

Bylaws

of the

New England Chapter



July 2013

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Article I - NAME AND OBJECTIVES

Section 1. Name

The name of the chapter is the New England Chapter (hereafter referred to as the Chapter). The Chapter is a subsidiary of the Society for Technical Communication (STC).

Section 2. Objectives

The objectives of the Chapter are to advance the arts and sciences of technical communication throughout the New England area, and more broadly through its association with the international 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's Articles of Incorporation, 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, chapter name, and insignia, singly or in combination, may be used only by persons authorized by the council and only for Chapter purposes.

Article III - MEMBERSHIP

Section 1. Rights and Privileges of New England Chapter Membership

- A. Universal rights. Universal rights are identical to those listed in the Society Bylaws.
- B. Voting rights. Voting members are STC members who enrolled in the New England Chapter as part of their Society membership. Each voting member is entitled to vote on each matter submitted to the membership.

Section 2. Fees

The council may set fees for special projects, purchases, or Chapter expenses. Fees must be approved by the council.

Article IV - COUNCIL

Section 1. Membership

The council consists of the president, vice president, immediate past president, secretary/treasurer, and a minimum of four council members. All officers and council members serve without compensation or any other form of personal gain.

Section 2. Powers and Constraints

The council directs Chapter activities 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 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 programs. At council meetings, the president does not vote on motions, except to break a tie vote.
- B. The vice president assumes the duties of the president in the absence or incapacity of the president. The vice president may manage the program committee or, with council approval, manage another major committee. The vice president manages the council nominating committee and performs other duties that the president or the council may assign. The vice president attends all council meetings and attends all Chapter programs.

- C. The secretary/treasurer keeps minutes and action items of all council meetings and distributes them within a week of the council meeting. The secretary/treasurer 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/treasurer attends all council meetings and all programs.
- D. The immediate past president attends all council meetings and all programs, serves on 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, with supporting literature for those recommendations.
- E. Council members are required to attend all council meetings and programs as well as perform other duties that the president or the council may assign. Each council member takes on one or more projects and reports the progress at council meetings. If a council member does not perform these tasks, the council member provides an explanation to council. If the council member is unable to perform the tasks, the council may reassign them.
- F. Signatures. The president or secretary/treasurer can sign Chapter documents. The president, vice-president, secretary/treasurer, or accountant (see Article V, Section 5 Accountant) can sign Chapter account checks and contracts for expenditures approved by the council.

Section 4. Terms of Office

Officers and council members are elected for a term of one year. The president and vice president may serve up to two consecutive terms in office, with two thirds approval by council. However, the president may serve two successive terms only with the expressed approval of the vice president.

The secretary/treasurer and council members may serve an unlimited number of consecutive terms. Terms of office for elected council members begin July 1 and end June 30. All officers and candidates for open council seats are elected in the spring.

Section 5. Vacancies

A vacancy in the office of immediate past president is filled by the president's request for a previous chapter president to assume this position.

A vacancy in the office of president is filled by the vice president unless that office is also vacant, in which case, a president is elected from among the council members by majority vote of the entire council.

A vacancy in the office of vice president is filled by a person who is elected from among the council members by majority vote of the entire council. If the vice president vacancy cannot be filled by a council member, the council may elect a non-council member, attempting to fill the vacancy with a manager of a major committee. Persons nominated by the president to fill vacancies in the office of secretary/treasurer, or a council member, are elected by majority vote of the entire council. In the event that a position becomes available, non-council member candidates shall be interviewed by the council.

Section 6. Removal

If the conduct of a council member or officer is such that the council believes it necessary to remove him or her, the council will review the case and make a determination by majority vote.

Any officer or member who misses two consecutive regular council meetings will be asked by the president for his or her intention to continue. 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 council meetings are optional at the discretion of the incoming president. A cross-over meeting in the summer is required. Additional meetings are called by the president or at the request of at least four 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 (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, from January 1 to December 31 of the same 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 council. 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 secretary/treasurer in preparing the annual budget for the next Chapter year. Being a non-member of STC, the accountant, who serves the council, has no voting rights. If an accountant is not appointed, these duties are performed by the secretary/treasurer (see Article IV, Section 3, Paragraph E).
- C. The officers, council members, and the accountant shall prepare the yearly chapter budget. The council will then vote to approve the budget.

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. Only a council member can serve as manager of a standing or special committee.

Committee managers are encouraged to serve through June of the year they are appointed. Committee managers may serve additional terms, with council approval. If a committee manager resigns before June, that manager is expected to give 2 months notice of their intent to resign, if before June, so a successor can be appointed. Committee manager vacancies are filled by the president with approval of the council.

Committee managers are responsible for orderly transition of duties and transfer of committee records to successors at the cross-over meeting.

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 one week prior to the next council meeting.

Section 4. Standing Committees

The council may restructure or eliminate a standing committee, to reflect changes in services provided by the Chapter. Elimination of a standing committee requires approval by two-thirds of the entire council.

- A. **Programs Committee** – plans, administers, and promotes the monthly programs, specially scheduled workshops, and special interest group (SIG) activities.
- B. **Competitions Committee** – plans, administers, and promotes the annual technical publications competitions.
- C. **Nominating Committee** – selects qualified candidates for Chapter office and conducts the annual election in accordance with Article VII. The committee members include the vice president, who serves as the committee manager, and two non-council senior members.

- D. **Volunteers Committee** – solicits volunteers, acts as liaison with members who volunteer, matches volunteers with committee needs, and promotes involvement in Chapter activities.
- E. **Membership Committee** – promotes membership in the Chapter. The committee establishes membership-processing procedures, subject to council approval, maintains a membership database, and publishes an annual Chapter membership directory.
- F. **Scholarships Committee** – 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.
- G. **Marketing Communications Committee** – coordinates marketing communications activities. The committee manager is responsible for coordinating the preparation of the Chapter Achievement Award application. The committee consists of the committee manager and the following subcommittees:
 - **Website subcommittee** – manages the online publication of Chapter information, posting, maintaining, and updating all information, working closely with other committees.
 - **Newsletter subcommittee** – produces the Chapter newsletter on a bimonthly basis, which involves 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.
 - **Public relations/social media subcommittee** – publicizes Chapter events and activities, promotes the Chapter and its members in the local business and education sectors.
 - **Advertising and sponsorship subcommittee** – solicits paid advertising from local organizations and companies for placement in the Chapter’s publications and website, coordinates ad development and placement; maintains the roster of advertisers and advertising rates, and seeks sponsorships for Chapter activities, such as program meetings.

Section 5. Accountant

The Chapter accountant is a compensated, non-STC member, who 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. The accountant does not have voting rights at council meetings.

Article VI - SPECIAL MEETINGS

Section 1. Calling a Special Meeting

The president calls a special meeting of the Chapter if requested by four 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 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. Five percent of the voting members 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 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. 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.
- C. Preparation of the slate. An individual automatically progresses from vice president to president; the president is not listed on the ballot. At least two candidates are presented for the office of 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.

- D. 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.
- E. Count of votes and announcement of results. The nominating committee distributes the electronic voting records to the council, which 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 nominating committee notifies the candidates and the membership about 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 council validates the ballots, counts and records the vote, and notifies the membership 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 five percent of the Chapter 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 the Bylaws.

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 the Chapter 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.