

**HOUSTON CHAPTER OF THE SOCIETY FOR TECHNICAL
COMMUNICATION
(A UNITED STATES BASED CHAPTER OF THE SOCIETY FOR
TECHNICAL COMMUNICATION, INC.)
BYLAWS**

Article I – NAME

The name of this organization is SOCIETY FOR TECHNICAL COMMUNICATION, HOUSTON CHAPTER (“the Chapter”). The Society’s legal name is the Society for Technical Communication, Inc. (“the Society”).

Article II – Mission

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

Article III – Constraints

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

Article IV – MEMBERSHIP

Section 1. General

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

Section 2. Qualifications for Membership

All members of the Chapter must be members of the Society. Qualification for membership is determined according to the Society Bylaws.

Section 3. Rights and Privileges of Classes of Membership

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

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

Section 4. Obligations of Membership

By accepting Chapter membership, each member agrees to abide by the Chapter's governing documents, work toward achievement of its purposes, and act in accordance with its precepts. Members who fail to do so may have their membership revoked by the Society or the Chapter.

Section 5. Admission to Membership

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

Section 6. Termination of Chapter Membership

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

Section 7. Reinstatement

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

Section 8. Transfer of Membership

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

Section 9. Dues

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

Section 10. Annual Business Meetings

Annual business meetings of the voting members of the Chapter shall be held at such time and place as fixed in advance by the Administrative Council for the purpose of electing Directors and transacting any other business that may properly come before the voting members. Written notice of each annual business meeting shall fix the time and place of the meeting and, if deemed appropriate by the Administrative Council, the purpose or purposes thereof, and shall be given to each voting member, in the manner provided by these Bylaws, at least thirty (30) but no more than sixty (60) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any annual business meeting of the voting members.

Section 11. Special Meetings

Special meetings of the voting members may be called by a majority of the Administrative Council or by the President of the Chapter, or if there is a written request of ten percent (10%) or more of the voting members to the Administrative Council and shall be called by the President or Secretary of the Chapter. Written notice of each special meeting shall fix the time and place of the meeting and, if deemed appropriate by the person or persons by whom or at whose request the meeting is being called, the purpose or purposes thereof, shall be given to each

voting member, in the manner provided by these Bylaws, at least thirty (30) but no more than sixty (60) days before such meeting.

Section 12. Quorum Voting and Proxies

At all meetings of the voting members, a quorum for transacting business at such a meeting shall be the lesser of (A) twenty-five percent (25%) of the voting members or (B) twenty (20) voting members. Each voting member shall have one vote. A vote of the majority of the voting members, represented in person or by proxy, at any meeting at which a quorum is present shall be the act of the voting members, except as otherwise provided by these Bylaws. Voting members may vote by proxy executed in writing or electronically by such voting members. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the voting member who executed it. Voting on all matters may be conducted by proxy. If a quorum is not present at any meeting, the voting members present at such meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 13. Presiding Officer and Secretary

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

Article V – ADMINISTRATIVE COUNCIL

Section 1. Powers and Duties

The Administrative Council of the Chapter shall manage and direct the business and affairs of the Chapter.

Section 2. Community Governance

The affairs of the community shall be governed by the Administrative Council in accordance with Article IX of the Society Bylaws.

Section 3. Types of Director; Election; Appointment

The Directors of the Administrative Council shall consist of (A) the Officers (as defined in Article VI) and (B) the “At-Large Directors” (“Directors,” as defined in Article V, Sections 4 and 5). The Officers and At-Large Directors shall be elected by the voting members, as described in Article VII of these Bylaws. The At-Large Directors and the Officers shall serve until their successors are elected or appointed.

Section 4. Eligibility

All candidates for elective office must be members of the Chapter in good standing. The Officers and the Directors are elected in accordance with Article VII of the Chapter Bylaws.

Section 5. At-Large Directors

There shall be no fewer than two (2) At-Large Directors and no more than four (4) At-Large Directors, with the exact number within such range to be fixed from time to time by the Administrative Council, provided that no decrease in the number of Directors shall shorten the term of any incumbent At-Large Director. Each Director shall serve for a term of one (1) year or until his or her successor is elected or appointed.

Section 6. Resignation and Removal

Any Director may resign at any time by written notice to the Chapter. If a Director fails to carry out the duties and responsibilities of office as outlined in these Bylaws or persists in activities not in the best interest of the Chapter, the Council by a two-thirds vote may remove the Director from office. However, removal is recommended only after all other options have been exhausted.

Section 7. Vacancies

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

Section 8. Time and Place

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

Section 9. Regular Meetings

Regular meetings of the Administrative Council shall be held at such time and place as shall from time to time be fixed in advance by resolution of the Administrative Council.

Section 10. Special Meetings

Special meetings of the Administrative Council may be called by the President of the Chapter, or, at the written request of any two (2) or more Directors, shall be called by the President. Written notice of each special meeting of the Administrative Council stating the time and place, and, if deemed appropriate by the person or persons by whom or at whose request the meeting is being called, the purpose or purposes thereof, shall be given to each Director, in the manner provided in these Bylaws, at least seven (7) days before such meeting.

Section 11. Powers and Constraints

The Council has the power to manage Chapter property, to determine Chapter fiscal policies, and to direct Chapter affairs to meet Society objectives. The Council acts in accordance with the Chapter's governing documents, which the Council has the authority to interpret. The Chapter's governing documents include, but are not limited to, procedures that are outlined in the officer and committee list of responsibilities and the chapter policies and practices that are adopted by the Council. The Council may prudently delegate powers in the interest of efficient management.

Section 12. Duties of Council Members

The Directors attend all Council meetings, direct Chapter committees, and perform other duties that are assigned by the president or Council.

Section 13. Terms of Office

Terms of office for all elected members of the Council begin with their installation at the Chapter's annual leadership transition meeting and end at the next transition meeting.

Section 14. Quorum and Voting

At any meeting of the Administrative Council, a majority of the entire Administrative Council shall be necessary and sufficient to constitute a quorum for the transaction of business. The vote of a majority of the Directors

present at any meeting at which a quorum is present shall be the act of the Administrative Council, except as otherwise provided by statute or these Bylaws. If a quorum shall not be present at any meeting of the Administrative Council, the Directors present may adjourn the meeting, from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 15. Participation in Meetings by Telephone

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

Section 16. Action by Unanimous Written Consent

Any action required or permitted to be taken by the Administrative Council may be taken without a meeting if all members of the Council consent thereto in writing and/or by electronic mail. The written consents and copies of the electronic mail consents to each such action shall be filed with the minutes of the proceedings of the Council.

Article VI – OFFICERS

Section 1. Definition; Appointment

The Chapter shall have a President, a Senior Vice President, a Secretary, a Treasurer, and an Immediate Past President (the “Officers”). The voting members shall elect the Officers of the Chapter for a term of one (1) year. The Officers shall be Directors of the Chapter. The Chapter shall have such other officers as the Administrative Council may designate by resolution from time to time, which officers shall have the authority and exercise the duties as the Administrative Council may specify. No person may hold more than one Office at the same time, except the offices of Secretary and Treasurer, which may be held by one person at the same time.

Section 2. Duties of the Officers.

The President shall call and preside at meetings of the Chapter, the Administrative Council, and the voting members and shall perform such other duties as the Administrative Council may assign from time to time. The Secretary shall keep, or cause to be kept, minutes of all Administrative Council and membership meetings, shall distribute them in accordance with Chapter policies and procedures and perform such other duties as the President or the Administrative Council may assign. The Senior Vice President shall assume the duties of the President in the temporary absence or incapacity of the President. The Treasurer shall (A) oversee Chapter finances; (B) work with Chapter representatives to prepare an annual budget for approval by the Administrative Council and the Society; and (C) deliver a report to the voting members on the Chapter’s financial condition at the Chapter’s annual business meeting. The Treasurer shall perform such other duties as the Administrative Council may assign. The Immediate Past President shall be a non-voting member except in the event of a tie, in which case the Immediate Past President shall provide the tie-breaking vote.

Section 3. Resignation; Removal; Vacancies.

Any Officer may resign by written notice to the Chapter or any Officer may be removed by the voting members. If the office of president becomes vacant for any reason, the office is filled by the senior vice president. If the office of any other Officer becomes vacant for any reason, the Administrative Council may fill the vacancy for the remainder of the vacating Officer’s term.

Article VII – ELECTIONS

Section 1. Annual Election

The annual election of Chapter officers and Directors shall be conducted at the April general meeting or at another general meeting as shall be determined by resolution of the Administrative Council.

Section 2. Nominating Committee

The Nominating Committee is composed of three or more Chapter members, including a manager appointed by the Chapter president. Additional members shall be recruited by the manager. The committee selects nominees for elective Chapter office and announces the nominations to the Chapter members in accordance with Article VII, Section 4 of these Bylaws. The Nominating Committee shall be limited to those who have been Chapter members for at least three years.

Section 3. Count of Votes and Announcement of Results

The Nominating Committee shall establish and oversee a secure process that validates the ballots while protecting the identity of the voters, counts and records the votes, and announces the election results.

Section 4. Nominations

Nominations are presented by the Nominating Committee or by members of the Chapter as directed in this section.

The Nominating Committee shall submit the names of candidates for elective office to the Council. No Chapter member may be nominated for more than one office in the same election. The Nominating Committee manager or designee shall announce the nominations to the Chapter members at a general meeting and through the Chapter newsletter or special mailing, with the date, place, and time of the annual election and a brief statement about the nominating and voting procedures.

Chapter members may also submit nominations directly to the Council or to the Nominating Committee manager. Such nominations must be submitted in writing and signed by at least three voting members of the Chapter. To be valid, such nominations must reach the Council or the Nominating Committee manager thirty (30) days prior to the annual election.

The Nominating Committee manager arranges for mailing a notification to all Chapter members informing the membership how to access an electronic version of a proxy ballot for download no later than ten days before the annual election.

Section 5. Voting and Election

Officers shall be elected by a majority of Chapter members voting, in person or by proxy. If no majority is obtained on the first ballot for an office, a second ballot shall be taken to decide by plurality among the two or more candidates who received the greatest number of votes on the preceding ballot, or to decide ties. Directors shall be elected by a plurality of the votes cast, in person or by proxy. If a tie occurs, additional ballots shall be cast to decide the winner.

To be valid, a proxy transferring the voting privilege of one voting member to another must be signed by the member who grants the proxy and must be presented to the Nominating Committee before the ballots are cast. A proxy authorizing another member to vote in person for the absent member shall be honored on every ballot. A proxy designating a specific candidate shall be honored only on the first ballot for any office.

Article VIII – MEETINGS

The Chapter shall hold an annual leadership transition meeting for the purposes of introducing incoming leaders to chapter policies and practices, financial reporting and budgets, chapter resources, officer and committee responsibilities, calendar of events, and past and current leaders. Outgoing leaders shall ensure that incoming leaders receive all committee files and information on or near the transition meeting date. The treasurer shall ensure that incoming leaders receive copies of their committee's budgeted and actual expenses for the past year. All Chapter members are invited to attend. At the incoming president's discretion, the transition meeting may include a special program.

Article IX – FINANCES

Section 1. Chapter Funds

Chapter funds must be deposited in any banking institution that is a member of the Federal Deposit Insurance Corporation (FDIC) or any savings and loan institution that is a member of the Federal Savings and Loan Association Insurance Corporation. The institution must be approved by the Council. Chapter funds may be withdrawn from their accounts only over the signatures of the treasurer and either the president or senior vice president. The Council shall authorize Chapter budget expenses.

Disbursement of Chapter funds must be authorized in writing by the committee manager and the treasurer. Disbursements in excess of the amount specified on the Chapter expense reimbursement form must also be authorized by the president. Only the treasurer, president, and senior vice president are authorized to sign checks and any check requires the signature of any two of these three individuals.

No Chapter member may contract debts in the name of the Chapter without express authorization from the Council. The Chapter may levy no dues against the members without express permission from the board of directors of the Society. The chapter shall not obligate the Society to any financial or other commitment. The Chapter shall own no speculative assets, such as securities or real estate.

Section 2. Fiscal Year

The fiscal year of the Chapter shall be the same as the fiscal year of the Society.

Section 3. Record Keeping

The treasurer shall maintain books and records so that they can be inspected at any time by the Council or by any auditor named by the Council. The Chapter shall be required to submit financial reports to the Society office at least annually according to the schedule set by the Society. The Chapter shall publish an annual balance sheet summary to the members and an annual report to the Administrative Council, including the financial status at the time of writing, on the date that the Society requires the Chapter to submit its annual report. All books and records of the Chapter shall be made available for examination by the Society president, board of directors, or executive director at any time.

Article X – AMENDMENTS

Section 1. Proposing

An amendment to these Bylaws may be proposed by a resolution adopted by the Council or by a petition signed by at least ten voting members of the Chapter. Such resolution or petition shall be transmitted to the Administrative Council. The Administrative Council will establish a Bylaws Committee to ensure compatibility with the provisions of the Chapter's governing documents and the Society Bylaws.

Section 2. Processing

The Bylaws Committee shall formulate all proposed amendments to these Bylaws. Proposed amendments to the Chapter Bylaws must be referred to the Chapter members by means of a ballot. The ballot statement may include the Council's recommendation. Final drafts of proposed amendments shall be submitted to the originators for review and approval. Upon receiving approval from the originators, the Bylaws Committee shall mail or electronically distribute the proposed amendments, with a recommendation, to the Chapter members at least two weeks before the special business meeting at which they are to be discussed.

After the special business meeting, the Bylaws Committee, with the amendment proposers, shall draft the changes suggested during the special business meeting. If changes are minimal or none, the Bylaws Committee shall publish a notice in the next issue of the Chapter newsletter, announcing that a vote will be taken on proposed amendments at the next general meeting. If, however, changes are extensive, the Bylaws Committee shall make a

revised version of the proposed amendments available, with notice of the scheduled vote, to the Chapter members.

A vote on the proposed amendments shall be conducted at the first general meeting following the special business meeting. The Bylaws Committee shall prepare a ballot that allows Chapter members to vote "yes" or "no" on the proposed amendments. Ballots shall be returned to the Bylaws Committee, who shall count the votes and report the results to the Chapter members at the general meeting.

Section 3. Adoption

Amendments to the Chapter Bylaws become effective upon their approval by two-thirds of the valid votes cast by Chapter members.

Section 4. Compatibility

If situations arise that are not addressed in these Bylaws, then the Articles of Incorporation and Bylaws of the Society for Technical Communication shall be in force. If Society Bylaws are 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.

Article XI – DELIVERY OF NOTICES

Notices to Directors and voting members shall be in writing and shall be delivered personally, by mail, or by any other method permitted by law. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, enclosed in a post-paid sealed envelope, and addressed to the directors and members at their respective addresses appearing on the books of the Chapter, unless any such director or member shall have filed with the Chapter a written request that notices intended for such person be mailed or delivered to some other address, in which case the notice shall be mailed to or delivered at the address designated in such request.

Article XII – DISSOLUTION

The Council may by a two-thirds vote dissolve the Chapter when the Council 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 interests of the Society. Chapter dissolution does not affect the Society membership status of the members who have been assigned to the Chapter. Members of a dissolved chapter are assigned unaffiliated status or are reassigned to another chapter if such exists in the general region. Upon dissolution, residual Chapter funds shall first be used to pay any outstanding bills and liabilities of the Chapter and any remaining Chapter assets shall then be returned to the Society.