



East Bay Chapter Bylaws

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Revision Block

Version Number	Release Date	Revision Summary	Modifications
1.0	February 1999	Initial publication	
2.0	February 2002	Change of leadership roles	<p>Removed "council person at large" role and description</p> <p>Added VP of Programs and VP of Arrangements and descriptions of those positions.</p> <p>Clarified language regarding voting, the annual business meeting, and announcement of officers</p> <p>Added that VPs, Secretary and Treasurer could run for additional, consecutive terms</p> <p>Changed number of required signatures to one for checks for approved expenditures</p>
3.0	February 2003		<p>Removed Past-President as a voting member of the Council except to break a tie vote. (This follows International STC Bylaws.)</p> <p>Removed the list of job duties for each Council Member In the Duties of Council Members section. These will be added to the EB Chapter Handbook.</p> <p>Changed a percentage number to 10% (from 1%) regarding the number of members required to vote for an amendment to the Bylaws.</p> <p>Added the Nominating Committee to the list of Admin. Council committees with an appointed Chair and two elected members.</p> <p>Edited and applied the Chicago Manual of Style to the Bylaws for consistency and a more readable document.</p> <p>Edited wording for Administrative Council voting to include electronic vote in addition to voting by members present.</p>

Please direct corrections or comments to the President-Elect. Contact information is available on the chapter website.

Article I—Name and Objectives

Section 1 Organization Name

The name of this organization is the East Bay Chapter of the Society for Technical Communication, Inc.

Section 2 Definition and Purpose

The East Bay Chapter comprises a group of members who live or work in a particular locality commonly called the East Bay (including but not limited to Alameda and Contra Costa Counties) and who, as a matter of geographic convenience, have organized themselves to promote the purposes of the Society. The Chapter can engage only in activities that conform to the Society's purposes.

Section 3 Objectives

The objectives of the East Bay Chapter are to advance the arts and sciences of technical communication by:

- A Stimulating the exchange of information by means of publications, meetings, and conferences
- B Cooperating with other STC chapters, other societies, institutions, and professional organizations in mutually beneficial projects
- C Recognizing outstanding accomplishments of its members
- D Encouraging research
- E Supporting educational programs for students
- F Promoting career development of members
- G Increasing public awareness and appreciation of the technical communication profession

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 membership by an elected Administrative Council.

**Section 2
Constraints**

- A The Chapter is nonprofit, nonsectarian, and nonpartisan. It cannot endorse or disparage a commercial enterprise, a political platform, or a candidate for public office.
- B The Chapter must operate under local rules and procedures that are consistent with the governing documents of the Society Bylaws Committee and approved by the Society Board prior to adoption.
- C The Chapter cannot charge Chapter dues, but with specific approval of the Society Board, it can levy local assessments provided that they are not called “dues” and have no bearing on membership.
- D The Chapter cannot own real estate or obligate the Chapter or the Society to any financial or other commitment.
- E The Chapter cannot use the Society name without the Chapter designation.

Article III—Membership

**Section 1
Chapter Membership**

Only Society members in good standing may be members of the East Bay Chapter. All members residing or working within the approved boundaries of the Chapter are assigned by the Society to the East Bay Chapter. An STC member may request a specific Chapter affiliation with another Chapter regardless of location, and may transfer membership from one chapter to another by notifying the international STC office. A member may belong to only one chapter at a time.

**Section 2
Universal Rights**

Individual members, regardless of grade, may:

- A Attend (at the membership rate) any meeting, convention, conference, or workshop sponsored by the Chapter or the Society.
- B Contribute ideas and suggestions to further the Chapter’s purpose.
- C Wear the Society emblem.
- D Carry the membership card.
- E Receive the publications of the Society and the Chapter.

**Section 3
Voting Rights**

Voting members are members and senior members. Each voting member is entitled to vote on each matter submitted to the membership by mail or at a business meeting of the East Bay Chapter. Student members (according to the Society' s Bylaws) may vote only on matters of business within a student chapter; therefore, East Bay Chapter student members may not vote on matters of East Bay Chapter business.

**Section 4
Office-Holding Rights**

A A member or senior member of the East Bay Chapter may hold any Chapter elective office and may serve as a manager or member of a Chapter committee. According to the international STC Bylaws, only a senior member may serve as an elective official or manager of an international STC committee.

B A student member may not hold an elective office in the East Bay Chapter, but may serve as member or manager of a Chapter committee.

Article IV—Administrative Council

**Section 1
Membership**

The Administrative Council consists of the following voting members:

- President
- President-Elect
- Vice President of Programs
- Vice President of Arrangements
- Secretary
- Treasurer

All voting Council members are elected by the membership. Two members of the Nominating Committee are also elected by the membership. All Council members, committee chairs, and committee members serve without compensation. The Newsletter Managing Editor and all other manager positions are delegatory, and operate with committees. The Past-President, an ex-officio member of the Council, holds a non-voting position, except to break a tie vote.

**Section 2
Powers and Constraints**

The Administrative Council has the power to manage the Chapter's assets and capital equipment, to determine its fiscal policies, and to direct its affairs to achieve the objectives stated in Article I, Section 3, "Objectives." The Council acts in accordance with the governing documents, which it has the authority to interpret and clarify in terms of language. The Council delegates powers in the interest of efficient management.

Each Administrative Council member completes the duties described in the East Bay Chapter Handbook for that particular office.

**Section 3
Administrative Council
Members**

A The *President and the President Elect*, are responsible for ensuring that the following activities are performed. Standing committees and activities listed may be given higher or lower priority or lesser emphasis from year to year, as decided by the Administrative Council. At the first leadership meeting of each year, assignments for managing each activity are delegated to Council members or committee managers, based on interest, experience, and need.

- Liaise with each of the committees or activities. Set schedules for ongoing Chapter programs..
- Propose topics for the upcoming year's meetings with the Vice President for Programs and other leaders.
- Organize volunteer recognition for the Chapter, as scheduled by the President.

The *President* exercises general supervision over the affairs of the Chapter: calls meetings; presides at meetings of the Chapter and Council; recruits leaders; appoints heads of Chapter committees subject to Council approval; and is an *ex-officio* member of all Chapter committees.

The *President-Elect* assumes the duties of the President in the absence or incapacity of the President.

The *Vice President of Programs* manages the Program Committee.

The *Vice President of Arrangements* completes or oversees arrangements for meetings.

The *Secretary* records minutes of all Council meetings.

The *Treasurer* supervises the Chapter's fiscal affairs.

The *Immediate Past President* is an *ex-officio* member of the Council and serves in an advisory position to the Council.

Article IV—Administrative Council

The following activities have proven beneficial to the growth of the East Bay Chapter, and need to be emphasized:

- Sponsor educational programs for the members, such as Chapter-sponsored seminars, workshops, and contests.
- Generate publicity about the Chapter's activities and about the Society.
- Publish a newsletter at regular intervals.
- Provide employment referral services to establish contact between Chapter members and local employers.
- Establish Special Interest Groups (SIGs) to pursue special fields of interest in technical communication.

Section 4 Terms of Office

The officers of the Administrative Council are elected for a term of one year in accordance with Article VIII. The President may not serve more than one year at a time, but may run again two years after completing a term. The Vice Presidents, Secretary, and Treasurer may hold additional, consecutive terms of office.

Section 5 Vacancies

If the office of the President becomes vacant before the term is over, the President-Elect assumes the duties of the President unless the office of the President-Elect is also vacant. In that event, a President is elected from among the voting Council members by majority vote of the entire Council (including the Past President). A vacancy in any of the other Council offices or Nominating Committee members will be filled by a majority vote of the remaining Council members. Vacancy appointments extend to the next annual election and are not considered a term of office within the meaning of any restriction imposed by Section 4, "Terms of Office."

Section 6 Council Meetings

The Council meets at regular intervals at least three times a year on an agreed-upon day for conducting business. Meetings are called by the President or at the request of at least three Council members. Four voting members of the Council constitute a quorum. All votes and official actions taken by the Council are recorded in the minutes of the Council meeting.

**Section 7
Special Council Meetings**

Special Council meetings to address specified topics or issues shall be called by the President or at the request of two of the Council members. Notice of such meetings is sent to each voting member at least one week before the date of the meeting. In lieu of special meetings for emergencies, it is permissible to use the mail, email, and telephone for distributing information or taking a vote on critical issues.

**Section 8
Removal**

If the conduct of a Council member is such that the Council as a whole feels it necessary to remove a member, the Council votes for removal. The person to be removed must be notified by mail at least 10 days before the next Council meeting. The vote for removal must be sustained by two-thirds of the entire Council.

**Section 9
Transaction of Council
Business**

Council meetings follow the parliamentary procedures specified in *Robert's Rules of Order*, where applicable and consistent with the governing documents of the Chapter. The Council acts by *majority vote of at least four members* participating in an Administrative Council meeting or an electronic vote, except when a two-thirds vote of the entire Council or any other specified vote is explicitly required.

Article V—Committees

**Section 1
Establishment**

The Council establishes Standing or Special Committees to take charge of specific responsibilities. The manager of each Standing or Special Committee is appointed by the President with the advice of the Administrative Council and serves for a term equivalent to that of the President. A committee manager is responsible for orderly transition of duties and transfer of committee records to successors. Any member may serve as manager of a Standing or Special Committee. After the work of a Special Committee is completed, the committee is dissolved by the Council. The manager is debriefed by the President, and committee records are forwarded to the President.

**Section 2
Committee
Membership**

Committee managers appoint the members of their respective committees and establish subcommittees, as required. Council approval is not required for appointment of committee members, or for establishment of subcommittees. Committee managers should be provided descriptions of committee duties and responsibilities as outlined in the Chapter Handbook.

**Section 3
General Duties of
Committees**

Responsibility for three of the Standing Committees is assigned to specified Administrative Council members: Special Interest Group (SIG) Committees; the Nominating Committee; and the Audit Committee. All other Standing and ad hoc committees perform under the general supervision of the President or the President Elect, who may delegate responsibility. Each committee manager submits periodic written reports to the President.

**Section 4
Standing Committees
(Stipulated Council
Reporting
Relationships)**

- A The SIG Managers liaison is the President-Elect. SIG Managers are responsible for presenting interesting and topical meetings in specific areas of interest to SIG attendees. The SIG Managers contact professionals and consultants in specific areas of technical communication who can broaden or otherwise increase the knowledge of interested members.
- B The Nominating Committee Chair is appointed by the Administrative Council and reports to the President and Past President. The Nominating Committee Chair is responsible for recruiting volunteers for vacant Chapter positions, selecting qualified candidates for the annual election held in the spring, preparing and distributing the ballot, validating and counting the votes, protecting the identity of voters, and recording the vote. This Committee is responsible for promptly notifying the Administrative Council and all candidates of the total votes cast for the various candidates.
- C The Audit Committee reports to the President and Past President and is responsible for reviewing and validating the Chapter's accounts after the closing of the books at the end of each fiscal year.

Article VI—Chapter Operations

**Section 1
Name**

The name of the Chapter can be changed by a two-thirds vote at a business meeting, provided that a quorum is present. All Chapter members must receive a motion to change the name at least two weeks before the vote. The Chapter then notifies the Society of the name change.

**Section 2
Boundary**

Any change in boundaries must be submitted to the Society for approval.

**Section 3
Headquarters**

Unless physical space is designated as the Chapter headquarters, the Chapter headquarters is a mailing address designated by the President. All expenses incurred in the operation of the designated headquarters are budgeted annually and are included in the Treasurer’s budget for approval by the Council.

**Section 4
Finances**

- A The Chapter operates on a fiscal year basis—July 1 to June 30 of the following calendar year. Funds are established for operating purposes and for reserves.
- B Chapter funds are deposited in any banking or savings and loan institution that is federally insured, or a credit union that is federally insured. The Council alone can authorize payment of Chapter expenses; disbursements must be authorized in writing by the Treasurer and either the President or the President Elect; funds may be withdrawn only over the signature of the Treasurer, the President, or the President-Elect.
- C Approval by five of the six members of the Council is required to conduct the following business:
 - Designate funds for investment
 - Make major purchases
 - Change income producing procedures
- D Approval by a majority of responding chapter members is required to make major changes in financial policies. To ensure adequate time to respond, Chapter members must be notified at least one month in advance.

**Section 5
Chapter Relationship with
Society**

The East Bay Chapter maintains contact with the Society in accordance with the Society’s Bylaws, Article IX.

Article VII—Chapter Meetings

**Section 1
Annual Business Meeting**

At least one annual Chapter meeting is held at which the Administrative Council and Chapter committees report to the membership and at which the results of the annual election are announced. A quorum for transacting business is 25 percent of the voting members or 20 voting members, whichever is fewer.

Section 2
Monthly Dinner Meetings

The Chapter will have at least nine meetings with formal programs a year and an annual meeting to announce the results of the election. The location(s) will be determined by the Vice President of Arrangements and publicized to the membership. The calendar for the year, including tentative dates for meetings will be set by the Administrative Council at the first leadership meeting.

A meeting can be cancelled by the Council if the date conflicts with other events or a problem arises with the designated venue. The membership must be notified of the cancellation at least 30 days in advance.

Section 3
Special Business Meetings

Special meetings are called by the President if requested by three-fourths of the Administrative Council or a majority of the membership. Notice of such special meetings is sent to each voting member at least 15 days before the meeting.

Article VIII—Chapter Elections

Section 1
Annual Election

- A *Time of Election.* Chapter officers are elected annually in time for the new officers to attend the annual business meeting of the Society (held during the STC Annual Conference) as representatives of their Chapter. A Chapter Nominating Committee handles the elections.
- B *Nominating Committee.* The Nominating Committee (activated in September of each year) is responsible for the selection of qualified candidates for Chapter office, and for the conduct of the annual election, in accordance with Article IX of the Society Bylaws. (Note: The Nominating Committee may also identify members for recognition with special chapter and national STC awards.)
 - The Nominating Committee consists of the appointed Chair and two elected members. All members of the Nominating Committee must be members or senior members of the East Bay Chapter.
- C *Nominations by Petition.* Nominations by petition must bear the signature of 10 percent of the membership.
- D *Ballots.* The slate and ballots are distributed to the membership at least three weeks prior to the close of the election. All ballots are tallied and the new Administrative Council announced at the chapter meeting corresponding to the close of the election. (Note: Votes are accepted by mail, by e-mail if verifiable, or during the first 30 minutes of the Chapter meeting, at which

time the polls are closed, and the votes are tallied by the Nominating Committee or its designees.)

- E *Selection and Evaluation of Candidates.* The Nominating Committee contacts individual Chapter members for recommendations of candidates for office. The candidates' qualifications are evaluated in accordance with Article III, Section 3 of the Society Bylaws and in accordance with standards and criteria developed by the Nominating Committee. Qualified candidates must be consulted for willingness to serve before being offered on the ballot.
- F *Preparation and Distribution of the Slate and Ballot.* The Nominating Committee prepares the final slate and ballot for distribution to all voting members by mail (or other vehicle that affords verification of the recipient). 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.
- G *Count of Votes.* The Nominating Committee 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 sitting Administrative Council. If an unopposed candidate receives more negative votes than affirmative votes, that office is declared vacant.
- H *Announcement of Results.* The Nominating Committee Chair promptly notifies the Administrative Council and all candidates of the total votes cast for the various candidates. The Nominating Committee Chair also makes the official public announcement of elected candidates at the chapter meeting corresponding to the close of the election and at the annual business meeting when officers are installed. The outgoing President informs the Society headquarters of the election results at least 5 working days after the election and 5 working days before the Society annual business meeting.
- I *Succession of Office.* The incoming and outgoing officers together attend the first Administrative Council meeting, which can be immediately prior to, or following, the Chapter Annual Business Meeting. The outgoing President turns the meeting over to the new President, who conducts the order of business and hears all final reports. The outgoing President, officers, and managers turn over to their successors before the second Council meeting all financial records, treasurer's reports, meeting minutes, program notes, membership data, archive materials, and all other materials related to the Chapter business.

**Section 2
Voting on Non-Election
Issues**

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 prepares and distributes the ballot. Instructions pertaining to the voting on such special ballots shall be given at the discretion of the Council. The Council validates and counts the ballots, records the votes, and notifies the membership of the results.

Article IX—Chapter Dissolution

**Section 1
Chapter Dissolution**

The STC Board of Directors can by two-thirds vote to dissolve the East Bay Chapter when it is satisfied that the Chapter is inactive and that there is no reasonable hope of its immediate revival, or when it is satisfied that such action is in the best interest of the Society. Chapter dissolution does not affect the Society membership status of the members assigned to such a Chapter. Members of a dissolved Chapter are assigned to another Chapter or branch if one exists in the general region. Upon dissolution, residual Chapter funds revert to the Society treasury.

Article X—Amendments

**Section 1
Origination**

An amendment to the Bylaws can be originated by the Administrative Council, by the President-Elect, or by a written petition signed by 10 percent of the voting members. All proposed amendments must first be submitted to the Administrative Council for recording and to the President -Elect for review to ensure compatibility with the provisions of the Chapter's and the Society's governing documents. Articles II, III, and IX fall under Society jurisdiction and cannot be amended.

**Section 2
Implementation**

After formulating the proposed amendment in conjunction with the originator, the President-Elect submits the amendment to the Council with a recommendation. The Council by three-fourths vote recommends any proposed amendments to the membership for adoption by means of a ballot. The ballot statement can include the

Article X—Amendments

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.