



Southwestern Ontario Chapter of the Society for Technical Communication: Bylaws

January 2010



Society for
Technical
Communication

Article 1 Name

The organisation is named the Southwestern Ontario Chapter of the Society for Technical Communication.

Article 2 Definitions

The Southwestern Ontario Chapter of the Society for Technical Communication is hereinafter referred to as “the Chapter”.

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The period from July 1 to June 30 is hereinafter referred to as “the Chapter year”.

The period from January 1 to December 31 is hereinafter referred to as “the Fiscal year”.

Meetings of the Administrative Council are hereinafter referred to as “Administrative Meetings”.

Meetings that are open to all Chapter members are referred to as “general meetings”. Unless otherwise stated, “general meeting” refers to both regular and special general meetings.

Article 3 Membership

Membership in the Chapter is open to all members in good standing of the Society.

A Society member becomes a Chapter member by registering as a Chapter member with the Society. The member may do so when he or she joins the Society or when he or she renews his or her Society membership.

3.1 Rights

All Chapter members have the right to vote in any election or referendum of the Chapter.

Only Chapter members who have attained the age of majority and have been members in good standing for at least one year may stand for elected office within the Chapter.

3.2 Suspension and Termination

A person's membership in the Chapter will terminate when

- the person loses position of good standing within the Society (through non-payment of dues, suspension, or expulsion); or does not pay the dues required to become a member of the Chapter
- the person voluntarily withdraws from the Society; or the person voluntarily withdraws from the Chapter.

The Chapter cannot suspend or terminate a person's membership in the Chapter. Only the Society's Board of Directors, within the limits of the Society's *Articles of Incorporation and Bylaws*, has this right.

Article 4 Directors

4.1 Elected Directors

The business of the Chapter shall be managed by the elected directors, who may take any action that is not prohibited by law or the certificate of incorporation, or reserved to the members.

The Board of Directors shall consist of three directors. The directors shall also serve as president, secretary and treasurer on the Administrative Council.

4.2 Length of Term

The directors shall hold office for a term of one year, from July 1 to June 30. Vacancies in the Board of Directors occurring during the year shall be filled by majority vote of the Administrative Council. All directors can hold the same position for more than one term, but the directors must be re-elected each Chapter year.

4.3 Board of Director Meetings

The first meeting of each newly elected Board of Directors shall immediately follow the election. No notice need be given of the first meeting.

Thereafter, the Board shall hold special meetings as required; the minutes of which shall be made available to the general membership. A special meeting shall be called on the request of any director. Ten days written or e-mail notice of all special meetings shall be given to each director. This requirement may be waived with the unanimous agreement of all members of the Board of Directors.

At all Board of Director meetings, a majority of the directors must be present to constitute a quorum. If there is a quorum, the majority vote of those present shall be necessary before any action can be taken.

4.4 Finances

Unless otherwise provided in these bylaws, the disbursement of Chapter funds shall be within the sole discretion of the directors. The directors may conduct activities to raise funds for Chapter purposes and may receive funds from any source. The directors may administer any received funds in accordance with any terms of the receipt if such terms do not conflict with stated Chapter purposes.

Directors may not approve the disbursement of funds to Chapter members, Administrative Council members or directors except for the reimbursement of expenses or to provide reasonable compensation for services rendered.

Article 5 Administrative Council

The Administrative Council is responsible for ensuring the Chapter completes at least the minimum tasks required by and defined in the Society's *Articles of Incorporation and Bylaws*.

5.1 Administrative Council Officers

The Administrative Council will consist of

- the president;
- the secretary;

- the treasurer;
- the past president; and
- other officers appointed by the president.

5.2 Elected Officers

5.2.1 The elected officers will be responsible for defining the structure and composition of the Administrative Council at the beginning of the Chapter year as well as completing other duties as defined in these bylaws. The elected officers will be entitled to vote on all matters brought before the Administrative Council. The president, secretary and treasurer are elected as directors and serve on both the Board of Directors and the Administrative Council.

5.2.2 President

The president will

- exercise general supervision over the affairs of the Chapter;
- preside at general and administrative meetings;
- appoint officers to the Administrative Council to serve with the elected officers;
- act as an ex-officio member of all volunteer teams;

In the absence of the president, the treasurer will preside at general and administrative meetings; in the absence of both the president and treasurer, the attendees of the general or administrative meeting will elect a temporary chairperson.

5.2.3 Secretary

The secretary will

- attend all general and administrative meetings;
- record and maintain the minutes of all general and administrative meetings and distribute these in accordance with established procedures;

- maintain minutes so that they are available at any time to the Administrative Council; and
- perform other duties assigned by the president.

5.2.4 Treasurer

The treasurer will

- attend all general and administrative meetings;
- receive all monies paid to the Chapter and deposit those monies in financial institutions the Administrative Council authorises;
- properly account for Chapter funds;
- prepare an annual financial report, an annual budget and any other financial reports as required for submission to the Society's treasurer based on the Fiscal year;
- maintain books and records so they are available at any time to the Administrative Council;
- supply appropriate financial documentation to governmental and regulatory agencies as required;
- prepare a financial statement that reasonably reflects the Chapter's current position for submission to the Chapter membership at the annual general meeting;
- assume the duties of the president in the absence or incapacity of the president;
- solicit budget requests and present a comprehensive budget proposal to the Administrative Council; and
- perform other duties assigned by the president.

5.2.5 Past President

The past president will

- attend all general and administrative meetings;
- offer his or her guidance to the president and the Administrative Council as a whole; and

- perform other duties assigned by the president.

5.3 Appointed Officers

At the beginning of the Chapter year, the president will appoint the non-elected officers and assign specific duties to them.

An appointed officer may complete his or her assigned duty or duties as an individual or as the leader and representative of a volunteer team.

The appointed officers will have a vote in matters brought before the Administrative Council provided they are Chapter members in good standing.

5.4 Length of Term

A term in the Administrative Council will be one Chapter year. However, if an appointed officer's duty or duties span less than one Chapter year, the president can discharge the officer from the Administrative Council prior to the end of the Chapter year.

An officer can hold the same position on the Administrative Council for more than one term, but the officer must be re-elected or re-appointed each Chapter year.

The office of the president can be held by the same person for a maximum of two consecutive years; this term may be extended by a maximum of one further year by a vote at the annual general meeting.

Article 6 Special Interest Groups

The Administrative Council can establish special interest groups to support the needs and interests of one or more groups in the Chapter's membership.

Special interest groups will follow the policies and procedures defined in the Society's *Articles of Incorporation and Bylaws* and other documents pertaining to special interest groups.

At the start of the Chapter year, the president may appoint a manager to each special interest group. The managers will be responsible for coordinating the activities of their respective special interest groups and will sit on the Administrative Council.

Article 7 Meetings

The Chapter will hold both annual general and administrative meetings as defined in these bylaws.

7.1 Regular General Meetings

The Chapter will hold an annual general meeting no later than one month after the end of the Chapter year.

The president will deliver notice of regular general meetings to the last known postal or e-mail address of each member at least 14 days prior to the date of the meeting.

Quorum at all general meetings is either ten percent of the Chapter's voting membership or ten voting members, whichever is less.

7.2 Special General Meetings

Special general meetings may be convened to deal with urgent matters that may need action between annual general meetings.

Special general meetings may be called by the Board of Directors at any time and shall be called at the written request of at least ten Chapter members.

The president will deliver notice of special general meetings to the last known postal or e-mail address of each member at least 10 days prior to the date of the meeting. The purpose of the meeting shall be stated in the notice.

7.3 Regular Administrative Meetings

The Administrative Council will meet at the request of the president and at least once every three months to conduct the business of the Chapter.

The Administrative Council will make decisions through consensus except for

- any issue in which the Administrative Council cannot reach a clear consensus; and
- any financial issue involving the opening of a new bank account, the closing of an existing bank account, the changing of signing authority

on an existing bank account, or the borrowing of funds as defined in article 11 of these bylaws.

The Administrative Council members will vote on such issues. All elected officers must vote either in person or by proxy. The elected officers have the power of veto over the Administrative Council.

The president will inform Administrative Council officers of an administrative meeting by telephone, facsimile, e-mail, or other communication at least two days prior to the meeting.

7.4 Special Administrative Meetings

In emergency situations, the Administrative Council can hold a special administrative meeting without notice if at least three elected officers are present. The Administrative Council will ratify any decisions made at a special administrative meeting at the next regularly scheduled administrative meeting. If the Administrative Council does not ratify the decisions, the decisions become null and void.

Article 8 Elections

Elections ensure the membership's input in Chapter policies and procedures.

8.1 Elections

The Chapter will hold an election prior to the end of its Chapter year to determine the coming year's Board of Directors.

The Administrative Council will request nominations from the Chapter's members at least 30 days prior to the election. Any eligible member can nominate him or herself, or another eligible member to stand for an elected position. In the latter case, the other eligible member has the right to accept or decline the nomination.

To be elected to a position, a member must receive a majority of valid votes cast.

If no members stand for a position by the time of the election, the coming year's Administrative Council will then be responsible for selecting an eligible member to fill the position.

8.2 Procedure

Only members in good standing may vote. Only voting members can cast ballots and each voting member can only cast one ballot per vote. Voting can take place using any combination of the following methods:

- a general meeting where the individual members of the Chapter vote by secret ballot;
- an electronic-based vote; or
- a mail-based vote.

A process must be in place to ensure that only eligible voters can vote, and that person votes only once, regardless of the method used to vote..

The Administrative Council must deliver notice of an election to the last known postal or e-mail address of each member at least 30 days prior to the tabulation of the results.

The Administrative Council will solicit an impartial third party to administer the voting process and tabulation in the circumstance of an election where multiple members are contesting any number of positions.

This third party can be from inside or outside of the Chapter. In the former case, the third party must not be an officer of the current Administrative Council, a director, or a member standing for election.

8.3 Quorum

Ten percent of the Chapter's voting membership or ten voting members, whichever is less, constitutes a quorum for all elections.

Article 9 Auditing

The books, accounts, and records of the treasurer shall be audited at least once per year by either a qualified accountant or two Chapter members appointed for that purpose by Chapter members at the general meeting. Auditors may not be a director, an Administrative Council officer or an employee or a partner of the directors or officers. The auditor or auditors will submit a complete and proper statement of the previous year's standing of the books to the Administrative Council, who must then report the findings to the Chapter members.

Any member of the Chapter may inspect the books and records of the Chapter at the annual general meeting. Members may also inspect the books and records at any time, by giving reasonable notice to the treasurer, and arranging a satisfactory inspection time.

Article 10 **Remuneration**

Directors and Administrative Council members shall not receive any compensation for their services as directors or Administrative Council members; however, the Administrative Council may authorize reimbursement of expenses properly incurred in the performance of their duties as long as they are supported by appropriate documentation and receipts. Nothing herein shall preclude a director or member from serving the Chapter in any other capacity and receiving compensation for such services.

Article 11 **Borrowing Powers**

To carry out its objectives, the Chapter may borrow, raise, or secure the payment of money in such manner as it sees fit. However, this power can be exercised only under the authority of the Board of Directors.

Article 12 **Relationship of Parties**

The relationship of the Society and the Chapter to each other is that of independent contractors. Nothing herein shall create any joint venture, partnership, or agency relationship of any kind between the parties. Unless expressly agreed to in writing by the parties, neither party is authorized to incur any liability, obligation, or expense on behalf of the other, to use the other's monetary credit in conducting any activities, or to represent to any third party that either party is an agent of the other party.

Article 13 **Amendment of Bylaws**

These bylaws may be amended at any general meeting of the Chapter by a two-thirds vote, provided that the amendment has been submitted in

writing to the last known postal or e-mail address of each member at least 30 days prior to the meeting.

Article 14 **Dissolution or Merging**

The Chapter may be dissolved or merged into another Chapter, or otherwise reorganized only in accordance with the Society's bylaws and procedures. Although the Chapter will still exist in the eyes of the Ontario government, these are the steps the Board of Directors will take after outstanding debts are paid:

- In the case of dissolution, all remaining Chapter funds and assets shall be given to the nearest Canadian STC Chapter.
- In the case of a merger, all remaining Chapter funds and assets shall be shared with the merging Chapter.