



Society for
Technical
Communication

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[MODEL] U.S. CHAPTER BYLAWS TEMPLATE

View as “Final Showing Markup”

**[REDACTED] CHAPTER OF THE SOCIETY FOR TECHNICAL COMMUNICATION
(A UNITED STATES-BASED CHAPTER OF THE SOCIETY FOR TECHNICAL
COMMUNICATION, INC.)**

Comment [MSOffice1]: The name of the chapter shall be inserted here.

ARTICLE I

MISSION

Comment [MSOffice2]: The Society is incorporated in the state of New York. The Society and its U.S.-domiciled chapters must follow the provisions set forth in NY law no matter the location of the chapters. The Model Chapter bylaws template contains the minimum requirements under NY law regarding types of officers, notice periods for member meeting, quorum and so forth. Chapters need to review and amend their bylaws to confirm with these minimum requirements. The proposed amendments must be submitted to the Society office for review and approval prior to the amendments being submitted for a vote of the administrative council or membership (either method is acceptable under this template). Chapters may add more provisions to the template. However, it is recommended that bylaws be kept as simple as possible to avoid tying up future administrative councils with many procedures. The bylaws can be supplemented by a policy and procedures document. The policy and procedures document can be changed more easily than the bylaws and do not need to be sent to the STC office for approval when there are changes unless the change in policies or procedures is a result of a bylaws change (that has not been approved in advance by the Society).

Section 1. Mission. The mission of the [REDACTED] Chapter of the Society for Technical Communication (the “Chapter”) shall be the same mission as the Society for Technical Communication, Inc. (the “Society”), a New York nonprofit corporation recognized as a charitable organization under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

Comment [MSOffice3]: The name of the chapter is to be inserted here.

Section 2. Constraints. The Chapter shall be organized and operated exclusively for charitable, scientific and educational purposes consistent with the mission and shall not be operated for the benefit of any director, officer, member, or individual. The Chapter may only pay compensation for personal services that are reasonable and necessary to carry out the mission. The Chapter shall not attempt to influence legislation. In addition, the Chapter shall not participate or intervene (or publish or distribute any statements) in any political campaign on behalf of, or in opposition to, any candidate for public office (whether at the federal, state, or local level).

ARTICLE II
MEMBERS

Section 1. General. There are three classes of individual membership in the Chapter: student membership, regular membership, and senior membership. For purposes of these Bylaws, the term “member in good standing” shall mean a member who has complied with all the conditions for the member’s particular class of membership, including, but not limited to, the payment of dues and assessments. All Chapter members must also be members of the Society.

Comment [MSOffice4]: This provision has the practical implication that directors and officers must be “members in good standing” and must pay their Society dues by February 28 (the date the Society provides to permit voting in the Society’s elections) or automatically forfeit their directorship and position on the chapter’s administrative council.

Section 2. Qualifications for Membership.

A. Student Member. To be eligible for student membership, an applicant must be (1) enrolled in an accredited university, college, community college, or technical school; (2) taking at least two courses or their equivalent each term; and (3) preparing for a career in technical communication.

B. Regular Member. An applicant for regular membership must be (1) engaged in some phase of technical communication; or (2) interested in the arts and sciences of technical communication or in allied arts and sciences.

C. Senior Member. A senior member shall be any individual who has been a regular member of the Society for five consecutive years.

Section 3. Rights and Privileges of Classes of Membership.

A. Voting Rights. Each student, regular, and senior member is entitled to one vote on each matter submitted to the Chapter membership for a vote.

B. Directorships, Officer, and Committee Positions.

A student, regular, or senior member may serve as a director or officer of the Chapter and may serve as a member of a Chapter committee, except as expressly restricted in these Bylaws or by resolution of the Administrative Council.

Section 4. Obligations of Membership. By accepting Chapter membership, each member agrees to abide by the Chapter’s governing documents, work toward

achievement of its purposes, and act in accordance with its precepts. Members who fail to do so may have their membership revoked by the Society or the Chapter.

Section 5. Admission to Membership. An individual applies for a class of membership in the Chapter on the official application form of the Society. Membership in the Chapter shall be effective upon review and approval of the application by the Society staff.

Section 6. Termination of Chapter Membership. Chapter membership may be terminated by resignation, nonpayment of Society/Chapter dues (as specified in these Bylaws), or expulsion by either the Society or the Chapter. The Society or the Chapter may, by a two-thirds vote of the entire Society Board of Directors, or the entire Chapter Administrative Council (as the case may be), expel a member for cause after an appropriate hearing before the Society Board of Directors or the Chapter Administrative Council (as the case may be). A member who has been expelled by the Chapter's Administrative Council may appeal the decision to expel the member to the Society's Board of Directors. The decision of the Society Board of Directors is final. A member who has been expelled forfeits all dues and fees already paid.

Section 7. Reinstatement. A member who resigns or whose membership lapses for nonpayment of Society/Chapter dues may apply for reinstatement by submitting a year's dues and any reinstatement fee to the Society. A member who has been expelled may be reinstated only with approval of the Society Board.

Section 8. Transfer of Membership. Membership may not be transferred or assigned to another person, except with the prior approval of the Society.

Section 9. Dues. Dues for each class of membership, as well as enrollment and reinstatement fees, shall be set and published by the Society. New members must submit their dues to the Society with their application for membership; if the application is not accepted, the dues shall be returned. In all other cases, dues are not refundable. Renewing members who have not paid their dues by the date on the dues renewal notice may be automatically terminated.

Section 10. Annual Business Meetings. Annual business meetings of the voting members of the Chapter shall be held at such time and place as fixed in

advance by the Administrative Council for the purpose of electing Directors and transacting any other business that may properly come before the voting members. Written notice of each annual business meeting shall fix the time and place of the meeting and, if deemed appropriate by the Administrative Council, the purpose or purposes thereof, and shall be given to each voting member, via postal mail, electronic notice, or by posting on the Chapter's website at least thirty (30) but no more than sixty (60) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any annual business meeting of the voting members.

Section 11. Special Meetings. Special meetings of the voting members may be called by a majority of the Administrative Council or by the President of the Chapter, or if there is a written request of ten percent (10%) or more of the voting members to the Administrative Council and shall be called by the President or Secretary of the Chapter. Written notice of each special meeting shall fix the time and place of the meeting and, if deemed appropriate by the person or persons by whom or at whose request the meeting is being called, the purpose or purposes thereof, shall be given to each voting member, in the manner provided by these Bylaws, at least thirty (30) but no more than sixty (60) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any special meeting of the voting members.

Section 12. Quorum; Voting; Proxies. At all meetings of the voting members, a quorum for transacting business at such a meeting shall be the lesser of (a) ten percent (10%) of all the voting members or (b) one hundred (100) voting members. Each voting member shall 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. Voting members may vote by proxy executed in writing or electronically by such voting members. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the voting member who executed it. Voting on all matters may be conducted by proxy. If a quorum is not present at any

Comment [MSOffice5]: This time frame is required by NY law. Chapters may amend this by shortening the maximum notice period. The minimum of 30 days may not be changed.

Comment [MSOffice6]: This number is fixed by NY law.

Comment [MSOffice7]: This time frame is required by NY law. Chapters may amend this, by shortening the maximum notice period. The minimum of 30 days may not be changed.

Comment [MSOffice8]: NY law clearly specifies the notice period. Common sense should be used. If a chapter has fewer than several hundred members, it will be impossible to use the 100 voting member number for the quorum requirement. In such case, the lesser number, that is, 10% of the voting members, would be used. If chapters are concerned that 10% quorum is too small, chapters may increase the quorum percentage. However, it is better to have a smaller quorum requirement than a larger one to avoid running into not have enough for a quorum. One way to ensure that a quorum is met is by the use of proxies. For example, if an election is held at a face-to-face meeting and there is concern that there might not be a quorum, the chapter may send out a proxy form by postal or electronic mail. The proxy, when completed, could indicate that the bearer of this proxy has the authority to vote in any way that the bearer decides on behalf of the absent member. The member must sign the proxy and return it to a designated officer (typically the Secretary) who would use the proxies in the count to establish the quorum and to vote on behalf of the member. Another option is to provide a proxy ballot that lists those up for election. The members must sign the proxy ballot and return it to the designated officer who is instructed to cast the vote as indicated in the proxy ballot. The third option is to do a combination of a ballot that lists those up for election that the member uses to specify the member's preference and also adds a section that if business other than the election is conducted at the meeting, the bearer of the proxy has the authority to cast the vote in any way that the bearer decides on behalf of the member. Please note: it is better to outline the specifics of proxy voting in a supplemental policies and procedures manual than outline the details in these bylaws. It is also advisable to consult with the Society office if proxy voting is to be used to make sure there is consistency with current provisions of NY law.

Comment [MSOffice9]: This sentence clarifies that the majority vote is of all voting members present or represented at the meeting by proxy, assuming that the quorum of a minimum of 10% of the members is met. A majority vote is NOT a majority of all voting members of the chapter.

meeting, the voting members present at such meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 13. Presiding Officer and Secretary. The President of the Chapter shall preside at all meetings of the voting members. At any meeting of the voting members, if neither the President nor the person designated by the Administrative Council to preside at that meeting shall be present, the voting members present shall appoint a presiding officer for such meeting. If neither the Secretary nor the person designated by the Administrative Council to act as secretary at that meeting is not present, the voting members present shall appoint a secretary for such meeting.

Comment [MSOffice10]: If the chapter has a vice president (or another officer) one of whose functions is to serve in the absence of the president, this section should be amended appropriately.

ARTICLE III

ADMINISTRATIVE COUNCIL

Section 1. Powers and Duties. The Administrative Council of the Chapter shall manage and direct the business and affairs of the Chapter.

Comment [MSOffice11]: Administrative council is the term historically used by the Society to designate the body that serves as the board of directors of a chapter. This term is also used to disguise it from the Society's board of directors. The administrative council has the powers and duties typically provided to a board of directors by law.

Section 2. Types of Directors; Election; Appointment. The Directors of the Administrative Council shall consist of (a) the Officers (as defined below) and (b) the "At-Large Directors" (as defined below). The Officers and At-Large Directors shall be elected by the voting members, as described in Article II of these Bylaws. The At-Large Directors and the Officers shall serve until their successors are elected or appointed.

Comment [MSOffice12]: Because members of the administrative council are serving as members of the board of directors, they are designated as "directors." If a chapter elects members to serve on the administrative council other than the officers, each of these members is also a "director". Each such individual has the same fiduciary obligation as an officer. All directors have a fiduciary responsibility of care and loyalty. A description of these duties may be obtained from the Society office.

Section 3. At-Large Directors. There shall be no fewer than _____ () At-Large Directors and no more than _____ () At-Large Directors, with the exact number within such range to be fixed from time to time by the Administrative Council, provided that no decrease in the number of Directors shall shorten the term of any incumbent At-Large Director. Each Director shall serve for a term of one (1) year or until his or her successor is elected or appointed.

Comment [MSOffice13]: NY law specifies that a board of directors may consist of only three persons. Therefore, there is no minimum other than three and no maximum. A range is given to allow flexibility to a chapter to determine the number of persons serving on board.

Section 4. Resignation and Removal. Any Director may resign at any time by written notice to the Chapter. The voting members may remove any Director for

cause through a special removal vote, requiring a two-thirds vote (2/3) of the voting members casting a vote.

Section 5. Vacancies. If a Director ceases to be a Director for any reason, including death, resignation, disqualification, removal for cause or without cause, or otherwise, the remaining Directors shall fill the vacancy created by the vacating Director. Each Director appointed to fill a vacancy shall hold office for the unexpired term of such Director's predecessor and until such Director's successor is elected or appointed or until such Director's earlier displacement from office by resignation, removal, or otherwise.

Section 6. Time and Place. Meetings of the Administrative Council may be held at such time and place, as shall be determined in accordance with these Bylaws.

Section 7. Regular Meetings. Regular meetings of the Administrative Council shall be held, with or without notice, at such time and place as shall from time to time be fixed in advance by resolution of the Administrative Council.

Section 8. Special Meetings. Special meetings of the Administrative Council may be called by the President of the Chapter, or, at the written request of any two (2) or more Directors, shall be called by the President. Written notice of each special meeting of the Administrative Council stating the time and place, and, if deemed appropriate by the person or persons by whom or at whose request the meeting is being called, the purpose or purposes thereof, shall be given to each Director, in the manner provided in these Bylaws, at least ____ () days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any special meeting of the Administrative Council.

Section 9. Quorum and Voting. At any meeting of the Administrative Council, a majority of the entire Administrative Council shall be necessary and sufficient to constitute a quorum for the transaction of business. The vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Administrative Council, except as otherwise provided by statute or these Bylaws. If a quorum shall not be present at any meeting of the Administrative

Comment [MSOffice14]: Under NY law, directors and officers may only be removed by the body that elected them. Therefore, neither the administrative council of the chapter nor the Society may remove a director. There must be a special removal decision made by the chapter members. PLEASE NOTE: removing a director may expose the chapter and the Society to a potential law suit based on harm to the reputation of the individual who may be, or has been, removed. Therefore, a chapter should consult with the Society office before proceeding with any removal to ensure that such removal does not expose the chapter or the Society to unnecessary risk or liability.

Comment [MSOffice15]: Special meetings of the administrative council need a period of notice since the assumption is that they are being held for a special reason. The notice period may be as short as one day notice. Each chapter may pick the notice period.

Comment [MSOffice16]: This is standard bylaws language indicating the NY statutes are subject to change and that the prevailing NY statutory language prevails over the bylaws at any given time.

Council, the Directors present may adjourn the meeting, from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 10. Participation in Meetings by Telephone. At any meeting of the Administrative Council, any one or more of the Directors may participate by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 11. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Administrative Council may be taken without a meeting if all Directors consent thereto in writing and/or by electronic mail. If there is not unanimous agreement, 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.

Section 12. Compensation. Directors shall not receive any compensation for their services as Directors but the Administrative Council may by resolution authorize reimbursement of expenses properly incurred in the performance of their duties and supported by appropriate documentation and receipts. Nothing herein shall preclude a Director from serving the Chapter in any other capacity and receiving compensation for such services.

Comment [MSOffice17]: The administrative council serves as the chapter's board of directors. NY law is very specific that boards of directors may not vote by proxy. NY law is also very specific that members of the board of directors must be able to hear each other debate an issue simultaneously prior to voting on an issue. The concept is that a board member may change his or her opinion by hearing the discussion prior to the vote. The only exception to this is the unanimous written consent described in Section 11.

Comment [MSOffice18]: If the administrative council votes in writing or electronically on a resolution and all directors approve the resolution, the measure is deemed to be a valid action even though no meeting occurred. Unanimous means that ALL directors must vote in favor; abstentions count as a NO vote.

Comment [MSOffice19]: This means a chapter may pay a director a reasonable fee as the webmaster, for example. "Reasonable" means a fee not in excess of the market rate. Lesser fees are perfectly acceptable. No officer or director may secretly serve and receive such payments. The full administrative council must be aware of the service and vote for the level of compensation. The chapter's conflict of interest policy will apply to such decisions.

ARTICLE IV

OFFICERS

Section 1. Definition; Appointment. The Chapter shall have a President, a Secretary and a Treasurer (the "Officers"). The voting members shall elect the Officers of the Chapter for a term of one (1) year. The Officers shall be Directors of the Chapter. The Chapter shall have such other officers as the Administrative Council may designate by resolution from time to time, which officers shall have the authority and exercise the duties as the Administrative Council may specify. No

person may hold more than one Office at the same time, except the offices of Secretary and Treasurer, which may be held by one person at the same time.

Comment [MSOffice20]: NY law requires a minimum of three officers. Therefore, if a chapter wishes to elect only three officers, the position of secretary and treasurer may be combined.

Section 2. Duties of the Officers. The President shall call and preside at meetings of the Chapter, the Administrative Council and the voting members and shall perform such other duties as the Administrative Council may assign from time to time. The Secretary shall keep, or cause to be kept, minutes of all Administrative Council meetings, including those conducted by telephone, and the record of unanimous electronic votes and membership meetings, shall distribute them in accordance with Chapter policies and procedures and perform such other duties as the President or the Administrative Council may assign. The Secretary shall assume the duties of the President in the temporary absence or incapacity of the President. The Treasurer shall (a) oversee Chapter finances; (b) work with Chapter representatives to prepare an annual budget for approval by the Administrative Council; (c) deliver a report to the voting members on the Chapter's financial condition at the Chapter's annual business meeting, (d) prepare and submit any financial reports required by the Society, and (e) prepare and submit any filings required by the US Internal Revenue Service. The Treasurer shall perform such other duties as the President or the Administrative Council may assign.

Section 3. Resignation; Removal; Vacancies. Any Officer may resign by written notice to the Chapter or any Officer may be removed by the voting members. If the office of any Officer becomes vacant for any reason, the Administrative Council may fill the vacancy for the remainder of the vacating Officer's term.

ARTICLE V

MISCELLANEOUS

Section 1. Delivery of Notices. Notices to Directors and voting members shall be in writing and shall be delivered personally, by mail, or by any other method permitted by law. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, enclosed in a post-paid sealed envelope, and addressed to the directors and members at their respective addresses

appearing on the books of the Chapter, unless any such director or member shall have filed with the Chapter a written request that notices intended for such person be mailed or delivered to some other address, in which case the notice shall be mailed to or delivered at the address designated in such request.

Comment [MSOffice21]: The chapter is responsible for handling exceptions to the mailing address that are recorded in the Society office.

Section 2. Chapter Funds. Chapter funds shall be deposited with any banking institution that is a member of the Federal Deposit Insurance Corporation (FDIC), or credit union that is a member of the National Credit Union Share Insurance Fund in _____.

Comment [MSOffice22]: The open line is to clarify the general locale of where the banking institution is to be located. For example, if the majority of chapter members are located in a specific state (or states), the banking institution should be located in a location that would enable the Treasurer and at least one other officer reasonable access.

Section 3. Checks, Notes, etc. All checks or other orders for the payment of money and all notes or other instruments evidencing indebtedness of the Chapter shall be signed on its behalf by such Officer or Officers or such other person or persons as the Administrative Council may from time to time designate. The Chapter shall not obligate the Society to any financial or other commitment. The Chapter shall be required to submit financial reports to the Society office at least annually according to the schedule set by the Society.

Section 4. Fiscal Year. The fiscal year of the Chapter shall be the same as the fiscal year of the Society.

Comment [MSOffice23]: The Society changed its fiscal year as of 2009 to be January-December.

Section 5. Termination of Society Affiliation. Chapter funds and assets belong to the Society. If the Chapter ceases to be a chapter of the Society for any reason (including, but not limited to, termination by the Society or the Chapter pursuant to merger, dissolution, or reorganization of the Chapter), any remaining funds or assets of the Chapter shall first be used to pay any outstanding bills and liabilities of the Chapter and any remaining Chapter funds or assets shall then be returned to the Society according to Society procedures.

ARTICLE VI
AMENDMENTS

Section 1. Power to Amend. Subject to the Society's right to review and approve any proposed amendments, these Bylaws may be amended or repealed, and new Bylaws may be adopted, by resolution adopted by (a) the affirmative vote of two-thirds (2/3) of the Administrative Council at a meeting at which a quorum is present; or (b) the affirmative vote of two-thirds (2/3) of the voting members at any annual or special meeting at which a quorum is present. All proposed amendments to these Bylaws must first be submitted to the Administrative Council for review and acceptance. Accepted proposed amendments must then be submitted to the Society for approval before submission for the final vote which can be done either by the Administrative Council or by the membership.

Comment [MSOffice24]: This provision is to allow chapters flexibility in amending their bylaws. It is not required in NY law that the entire membership amend bylaws. It is becoming common association practice to allow the board of directors (that is, the administrative council) to amend the bylaws.

Section 2. Notice of Proposed Amendment. Notice of any proposed amendment to these Bylaws after these have been approved by the Society shall be delivered to the Directors or the voting members, as the case may be, at least thirty (30) days in advance of the meeting at which such amendment is to be considered for adoption.

Comment [MSOffice25]: NY law specifies at least 30 days.

ARTICLE VII
DISSOLUTION; REORGANIZATION

Section 1. The Chapter may be terminated, dissolved, merged into another Chapter, or otherwise reorganized only in accordance with the Society's bylaws and procedures. All Chapter funds and assets shall be returned to the Society immediately upon termination or dissolution.