

Society for Technical Communication Houston Chapter BYLAWS

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 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 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 may be used in connection with a commercial concern only for purposes of the regular work of the Chapter. The Chapter exists in accordance with its charter from the Society, and it operates under Society bylaws and within Society policies. The Chapter engages only in activities that conform to Society purposes.

Article V – MEMBERSHIP

All members of the Chapter must be members of the Society . The grades of membership, and the rights and privileges of those grades , 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 Article IX, Section 4 of Society bylaws.

Section 1. Membership

The Council consists of twelve voting members: president, senior vice president, secretary, treasurer, immediate past president, and seven vice presidents. All Council members are elected by the Chapter members. Chapter officers consist of the president, the senior vice president, the secretary, and the treasurer.

Section 2. Eligibility

All candidates for elective office must be members of the Chapter in good standing and may not be student members. The officers and the vice presidents 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 to meet Society objectives as stated in Article I of 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 that are outlined in the officer and committee list of responsibilities and the chapter policies and practices that are 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 Chapter operations. The president delegates duties to the other officers, to vice presidents, and to committee managers in compliance with the Chapter's governing documents.
- B. The Chapter senior vice president performs duties that are 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 maintaining Chapter financial records and for all disbursements of Chapter funds.
- E. The Chapter immediate past president attends all Council meetings and performs other duties that are assigned by the president.
- F. The Chapter vice presidents attend all Council meetings, direct Chapter committees, and perform other duties that are 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 members 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 senior 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, vice president, 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, vice president, 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 projects and tasks. 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 or 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 vice president. Each committee manager submits a proposed 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 vice president. Each standing and special committee shall be guided in its operation by a list of responsibilities or procedural guidelines, which the committee shall maintain. The Council must approve 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 are not limited to, the following activities:

- A. Programs
- B. Planning
- C. Membership

- D. Volunteer resources
- E. Communications
- F. Competitions
- G. Satellite chapters
- H. Nominating

Section 5. Special Appointments

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

Article VIII – ELECTIONS

Section 1. Annual Election

The annual election of Chapter officers and vice presidents shall be conducted at the April general meeting.

Section 2. Nominating Committee

The *nominating committee* is composed of three or more Chapter members, including a manager appointed by the Chapter president and announced at the September general meeting. Additional members shall be recruited by the manager and shall be approved by a vote of the Chapter members 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 shall be 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 Council meeting, the nominating committee shall submit the names of candidates for elective office to the Council. Each nomination shall be accompanied by the nominee's written statement of commitment to accept office. No Chapter member may be nominated for more than one office in the same election. The nominating committee manager or designee shall announce the nominations to the Chapter members at the March 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 nominating and voting procedures.

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 commitment 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 shall be 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 shall be 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. Vice presidents shall be elected by a plurality of the votes cast, in person or by proxy. If a tie occurs, additional ballots shall be 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 shall be honored on every ballot. A proxy designating a specific candidate shall 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 shall hold at least the minimum number of meetings that are required by Society bylaws.

A quorum for any Chapter meeting shall be 25 percent of the voting members, or 35 voting members, whichever is fewer. All formal meetings shall be 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 shall hold 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 shall ensure that incoming leaders receive all committee files and information on or near the transition meeting date. The treasurer shall 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 must be 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. The institution must be approved by the Council. Chapter funds may be withdrawn from their accounts only over the signatures of the treasurer and the president. The Council shall authorize Chapter budget 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 against the members without express permission from the board of directors of the Society.

The treasurer shall maintain 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 shall operate on a fiscal year basis, July 1 through June 30. The Chapter shall publish an annual balance sheet summary to the members on or about the date that the Society requires the Chapter to submit its annual report. The Chapter's financial records must be audited annually by a non-Chapter-affiliated auditor on or about July 1. The Chapter shall own no speculative assets, such as securities or real estate.

Disbursement of Chapter funds must be authorized in writing by the committee manager and the treasurer. Disbursements in excess of the amount specified on the Chapter expense reimbursement form must also be

authorized by the president. Disbursements may be made only by checks bearing signatures of the treasurer and the president.

Article XI – ANNUAL REPORT

The treasurer shall prepare 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 shall submit required reports to the Society board of directors through the Society's business office by the specified deadlines. All books and records of the Chapter shall be made available for examination by the Society president, board of directors, or executive director at any time.

Article XII – AMENDMENTS

Section 1. Proposing

An amendment to these bylaws may be 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 shall be transmitted to the bylaws committee. The bylaws committee shall ensure compatibility with the provisions of the Chapter's governing documents and the Society bylaws.

Section 2. Processing

The bylaws committee shall formulate all proposed amendments to these bylaws. The Council may, by a three-fourths vote of the Chapter members present, adopt proposed amendments to Articles III, VI, VII, and IX. The bylaws committee shall publish a notice of these bylaw 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 members by means of a ballot. The ballot statement may include the Council's recommendation. Final drafts of proposed amendments shall be submitted to the originators for review and approval. Upon receiving approval, the bylaws committee shall mail or electronically distribute the proposed amendments, with a recommendation, to the Chapter members at least two weeks before the special business meeting at which they are to be discussed.

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

A vote on the proposed amendments shall be conducted at the first general meeting following the special business meeting. The bylaws committee shall prepare a ballot that allows Chapter members to vote "yes" or "no" on the proposed amendments. Ballots shall be returned to the tellers, who shall 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 Chapter members.

Section 4. Compatibility

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

Article XIII – DISSOLUTION

The Council may by a two-thirds vote dissolve the Chapter when the Council 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 who have been assigned to the 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.