

Bylaws

of the

Boston Chapter



SOCIETY FOR TECHNICAL COMMUNICATION

May 2006

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Article I - NAME AND OBJECTIVES

Section 1. Name

The name of the chapter is the **BOSTON CHAPTER** (hereafter referred to as the chapter). The chapter is a subsidiary of the Society for Technical Communication.

Section 2. Objectives

The objectives of the chapter are to advance the arts and sciences of technical communication throughout the Boston area, and more broadly through its association with the international Society. The means to achieve the objectives are those listed in the Bylaws of the parent Society.

Article II - POWERS AND CONSTRAINTS

Section 1. Powers

The powers of the chapter reside in its members. These powers are exercised on behalf of the chapter membership by an elected administrative council (hereafter referred to as the council).

Section 2. Constraints

In keeping with Society Bylaws, the chapter 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 and chapter name and insignia, singly or in combination, may be used only by persons authorized by the administrative council and only for chapter purposes.

Article III - MEMBERSHIP

Section 1. Grades of Membership

The grades of membership are identical to those in the Society Bylaws.

Section 2. Qualifications for Grades of Membership

- A. Membership in the chapter is open to those who are eligible for any of the grades of membership.
- B. Other qualifications for membership in the chapter are as listed in the Society Bylaws.

Section 3. Rights and Privileges of Grades of Membership

- A. Universal rights. Universal rights are identical to those listed in the Society Bylaws.
- 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 chapter 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 not hold elective office in the chapter, but may serve as a member or as manager of a committee.

2. A member may hold any chapter elective office and may serve as president or as a member of a chapter committee.

- D. Rights of sustaining members. A sustaining member may designate a representative to the chapter who shall have the title of sustaining member representative and, while so serving, shall have the rights of individual membership. If a designated sustaining member representative is already a regular member of the chapter, that member shall, in addition to the title of sustaining member representative, while so serving, retain the regular grade of membership and be entitled to all rights and privileges of that grade.

On occasion, a sustaining member representative may transfer representative privileges to another designated company employee (for example, to attend a chapter function such as a conference, workshop, or program at member rates or to cast a ballot in chapter elections). The sustaining member representative may not transfer the membership or assign it to another person unless the representative leaves the company.

All employees of sustaining member companies may submit entries to chapter competitions at member rates.

Section 4. Obligations of Membership

Identical to those listed in the Society Bylaws.

Section 5. Admission to Membership

Identical to procedures listed in the Society Bylaws.

Section 6. Appeals Panel

As described in the Society Bylaws, membership appeals are made to the appeals panel of the Society and are not channeled through the chapter.

Section 7. Termination of Membership

As described in the Society Bylaws, a person's membership is terminated by resignation, nonpayment of dues, or expulsion. The administrative council may, by a two-thirds vote, recommend a member's termination to the Society board of directors. Suspension and expulsion are determined by the Society board of directors and not by the chapter membership or the council.

Section 8. Transfer of Membership

Membership may not be transferred or assigned to another person.

Section 9. Dues and Fees

- A. Dues and fees are as described in the Society Bylaws.
- B. The chapter may set fees for special projects, purchases, or chapter expenses. Fees must be approved by the council.

Article IV - ADMINISTRATIVE COUNCIL

Section 1. Membership

The chapter administrative council consists of 12 voting members: the five officers, the immediate past president, and six members at large. All council 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. All council members serve without compensation.

Section 2. Powers and Constraints

The chapter administrative council directs chapter activities in order to meet the Society objectives. The council has the power to manage the chapter's property, to determine its fiscal policies, and to direct its affairs in order to meet these objectives. Officers may act for the council on all matters of chapter business when the council is not in session. The council may act for the chapter in legal matters relating to the chapter's corporate status. The council may establish committees or delegate responsibilities to accomplish chapter and Society objectives.

Section 3. Duties of Council Members

- A. The president supervises the affairs of the chapter, calls meetings and presides over them, appoints heads of chapter committees subject to council approval, communicates with appropriate Society officials, and represents the chapter or designates a representative at local, regional, or international activities. The president is an ex-officio member of all chapter committees. The president attends all council meetings and all STC programs. At Council meetings, the president does not vote on motions, except to break a tie vote.
- B. The first vice president assumes the duties of the president in the absence or incapacity of the president. The first vice president manages the program committee and the council nominating committee and performs other duties that the president or the council may assign. The first vice president attends all council meetings, submits a monthly status report, and attends all STC programs.
- C. The second vice president acts for the first vice president when the occasion arises. The second vice president serves as the volunteer coordinator and performs other duties that the president or the council may assign. The second vice president attends all council meetings.
- D. The secretary keeps minutes of all council meetings and distributes these in accordance with set procedures, conducts official correspondence, signs chapter documents as required, maintains records for the use of the council, files minutes and official chapter documents (including financial documents) with the chapter archives, and performs other duties that the president or the council may assign. The secretary attends all council meetings.
- E. The treasurer (1) assists the Accountant (Article IV, Section 9, Paragraph B) as necessary, (2) serves as liaison between the Society and the Accountant, (3) signs the year-end report to the Society, (4) is a voting member the council, (5) chairs the Chapter Salary Survey Committee, and (6) working with the Accountant, pre-pares a budget for the next chapter year.
- F. The immediate past president attends all council meetings, serves on the council nominating committee, manages the strategic planning committee, advises the council as required, and performs other duties that the president may assign. The immediate past president is responsible for submitting to the council, prior to the annual business meeting of the Society, names of potential associate fellows. The immediate past president is also responsible for assembling necessary supportive literature for these recommendations.

- G. Members at large attend all council meetings and perform other duties that the president or the council may assign.

Section 4. Terms of Office

Officers are elected for terms of one year; council members at large are elected for staggered terms of two years. The president, first vice president, and second vice president may not serve consecutive terms in office. Secretary, treasurer, and members at large may serve an unlimited number of consecutive terms. Terms of office for all elected members of the council begin July 1. Officers and candidates for open at-large council seats are elected each year in the spring.

Section 5. 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 council members by majority vote of the entire council. 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 council members by majority vote of the entire council. Persons nominated by the president to fill vacancies in the offices of second vice president, secretary, treasurer, and member at large are elected by majority vote of the entire council.

When the president-elect prepares the slate of council members, the ballot instructions should read, "The council candidate with the most votes who was not elected is considered an 'alternate' and will be asked to fill any vacant at large council seat."

The alternate is expected to attend all council meetings to keep pace with chapter issues. However, the alternate cannot vote on council matters.

Section 6. Removal

If the conduct of a council member is such that the council as a whole feels it necessary to suspend the member's authority, the council will hear and review the case and make a determination by majority vote.

Any officer or member at large who misses three consecutive regular council meetings will be contacted by the president and asked for an explanation. At the next regular council meeting, the council will vote on whether to remove that person from the council. Removal will be approved by a two-thirds majority of the other council members.

Section 7. Meetings and Quorum

The council meets monthly from September through June for the conduct of business. Summer meetings are optional, at the discretion of the incoming president. Meetings are called by the president or at the request of at least five council members. A majority of the council's membership constitutes a quorum.

Section 8. Transaction of Business

Council meetings follow the parliamentary procedures specified in Robert's Rules of Order where applicable and consistent with the

governing documents of the Society and chapter. The council acts by majority vote of council 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 council, or any other specified vote is explicitly required by the bylaws.

Section 9. Finances

- A. The chapter operates on a fiscal year basis, July 1 of one calendar year 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 chapter funds for operating purposes. The treasurer may designate reserve funds for investment and these funds may be invested in suitable vehicles at the discretion of the treasurer. The chapter's books will be audited as necessary, and a financial report will be published annually.
- B. The council may appoint a compensated (non-STC-member) accountant to supervise the chapter's fiscal affairs. The accountant is responsible for: (1) preparing a monthly fiscal statement for the review at each council meeting; (2) maintaining books and records so that they can be inspected at any time by the president, the council, or auditor named by the council; (3) making disbursements as authorized by the council; (4) maintaining an annual account of chapter finances; (5) designating reserve funds for investment; (6) preparing and filing all necessary forms with the Society, the Massachusetts Department of Revenue, and the Internal Revenue Service; (7) submitting an annual report of the chapter's financial status to the membership; and (8) assisting the treasurer in preparing the annual budget for the next chapter year. Being a non-member of STC, the accountant, who serves at the pleasure of the council, has no voting rights. If an accountant is not appointed, these duties are performed by the treasurer (see Article IV, Section 3, Paragraph E).

Article V - COMMITTEES

Section 1. Establishment

The council establishes standing or special committees to take charge of specific work areas. Standing chapter committees are listed below. The council can form additional committees as needed. The manager of each standing or special committee is appointed by the president, subject to council approval, for a term equal to that of the president. Committee managers are encouraged to give sufficient notice of their intent to resign so that a successor can be appointed.

Committee managers are responsible for orderly transition of duties and transfer of committee records to successors. Only a member can serve as manager of a standing or special committee. Committee manager vacancies are filled by the president with approval of the council.

Section 2. Committee Membership and Subcommittees

Each committee manager appoints the members of the respective committee in accordance with the bylaws, and may establish

subcommittees as required. Non-members may serve on committees. Council approval is not required for appointment of committee members or for establishment of subcommittees.

Section 3. General Duties

Standing or special committees perform under the general supervision of the council. Each committee manager submits monthly reports to the council.

Section 4. Standing Committees

- A. The competitions committee is responsible for planning, administering, and promoting the annual technical publications, art, and electronic documentation competitions. The committee managers are appointed by the council and are responsible for appointing any additional staff.
- B. The nominating committee is responsible for the selection of qualified candidates for chapter office and for the conduct of the annual election in accordance with Article VII. The committee also works with the president to plan the succession of officers and committee managers. The committee members are the first vice president, who serves as the committee manager, the second vice president, and the immediate past president.
- C. The membership committee promotes membership in the chapter. The committee establishes membership-processing procedures, subject to council approval, and maintains a membership database. The committee works with the council to publish the annual membership directory.
- D. The marketing communications committee manages all promotional activities for the chapter. Its responsibilities include communicating the overall STC mission, promoting local chapter activities, reaching out to the local community and other organizations, and raising the visibility of the chapter. Generally, all information published by the chapter about its activities or its members should be approved by the committee. The committee's work falls into these major areas:
 - Public relations – Includes publicizing chapter events and activities as a means for members and nonmembers to build and enhance professional skills and standing, and increasing the value of chapter membership by promoting the chapter and its members in the local business and education sectors. The marketing communications committee may appoint a public relations coordinator and additional staff.
 - Newsletter – Includes producing the chapter newsletter on a bimonthly basis, covering these duties: soliciting feature articles; gathering reports from chapter committees; making sure the newsletter content promotes participation in chapter activities and meets members' needs; and overseeing the production and distribution of the newsletter. The marketing communications committee appoints Managing Editor, subject to council approval, to oversee this area. The Managing Editor may hire and/or appoint additional staff, subject to council approval, and is responsible for submitting the newsletter to the Society's newsletter competition.

- Advertising – Includes soliciting paid advertising from local organizations and companies for placement in the Chapter’s publications; coordinating ad development and placement; and developing and maintaining the roster of advertisers and advertising rates. The marketing communications committee may appoint an advertising coordinator to oversee this area, and may also appoint additional staff.

The marketing communications committee is responsible for preparing the application for the annual Chapter Achievement Award, in conjunction with the president and the vice president.

- E. The programs and workshops committee is responsible for planning, administering, and promoting the monthly programs and the annual workshop series. The first vice president is the committee manager and is responsible for appointing any necessary staff.
- F. The tellers committee, in accordance with Article VII, Section 1, Paragraph F, validates election ballots, tallies the results of annual and special elections, and announces the results. The committee is appointed by the council. Candidates listed on the ballot may not serve on the teller's committee.
- G. Website – Includes managing the on-line publication of all chapter information; managing major website functions, such as the job bank, program schedules, and the intranet; and generally posting, maintaining and updating all information working closely with the marketing communications and other committees. The marketing communications committee appoints a Webmaster, subject to council approval, to oversee this area. The Webmaster may hire and/or appoint additional staff subject to council approval.

Section 5. Ad Hoc Committees

- A. The bylaws committee advises the council on matters associated with the chapter's governing documents and periodically reviews their adequacy. The manager is a council member. The committee formulates amendments to the bylaws that have been proposed in accordance with Article VIII and submits these to the council with recommendations. The committee also reviews any other pertinent literature for consistency with the chapter's governing documents.
- B. The conference committee is responsible for planning, administering, and promoting the annual conference in conjunction with any other approved sponsoring organization. The committee manager is appointed by the council and is responsible for hiring and/or appointing any necessary staff.

Section 6. Appointed Positions

- A. Accountant (compensated, non-STC member) – supervises the chapter's fiscal affairs. See Article IV, Section 9, Paragraph B for details. The accountant attends all council meetings and submits a monthly status report.
- B. Employment Coordinator – responsible for generates, maintains, and promotes a job referral service. The employment coordinator is responsible for appointing any necessary staff. Employers wishing to list position vacancies

with the service need not be members. The service is available free to members seeking employment.

- C. Scholarships Coordinator – works with universities to develop and maintain technical communications scholarships. The committee is also responsible for working with universities to select scholarship recipients. The coordinator is appointed by the council and is responsible for appointing any necessary staff.
- D. Sponsorship Coordinator – maintains contact with sustaining members and other companies involved in chapter activities and solicits contributions in kind (for example, meeting locations, copying, volunteers).
- E. Volunteer Coordinator – solicits volunteers, acts as liaison with members who volunteer, matches volunteers with committee needs, and promotes involvement in chapter activities.

Article VI - SPECIAL MEETINGS

Section 1. Calling a Special Meeting

The president calls a special meeting of the chapter if requested by five council members. Notice of such special meetings is sent to each voting member at least 15 days before the date of the meeting. Time and place of conferences and meetings are determined by the administrative council and are publicized to the membership.

Section 2. Transaction of Business

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

Article VII - CHAPTER ELECTIONS

Section 1. Annual Election

- A. Time of election. Officers and candidates for open at-large council seats are elected each year in the spring. The slate and ballots are distributed to all voting members. The votes are tabulated and the results are announced by the end of April.
- B. Nominating committee. The nominating committee, constituted in accordance with Article V, Section 4, Paragraph B, is responsible for the selection of candidates and for the preparation of the slate and ballot.
- C. Selection and evaluation of candidates. The nominating committee requests from the membership names of candidates to be considered for election and may, as it deems appropriate, contact individual members for recommendations. The candidates' qualifications are evaluated in accordance with the requirements established in the Society Bylaws and in accordance with standards and criteria developed by the nominating committee. Only members may be selected as candidates.

- D. Preparation of the slate. Only one candidate each is presented for president and first vice president. An individual automatically progresses from second vice president to first vice president to president. At least two candidates are presented for the office of second vice president unless a majority of the council waives this requirement. For each of the remaining positions on the slate, the nominating committee endeavors to offer more than one candidate.
- E. Distribution of the slate and ballot. The nominating committee prepares the slate and ballot for distribution to all voting members. 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.
- F. 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 council. If an unopposed candidate receives fewer affirmative than negative votes, that office is declared vacant. The tellers committee promptly notifies the council of the total votes cast for the various candidates. The tellers committee notifies the candidates and the membership of elected candidates.

Section 2. Voting on Matters other than Election

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

Section 3. Special Ballot

When the council directs that a special ballot be conducted on some matter of concern to the membership, the council designates a committee to prepare and distribute the ballot. Instructions pertaining to the voting on such special ballots shall be given at the discretion of the council. The tellers committee validates the ballots, counts and records the vote, and notifies the council of the results.

Article VIII - AMENDMENTS

Section 1. Origination

An amendment to the bylaws may be originated by the council or by a written petition signed by 30 members. All proposed amendments must first be submitted to the council for recording and to the bylaws committee for review to assure compatibility with the provisions of the chapter'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 council with a recommendation. The council may by a three-fourths vote adopt proposed amendments to Articles III, V, VI, and VII. Proposed amendments to Articles I, II, IV, VIII, and IX must be referred to the membership at large by means of a ballot. The ballot statement may include the council'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.

Section 3. Precedence of Society Bylaws

Should situations not addressed in these bylaws arise, the Articles of Incorporation and Bylaws of the Society for Technical Communication are in force. Should the Society bylaws be 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.

Article IX - DISSOLUTION

The Society board of directors can dissolve a chapter, as stipulated in the Society Bylaws. In the event of dissolution, the council continues in office until all legal and financial matters have been settled in accordance with the Society Articles of Incorporation.

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 or branch if one exists in the general region. Upon dissolution, residual chapter funds revert to the Society treasury.