

Society for Technical Communication

Phoenix Chapter

Bylaws

2002



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Article I. Name and Location

Section 1. Name

The chapter is named the Phoenix Chapter, a chapter of the Society for Technical Communication, Inc. (STC), which are hereinafter referred to as the Chapter and STC, respectively.

Name Change. The Chapter name can be changed by a two-thirds vote at a business meeting of the Chapter, a quorum being present. (A majority of the members constitutes a quorum.) Written notification of the motion to change the name must be given to all chapter members at least two weeks before the vote. STC headquarters must be advised if the name is changed.

Section 2. Location

The Chapter is located in Region 8 [in the nineties, Phoenix is in Region 5] of the STC. The boundaries encompass all counties in Arizona that are north of the Gila River [these were the boundaries for when there was a Sonora chapter; with the creation of the Southern Arizona chapter in 1998, this needs to be verified].

Article II. Objectives

The objectives of the Chapter are the same as those set forth in Article I of the STC Bylaws. The Chapter shall be an educational, nonprofit, professional organization.

Article III. Powers and Constraints

Section 1. 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 STC and Chapter purposes.

Section 2. Constraints

The Chapter is nonsectarian and nonpartisan. It exists by virtue of its charter from STC, and shall operate under the control of STC and the STC Bylaws. The Chapter does not endorse any commercial enterprise or any political candidate. The name of the Chapter shall not be used in connection with a commercial concern for any purpose other than regular work of the Chapter.

Article IV. Membership

Membership in the Chapter is governed by Article III (Membership) of the STC Bylaws.

Article V. Administrative Council

The chapter membership is represented by an elected administrative council with powers to take whatever legal and proper actions are necessary for the fulfillment of the Society's purposes.

Society Bylaws, Article IX, Section 3. Operational Relationships with Society, C. Management.

Section 1. Membership

A chapter administrative council is composed of at least the president, the vice president, the treasurer, the secretary, and the most recent past president.

Society Bylaws, Article IX, Section 4. Operations, D. Administrative council.

The Chapter administrative council consists of seven members and includes

- President
- Vice president
- Secretary
- Treasurer
- Program manager
- Membership manager
- Most recent past president, known as the immediate past president.

Section 2. Eligibility

- A. All candidates for membership in the administrative council shall qualify under the governing documents of STC.
- B. Only Chapter members in good standing (that is, whose dues are paid up), including student members and retired members, are eligible for election to the Chapter administrative council.
- C. All administrative council members are elected by the Chapter membership, in accordance with Article VII.

Exception 1: At the end of the president's term, if that person is not elected to an additional term, there is an automatic transition to immediate past president without further election. Thus, a member who is elected to serve as president is also elected to serve as immediate past president without further election.

Exception 2: See Section 5, Vacancies.

- D. A member cannot be elected to more than one office at one time.

Section 3. Term of Membership on the Council

Chapter officers are elected annually in time for the new officers to attend the annual business meeting of the Society as representatives of their chapter.

Society Bylaws, Article IX, Section 4. Operations F. Chapter elections.

- A. The term of membership on the administrative council is one year, commencing on the date of the Phoenix Chapter's turnover meeting at which the duties of the new officers and committee managers are transferred to the new committee managers and administrative council (CMAC).
- B. The candidates for all Chapter offices, including president but excluding immediate past president, appear on the ballot and are voted on by the Chapter membership.
- C. A person can be a candidate for a Chapter office an unlimited number of times.
- D. *Succession Plan.*
 1. The person elected to vice president is elected to serve one year as vice president and is automatically the candidate for president for the next year.
 2. If the vice president is unable or unwilling to assume the presidency according to the succession schedule, a different candidate will be selected and appear on the ballot for the office of president.
 3. If the president wishes to remain in office and become the candidate for president again, the president must receive consent from the vice president. If the vice president consents to this arrangement, that person automatically becomes the

candidate for vice president on the election ballot.

4. If the president does not want to continue another year as president, that person automatically becomes the Chapter's immediate past president at the end of their term.
5. If the presidential candidate fails to be affirmed by the Chapter, the vice presidential candidate automatically becomes the president—if the vice presidential candidate is affirmed for vice president.
 - If neither candidate is affirmed, the administrative council will select persons, other than the two original candidates, to fill those positions.
 - If the current president is the presidential candidate, and that person fails to be affirmed by the Chapter, that person automatically becomes the Chapter's immediate past president.

See also Section 7, B, Early Succession.

- E. All members serve without compensation. (See the *Phoenix Chapter Policies and Procedures Manual* for clarification.)

Section 4. Expansion and Reduction

If the administrative council decides by majority vote that more than five officers are required to operate efficiently, it may propose at a chapter membership meeting, or by any other means deemed appropriate, to increase the number of elected officers, specifying the titles and duties of such officers. If the proposal is accepted by two-thirds vote of those present (all members having been notified prior to the meeting), it becomes a rule of the chapter's operation. The membership of a chapter may agree by a two-thirds vote to have the offices of secretary and treasurer filled by the same individual.

Article IX, Section 4. Operations, D. Administrative council.

Section 5. Vacancies

Vacancies in the administrative council are filled by majority vote of the remaining council members.

Article IX, Section 4. Operations, D. Administrative council.

- A. A vacancy in the presidency is filled by the vice president. A vacancy in any other office shall be filled by a majority vote of the administrative council.

Section 6. Duties of Council Members

This section describes the specific duties and responsibilities of the chapter officers. Because *how* a task should be accomplished varies with the external factors, people's abilities and experiences, and the internal and external environments, the specific job descriptions for accomplishing these position responsibilities are found in the *Phoenix Chapter Policies and Procedures Manual*.

A. **All Council Members.** The following are required of all members of the Chapter administrative council:

1. Must be members in good standing (that is, whose dues are paid up)
2. Attend administrative council meetings, participate in discussions, and vote on issues
3. If possible, attend chapter meetings
4. In the second calendar quarter, produce an annual report of their activities to be included in a master report compiled by the president that is submitted to the Society board (see Article XI)

B. Chapter President.

The chapter president, as head of the administrative council, is responsible for all operations. The chapter president delegates duties to the other officers and appoints committee managers.

Article IX, Section 4. Operations, E. Responsibilities.

The Chapter president sets the direction of the Chapter's activities and is responsible for all operations of the Chapter, and therefore the attainment of chapter's goals.

Although the specific responsibilities stated here belong to the president, these responsibilities may be delegated to another CMAC member. The president may at anytime resume delegated responsibilities.

The Chapter president:

- *Supervises the chapter's affairs* – exercises general supervision over the affairs of the Chapter
- *Leads meetings* – presides at chapter and administrative council meetings
- *Appoints committee managers* – appoints managers of committees and may assign duties beyond those described in the job descriptions
- *Is a member of all committees* – an *ex officio* member

- *Authorizes expenditures* – expenditures approved by the administrative council through the budget process or special items (and/or the Chapter membership), by means of such activities as co-signing checks
- *Represents the Chapter* – represents the Chapter in conducting the Chapter's business with individuals and organizations outside STC
- *Reports to the STC board* – as the Chapter's executive officer, keeps the director-sponsor informed of Chapter activities and accomplishments
- *Plans and achieves goals* – in coordination with the vice president, develops and implements a multi-year plan that will be renewed and updated annually. The activities and goals of this multi-year plan should support the goals set forth in STC's five-year plan.

The following responsibilities [of the chapter president] must be discharged

Article IX, Section 4. Operations, E. Responsibilities.

1. Regularly scheduled program meetings for the membership (at least five per year)
2. Recruitment of new members and membership processing
3. Regular meetings of the administrative council to handle the chapter's business
4. Fiscal controls by means of approved budgets and expenditures, and fiscal operations in accordance with Subsection H
5. Annual activities reports to the director-sponsor and annual fiscal reports to the Society treasurer
6. Compliance with IRS requirements regarding annual information returns
7. Annual elections conducted by the chapter nominating committee in accordance with Subsection F.

B. Vice President. The chapter vice president

- Assumes the duties of the chapter president in the absence of the president
- Undertakes such duties as the president may direct and confers with the president regarding Chapter goals, policies, programs, and public relations outside the Chapter
- Assumes the presidency at the end of the term of vice president if affirmed by vote of the Chapter membership (see the exception under Section 3, B)

Early Succession to president. The succession of the vice president to the office of president shall be effective

- When the president resigns.
- When the president becomes incapacitated, or otherwise is unable to perform properly the duties of the president.

C. Secretary. The chapter secretary

- Takes minutes at administrative council meetings including: names of all persons in attendance, action items, and decisions, or arranges to have a substitute.
 - A. Meeting minutes are distributed to administrative council members within ten days.
- Takes minutes at chapter meetings, or arranges to have a substitute. From the minutes, creates an article for the newsletter to report on the meeting program.
- Maintain stationery supplies.

D. Treasurer. The chapter treasurer

- Prepares a budget of estimated expenses at the beginning of the chapter year (between summer and the start of fall)
- Maintains a checking account for current operations. The treasurer will

arrange for signature cards and other documents required by the bank.

- Deposits Chapter funds and pays invoices
- In the second quarter of the calendar year, makes available to an independent auditor or Auditing Committee appointed by the administrative council all records necessary for an audit of the Chapter's books; unless waived by the administrative council.
- Develops a detailed year-end report (as of June 30) of all financial transactions, grouping income and expenses for each major activity (such as publications competition, programs, etc.).
- Completes and signs the year-end report
- Sends the year-end report to the STC treasurer. This report should be sent by the end of July in order to assure the prompt dues refund to the Chapter. However, if this target is not met, the report **MUST** be sent so that it is received no later than the stated date by which chapters, which fail to submit their report by, receive no rebate.

E. Program Manager. The program manager

- Develops programs for the chapter meetings and any other such activities as are deemed appropriate by the administrative council. This includes planning, scheduling, and coordinating resources, and obtaining speakers.
 1. A program meeting is one in which a speaker gives a presentation on a topic of interest to the Chapter members.
 2. Most of these programs should target the professional growth needs of the Chapter members.
 3. Up to ten program meetings should be scheduled during the year. If a program meeting cannot be scheduled during a month, some type of networking meeting should be considered in its place.

F. Membership Manager. The membership manager

- Promotes membership, and organizes and directs an active membership recruiting campaign with the goal of increasing the membership of the Chapter
- Sends membership information to prospective members
- Maintains a complete and up-to-date information file of prospects (name, employer name, address, phone numbers, email address)
- Contacts and welcomes new members
- Oversees membership activities such as a yearly membership survey and the creation of the membership directory

G. Immediate Past President. The immediate past president

- Attends all administrative council meetings
- Advises the council as required
- Performs such other duties as the president may assign

Section 8. Administrative Council Meetings

The following responsibilities must be discharged: regular meetings of the administrative council to handle the chapter's business.

Article IX, Section 4. Operations, E. Responsibilities.

A. The administrative council should schedule monthly meetings for the year to handle the Chapter's business. New Chapter CMAC members are advised that summer CMAC meetings are important for planning the coming year.

1. *Committee Managers and the Administrative Council (CMAC).*
The Chapter committee managers

assist the administrative council in achieving the Chapter's goals. The CMAC consists of the administrative council and the managers of each Chapter committee. While the Chapter committee managers are excluded from the administrative council responsibilities set forth in Article V, Section 7, their valued advice is sought in all important Chapter matters. (See Article VI.)

2. When possible, administrative council meetings should be held jointly with the Chapter committee managers. Such meetings are known as "CMAC meetings."
3. When possible and appropriate, normally scheduled CMAC meetings should be announced to the membership.
4. *Open Meetings.* All normal Chapter CMAC meetings are open to any person interested in attending, members and nonmembers alike, and committee members and leaders are encouraged to attend all CMAC meetings.
5. Administrative council meetings may be closed to other members when sensitive issues need to be discussed. Only the president can declare a meeting closed.

B. *Special Administrative Council Meetings.*

The administrative council meets at the request of the president or at the request of two of its members.

Article IX, Section 4. Operations, D. Administrative council.

1. To call a special administrative council meeting to be held within a week of the call, unanimous consent of all administrative council members is required. Unanimity is for meeting within a week, not for the meeting itself.

- C. Regularly scheduled or special administrative council meetings do not have to be held at a physical location. Alternatively, email meetings, telephone meetings, or meetings held via some other technology are permissible.

- B. If members of the administrative council become ineligible to vote, the quorum adjusts also. The following number of administrative council members need to be present:

<i>Number of Voting AC members</i>	<i>Number Needed to Be Present for a Quorum</i>
7	4
6	4
5	3
4	3
3	2
2	2
1	1

Section 9. Quorum and Voting

A majority of the administrative council constitutes a quorum.

Article IX, Section 4. Operations, D. Administrative council.

- A. *Delinquent members.* If an administrative council member fails to renew their membership by the end of the renewal grace period, that member loses the right to vote on administrative council decisions.
 1. The actual loss of voting rights occurs only when it can be determined that a member has not renewed. A delinquent member is still part of the administrative council (a non-voting part) and should be included in all discussions pertaining to the administrative council.
 2. The voting members of the administrative council may at anytime after it has been determined that a person is delinquent in their dues renewal remove the delinquent person from the administrative council if they deem it appropriate. Removal requires a two-thirds vote of the remaining council members.

- C. *Voting.* If a quorum exists, the administrative council acts by majority vote of members present, except when any other specified vote is explicitly required.
 1. Although the advice of the Chapter committee managers should be sought and valued, only the administrative council members have a binding vote on motions before the administrative council, although any CMAC member may make motions.
 2. In conducting business, the administrative council may extend or withhold consent for various Chapter activities.
 3. If the administrative council can reach a consensus on an issue, no vote is necessary. If no consensus can be reached, any administrative council member may move to vote.
 4. Each of the administrative council members has only one vote, including the president.
 5. *Voting Means.* Administrative council members may communicate their vote by
 - a. Attending meetings
 - b. Transmitting their vote by any

means available, including another individual

- Preferably, all such votes not in person by attending meetings should be recorded in some manner.
- All such votes should be communicated if possible before the CMAC meeting where the vote is to occur, but such votes announced at a meeting are acceptable.
- Administrative councils may put restrictions on the means of voting, other than in person, if problems occur.
 - c. Under no circumstance are proxy votes allowed—no administrative council member may authorize another person to vote on issues in the member’s place.

Article VI. Board

The chapter board assists the administrative council in achieving the chapter’s goals. The Board consists of the administrative council and the managers of each chapter committee. While the chapter committee managers are excluded from the administrative council responsibilities set forth in Article V, Section 5, their valued advice will be sought in all important chapter matters. All Board participants serve without compensation.

Article VII. Committees

Section 1. Formation

Committees will be established at the request of the president or the administrative council to support chapter activities. The normal procedure is to appoint a manager or committee leader and then to appeal to the membership to fill the committee.

Section 2. Committees

The following committees help the administrative council fulfill their responsibilities to the membership. These committees may be inactive or additional committees may be established at the direction of the administrative council.

A. Membership Committee. The Membership Committee’s primary goal is to increase the membership of the chapter. The Membership Committee organizes and directs an active membership recruiting campaign, maintains a complete up-to-date membership file and mailing list, and notifies STC of any changes.

B. Nominating Committee. The Nominating Committee’s primary goal is to guide the election process—from seeing that a ballot is prepared and mailed well before the final chapter meeting of the year to overseeing the collecting and counting of ballots.

C. The Program Committee. The Program Committee’s primary responsibility is to develop programs for the chapter meetings and provide for such other activities as are deemed appropriate by the administrative council.

D. Education Committee. The Education Committee’s primary responsibility is to publicize educational and professional development opportunities. The Education Committee will design and guide at least one innovative educational activity each term for the chapter membership.

E. Public Relations Committee. The Public Relations Committee’s primary responsibility is to publicize STC and chapter goals, programs, and services—to reach new members and prospective members and to increase business and public recognition and awareness.

F. Newsletter Committee. The Newsletter Committee's primary responsibility is to write, edit, produce, and mail an attractive, professional newsletter once a month, September through May. The newsletter should reach members at least five days before chapter meetings. The Newsletter Committee assumes full responsibility for the quality and content of the newsletter.

G. Employment Committee. The Employment Committee's primary responsibility is to reduce the unemployment rate of the chapter Membership. The Employment Committee will maintain records that contain summaries of seekers' job qualifications and opportunities' needs for skills and traits. The Employment Committee will make no representation about the qualifications of a job seeker for a specific job opportunity, thereby avoiding any responsibility for the outcome of any seeker the opportunity contact.

H. Bylaws Committee. The Bylaws Committee's primary responsibility is to maintain the chapter's Bylaws. The Bylaws Committee formulates all proposed resolutions to the chapter Bylaws and submits formulated amendments to the manager of the STC Bylaws Committee and to the chapter Membership, respectively, for approval.

I. Telephone Committee. The Telephone Committee's primary responsibility is to inform members of upcoming meetings and pertinent chapter issues as directed by the chapter president, internal vice president, or administrative council, and to maintain personal contact with the chapter Membership.

J. Hospitality Committee. The Hospitality Committee's primary responsibility is to meet and greet new members and guests at regular meetings and obtain pertinent information from guests so

that membership information and the chapter newsletter may be sent to them.

Article VIII. Elections

Section 1. Date

The annual election shall be held within the second quarter of the calendar year, the specific day to be established by the administrative council.

Section 2. Nominations

Nominations shall be made by the Nominating Committee, or by members of the chapter as outlined in this section. The Nominating Committee shall, by March 1, submit the names of at least two candidates for each elective office except president to the current president of the chapter. These must be accompanied by the willingness of each candidate to accept office. No member shall be nominated for more than one office in the same election. The president shall direct that these nominations be announced to the chapter membership prior to April 1, either through the chapter publication or by special mailing together with an announcement of the date of the annual election and a brief statement of the methods of nominating and voting for candidates.

Nominations may also be submitted to the chapter president by members of the Chapter. Such additional nominations must be made in writing and must be signed by at least five voting members of the Chapter. They shall reach the chapter president at least four weeks prior to the annual election to be valid.

Section 3. Election

Officers shall be elected by a plurality of votes cast by the voting members of the chapter.

The Nominating Committee shall prepare a ballot containing the names of all candidates for each elective office. The ballot shall be accompanied by a statement containing the date by which the ballot must be postmarked to be valid, as well as any other invalidation conditions. The ballot, together with the accompanying statement and mailing instructions, shall be mailed to each voting member of the chapter no later than two weeks prior to the ballot invalidation date. The Tellers, which may be members of the Nominating Committee, shall be responsible for determining the validity of votes, counting the votes, and announcing the results of the election.

Section 4. Vacancies

A vacancy in the office of president shall be filled by the external vice president. A vacancy in any other office shall be filled by a majority vote of the administrative council.

Article IX: Meetings

There shall be at least five general meetings of the chapter each fiscal year. Special meetings may also be called as deemed necessary by the administrative council.

During the second quarter of the calendar year, there shall be an annual business meeting for the purpose of installing administrative council members, presenting the annual reports, and transacting other business of the chapter. Each officer and each committee manager shall make a fiscal report at this meeting.

A quorum for any meeting of the chapter shall be 5 percent of the voting membership or ~O voting members, whichever is less. All meetings shall be conducted in accordance with Robert's Rules of order, revised in all cases where they apply and are not in conflict with the governing documents of STC or the Bylaws of this chapter.

Article X: Finances

The chapter president shall have the power to authorize payment of debts contracted in the name of the chapter.

Chapter funds shall be deposited in a duly established bank account. Chapter funds are deposited in any banking institution that is a member of the Federal Deposit Insurance Corporation or in any savings and loan institution that is a member of the Federal Savings and Loan Insurance Corporation.

The chapter shall not own real estate.

Chapter funds may be withdrawn only over the signature of both the Treasurer and either the president or the Vice president.

No chapter member shall contract debts in the name of the chapter without authorization from the administrative council.

The chapter shall not levy any dues or assessments upon the membership without express permission of the Board of Directors of STC.

The financial records of the chapter shall be audited annually.

Article XI: Annual Report

During the second quarter, the chapter administrative council shall prepare an annual report of activities of the chapter during the current fiscal year, including the financial status at the time of writing. This report shall be submitted to the STC Board of Directors through the Directors-Sponsor prior to July 31. All books and records of the chapter shall be available for examination by the president and/or Directors of STC at any time. [A report is now submitted to the Society board three times during the year—August, December, and March.]

Article XII: Amendments

Section 1. Proposal

Amendments to these Bylaws may be proposed by

- A. A resolution adopted by the administrative council
- B. A petition signed by at least 10 voting Chapter members

The resolution or petition shall be sent to the manager of the Chapter Bylaws Committee.

Section 2. Processing

1. The Bylaws Committee will formulate all proposed amendments to these bylaws.
2. The administrative council will approve the final draft of every proposed amendment. A simple majority of affirmative votes constitutes approval.
3. The final draft of every proposed amendment will be submitted to the originator for review and approval.
4. After approval by the originator, the Committee will direct the proposed amendment, in writing, to the manager of STC's Bylaws Committee for approval.
5. **No membership vote required.** If the amendment is to one of the following
Article II. Objectives
Article IV. Membership
Article VI. Board
Article VII. Committees
Article VIII. Elections
Article IX. Meetings
Article X. Finances
Article XI. Annual Report
the amendment is passed and takes effect immediately when approved by the STC Bylaws Committee.

Requires the membership to vote.

If the amendment is to one of the following

- Article I. Name and Location
- Article III. Powers and Constraints
- Article V. Administrative Council
- Article XII. Amendments
- Article XIII. Dissolution,

a vote by the membership is required.

Vote Procedures. Upon receiving approval from the manager of STC's Bylaws Committee, the Chapter Bylaws Committee must do the following:

- A. At least two weeks prior to the next chapter meeting, the chapter Bylaws Committee publishes the proposed amendment for Chapter members to review.
 - B. At least one week prior to the next chapter meeting, the chapter Bylaws Committee prepares a yes-or-no ballot for the amendment and mails it to the Chapter membership. The ballot should also contain the deadline by which the ballot must be returned in order to be valid and the mailing address of the chapter secretary.
 - C. Chapter meeting. An agenda item must be the discussion of the proposed amendment.
 - D. Voting. Members send their ballots to the secretary by the stated date.
 - E. Validation. The secretary counts the ballots and reports the results to the administrative council and to the Bylaws Committee manager. If a simple majority votes in the affirmative, the amendment is passed and takes effect immediately.
6. The Bylaws Committee manager notifies the STC Bylaws Committee of the results.

Section 3. Adoption

For an amendment requiring a membership vote, the amendment becomes effective upon receiving approval by a majority of the votes cast. The manager of the Bylaws Committee shall notify the manager of STC's Bylaws Committee of the result of the vote on any and all amendments.

For an amendment *not* requiring a membership vote, the amendment becomes effective upon receiving approval from the STC Bylaws Committee.

Article XIII: Dissolution

The Chapter may only be dissolved by action of the STC Board of Directors after an appropriate hearing as set forth in the governing documents of STC. Dissolution of the Chapter shall in no way affect the standing of any member of the chapter. The chapter president will notify the director-sponsor of the action taken by the chapter offices.

If the Chapter is dissolved under the required procedure, all funds of the Chapter shall revue to the treasury of STC. In the event of simultaneous dissolution of STC, all monies shall be distributed to educational or charitable institutions and shall in no way inure to the profit or pecuniary gain of any of the chapter officers or members.

Notes:

- ◆ The Society Bylaws supersede these chapter bylaws. Many of the passages of these chapter bylaws come directly from the Society Bylaws.
- ◆ Italicized references, such as *Article IX, Section 4. Operations, D. Administrative council*, refer to the Society Bylaws.
- ◆ The previous version of the Phoenix Chapter bylaws was published in 1989. The articles that were revised in 2002 were Articles V and XII.
- ◆ The members of the committee that worked on this version of the bylaws were Tom Barnett, Lisa Ford, and Dottie Tucker.