurer, immediate past president, and seven directors. All Council members are elected by the membership.

The four Chapter officers are the president, the vice president, the secretary, and the treasurer.

Section 2. Eligibility

All candidates for elective office are members of the Chapter in good standing and may not be student members. The officers and the directors are elected in accordance with Article VIII of the Chapter bylaws.

Section 3. Powers and Constraints

The Council has the power to manage Chapter property, to determine Chapter fiscal policies, and to direct Chapter affairs in order to meet the objectives of the Society stated in Article I of the Society bylaws. The Council acts in accordance with the Chapter’s governing documents, which the Council has the authority to interpret. The Chapter’s governing documents include, but are not limited to, procedures outlined in the officer and committee list of responsibilities and the chapter policies and practices adopted by the Council. The Council may prudently delegate powers in the interest of efficient management.

Section 4. Duties of Council Members

A. The Chapter president, as head of the Council, is responsible for all operations. The president delegates duties to the other officers, directors, and committee managers in compliance with the Chapter's governing documents.

B. The Chapter vice president performs duties assigned by the president and presides in the president's absence.

C. The Chapter secretary records the minutes of each Council meeting and submits the minutes to the Council for approval.

D. The Chapter treasurer is responsible for all disbursements; disbursements must be authorized in writing by the treasurer and either the president or the vice president.

E. The Chapter immediate past president attends all Council meetings and performs other duties assigned by the president.

F. The Chapter directors attend all Council meetings, direct Chapter committees, and perform such other duties assigned by the president or the Council.

Section 5. Terms of Office

Terms of office for all elected members of the Council begin with their installation at the Chapter's annual leadership transition meeting and end at the next transition meeting.

Section 6. Meetings and Quorum

The Council meets monthly to conduct Chapter business. Additional meetings may be called by the president or at the request of two or more members of the Council. A majority of the Council's membership constitutes a quorum.

All formal meetings are conducted under *Robert's Rules of Order, Revised*, in all cases where they apply and cause no conflict with the bylaws of the Society or the Chapter.

Section 7. Vacancies

A vacancy in the office of president is filled by the vice president. A vacancy in any other office is filled by a majority vote of the remaining Council members.

Section 8. Removal

If an officer, director, or committee manager fails to carry out the duties and responsibilities of office as outlined in these bylaws or persists in activities not in the best interest of the Chapter, the Council by a two-thirds vote may remove the officer, director, or committee manager from office. However, removal is recommended only after all other options have been exhausted.

Article VII – COMMITTEES AND SPECIAL APPOINTMENTS

Section 1. Establishment

The Council establishes standing and special committees and makes special appointments to take charge of specific work areas. The manager of each standing and special committee is appointed by the Chapter president, subject to Council approval and for a term equivalent to that of the president.

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 Chapter bylaws and may establish subcommittees as required.

Council approval is not required for appointment of committee members nor for the establishment of subcommittees. Committee manager names and contact information must be reported to the Council before the first general meeting.

Section 3. General Responsibilities

Standing and special committees perform under the general direction of the Council and directly under the supervision of a director. Each committee manager submits an annual budget to the Chapter treasurer, tracks committee expenses as directed by the treasurer, and provides periodic written reports to the Council at the request of the supervising director. Each standing and special committee is guided in its operation by a list of responsibilities or procedural guidelines, which it keeps up to date. The Council approves all procedural guidelines and subsequent substantive changes to each guideline.

Section 4. Standing Committees

Standing committees support the core activities of the Chapter. Each standing committee operates under the direction of a committee manager who is appointed by a Council member in compliance with procedures outlined in the Chapter's governing documents. The core activities include, but may not be limited to, the following activities:

Section 5. Special Appointments

Special appointments are made at the Chapter president's discretion, *subject to Council approval*.

- A. Programs E. Communications
- B. Planning F. Competitions
- C. Membership G. Satellite chapters
- D. Volunteer resources H. Nominating

Article VIII – ELECTIONS

Section 1. Annual Election

The annual election of Chapter officers and directors is conducted at the April general meeting.

Section 2. Nominating Committee

The *nominating committee* is composed of three members, including a manager appointed by the Chapter president at the October general meeting and two other members elected at the October general meeting. The committee selects nominees for elective Chapter office and instructs the Chapter president to announce the nominations to the Chapter members in accordance with Article VIII, Section 4 of these bylaws. The Nominating committee is limited to those who have been Chapter members for at least three years.

Section 3. Tellers Committee

The *tellers committee* is appointed before the April general meeting and validates election ballots, tallies the results of annual and special elections, and announces the results to the general meeting assembly immediately following the election.

Section 4. Nominations

Nominations are presented by the nominating committee or by members of the Chapter as directed in this section.

No later than the February general meeting, the nominating committee submits the names of candidates for elective office to the Council. Each nomination is accompanied by the nominee's written statement of willingness to accept office. No member may be nominated for more than one office in the same election. The Chapter president announces the nominations to the Chapter members at the February general meeting and through the Chapter newsletter or special mailing, with the date, place, and time of the annual election and a brief statement about the procedures for nominating and voting for candidates.

Chapter members may also submit nominations directly to the Council or to the nominating committee manager. Such nominations must be submitted in writing and signed by at least three voting members of the Chapter. To be valid, such nominations must be accompanied by the nominee's written statement of willingness to accept office and must reach the Council or the nominating committee manager no later than the March general meeting.

The nominating committee manager arranges for mailing a ballot of nominees to all Chapter members no later than ten days before the annual election.

Section 5. Voting and Election

Officers are elected by a majority of Chapter members voting, in person or by proxy. If no majority is obtained on the first ballot for an office, a second ballot is taken to decide by plurality among the two or more candidates who received the greatest number of votes on the preceding ballot, or to decide ties.

Directors are elected by a plurality of the votes cast, in person or by proxy. If a tie occurs, additional ballots are cast to decide the winner.

To be valid, a proxy transferring the voting privilege of one voting member to another must be signed by the member who grants the proxy and must be presented to the tellers committee before the ballots are cast. A proxy authorizing another member to vote in person for the absent member will be honored on every ballot; a proxy

designating a specific candidate will be honored only on the first ballot for any office.

The tellers committee is responsible for determining the validity of votes cast (including proxies), for counting the votes, and for announcing the election results.

Article IX – MEETINGS

The Chapter holds at least seven general meetings in each fiscal year, including the months of September, October, November, February, March, April, and May and in other months at the discretion of the Council.

A quorum for any Chapter meeting is 25 percent of the voting members, or 35 voting members, whichever is fewer. All formal meetings are conducted under *Robert's Rules of Order, Revised*, in all cases where they apply and cause no conflict with the bylaws of the Society or the Chapter.

The Chapter holds an annual leadership transition meeting in June for the purposes of introducing incoming leaders to chapter policies and practices, financial reporting and budgets, chapter resources, officer and committee responsibilities, calendar of events, and past and current leaders. Outgoing leaders should ensure that incoming leaders receive all committee files and information on or near the transition meeting date. The treasurer should ensure that incoming leaders receive copies of their committee's budgeted and actual expenses for the past year. All Chapter members are invited to attend.

At the incoming president's discretion, the transition meeting may include a special program.

Article X – FINANCES

Chapter funds are deposited in any banking institution that is a member of the Federal Deposit Insurance Corporation (FDIC) or any savings and loan institution that is a member of the Federal Savings and Loan Association Insurance Corporation. Chapter funds may be withdrawn from their accounts only over the signatures of the treasurer and the president or vice president. The Chapter president, with approval of the Council, is empowered to authorize payment of Chapter expenses. No Chapter member may contract debts in the name

of the Chapter without express authorization from the Council. The Chapter may levy no dues or assessments against the members without express permission from the board of directors of the Society.

The treasurer maintains books and records so that they can be inspected at any time by the Council or by any auditor named by the Council. The Chapter operates on a fiscal year basis, July 1 through June 30.

The Chapter's financial records are audited annually on or about July 1. The Chapter owns no real estate.

Article XI – ANNUAL REPORT

The treasurer prepares an annual report of Chapter activities during the current fiscal year, including the financial status at the time of writing, to the Council at or before the June leadership transition meeting.

The treasurer submits any reports required by the Society to the Society board of directors through the Society's business office by the required date. All books and records of the Chapter are made available for examination by the Society president or board of directors at any time.

Article XII – AMENDMENTS

Section 1. Proposing

An amendment to these bylaws is proposed by a resolution adopted by the Council or by a petition signed by at least ten voting members of the Chapter. Such resolution or petition is transmitted to the bylaws committee. The bylaws committee ensures compatibility with the provisions of the Chapter's governing documents and the Society bylaws.

Section 2. Processing

The bylaws committee formulates all proposed amendments to these bylaws. The Council may, by a three-fourths vote of the members present, adopt proposed amendments to Articles III, VI, VII, and IX.

The bylaws committee will publish a notice of these bylaws changes in the next edition of the

Chapter newsletter. Proposed amendments to Articles I, II, IV, V, VIII, X, XI, XII, and XIII must be referred to the Chapter membership at large by means of a ballot. The ballot statement may include the Council's recommendation. The final draft of every proposed amendment is submitted to the originator for review and approval. Upon receiving that approval, the bylaws committee mails or electronically distributes the proposed amendment or amendments, with a recommendation, to the Chapter members at least two weeks before the special business meeting at which it is to be discussed.

After the meeting, the bylaws committee, with the proposers of the amendment, may draft the suggested changes.

If changes are minimal or none, the bylaws committee publishes a notice in the next issue of the Chapter newsletter, announcing that a vote will be taken on the proposed amendment at the next general meeting. If, however, changes are extensive, the bylaws committee makes a revised version of the proposed amendment available, with notice of the scheduled vote, to the Chapter members.

A vote on the proposed amendment is conducted at the first general meeting following the special business meeting. The bylaws committee prepares a ballot that allows members to vote "yes" or "no" on the proposed amendment(s). Ballots are returned to the tellers, who count the votes and report the results to the Chapter members at the general meeting.

Section 3. Adoption

Amendments to Articles I, II, IV, V, VIII, X, XI, XII, and XIII of these bylaws become effective upon their approval by two-thirds of the valid votes cast by the membership.

Section 4. Compatibility

If situations not addressed in these bylaws arise, the Articles of Incorporation and Bylaws of the Society for Technical Communication are in force. If the Society bylaws are changed such that they conflict with these Chapter bylaws, the Society bylaws take precedence. Chapter bylaws must then be amended as soon as possible to bring them into agreement with Society bylaws.