



Bylaws

May 2004



Article 1 **Name**

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

Article 2 **Definitions**

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

The Society for Technical Communication is hereinafter referred to as “the Society”.

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

Article 3 **Membership**

Membership in the Chapter will be open to all members in good standing of the Society who work, live, or attend school in the geographic area designated for Chapter activities by the Society.

3.1 **Rights**

With the exception of Chapter student members (as defined in the Society’s *Articles of Incorporation and Bylaws*), all Chapter members will have the right to vote in any election or referendum of the Chapter.

With the exception of Chapter student members (as defined in the Society’s *Articles of Incorporation and Bylaws*), all Chapter members 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
- the person voluntarily withdraws from the Society.

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

Article 4 **Administrative Council**

The Administrative Council (as defined in this article) will be responsible for the management of the Chapter's affairs. In particular, the Administrative Council will be responsible for ensuring the Chapter completes at least the minimum tasks required by and defined in the Society's *Articles of Incorporation and Bylaws*.

4.1 **Administrative Council Officers**

The Administrative Council will consist of

- the president;
- the vice president;
- the secretary;
- the treasurer;
- the past president; and
- at least five other officers appointed by the president.

4.2 **Elected Officers**

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.

4.2.1 President

The president will

- exercise general supervision over the affairs of the Chapter;



- preside at general and administrative meetings;
- appoint at least five officers in addition to the elected officers to the Administrative Council; and
- act as an ex-officio member of all volunteer teams.

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

4.2.2 Vice President

The vice president will

- attend all general and administrative meetings;
- assume the duties of the president in the absence or incapacity of the president;
- lead the programmes and events volunteer team and ensure the Chapter completes at least the minimum tasks for programmes required by and defined in the Society's *Articles of Incorporation and Bylaws*; and
- perform other duties assigned by the Administrative Council.

4.2.3 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 president or the Administrative Council; and
- perform other duties assigned by the Administrative Council.

4.2.4 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 for submission to the Society's treasurer;
- maintain books and records so they are available at any time to the president or the Administrative Council;
- supply appropriate financial documentation as required to governmental and regulatory agencies;
- prepare a financial statement that reasonably reflects the Chapter's current position for submission to the Chapter membership at the annual general meeting; and
- perform other duties assigned by the Administrative Council.

4.2.5 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 Administrative Council.

4.3 Appointed Officers

At the beginning of the Chapter year, the president will appoint the non-elected officers and assign specific duties to them. The president can assign no more than two duties to a single appointed officer.

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 serve in an advisory capacity and will not have a vote in matters brought before the Administrative Council.

4.4 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.

4.5 Code of Conduct

All Administrative Council officers will agree to and sign the Chapter's *Code of Conduct*.

Article 5 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 will appoint a manager to each special interest group. The managers will be responsible for coordinating their respective special interest groups and will sit on the Administrative Council.

Article 6 Meetings

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

6.1 General Meetings

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

The Administrative Council will deliver notice of this meeting to the last known address of each member at least 30 days prior to the date of the meeting.

Twenty-five percent of the Chapter's voting membership or twenty voting members, whichever is less, constitutes a quorum at the annual general meeting.

6.2 Administrative Meetings

The Administrative Council will meet at the request of the president or two of its members and at least once every three months to manage the business of the Chapter.

At all administrative meetings, 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 10 of these bylaws.

The elected officers of the Administrative Council will vote on such issues. All five elected officers must vote either in person or by proxy.

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

6.3 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 7 **Elections and Referenda**

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

7.1 **Elections**

At the end of each Chapter year and before the Society's annual general meeting and conference, the Chapter will hold an election of its membership to determine the coming year's elected officers.

The Administrative Council will request nominations from the general membership at least thirty 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 later 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 plurality of valid votes cast.

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

7.2 **Referenda**

In the following circumstances, the Chapter will hold a referendum of its membership:

- The Administrative Council determines that a resolution must be brought to the membership for debate and decision.
- The president receives a petition, signed by at least twenty-five percent of the Chapter membership requesting that a resolution be brought to the membership for debate and decision.

Resolutions for a referendum include but are not limited to changes to the bylaws and removal of elected officers.

To pass, a resolution in a referendum must meet the requirements defined for "special resolutions" in the *Societies Act* of Alberta.

7.3 Procedure

To facilitate an election or referendum, the Chapter will hold

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

Regardless of which method the Chapter uses to hold an election, processes must be in place to ensure only voting members can cast ballots and that each voting member can only cast one ballot per vote.

The Administrative Council must deliver notice of an election or referendum to the last known 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 one or more positions is being contested by multiple members; or
- a referendum

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 or a member standing for election.

7.4 Quorum

Twenty-five percent of the Chapter's voting membership or twenty voting members, whichever is less, constitutes a quorum for all elections and referenda.

Article 8 Auditing

A qualified accountant, or two Chapter members appointed for that purpose by the elected officers of the Administrative Council, will audit the books, accounts, and records of the treasurer at least once per year. The auditor or auditors will submit a complete and proper statement of the

previous year's standing of the books through the Administrative Council 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 officer or officers in charge of the books and records, and arranging a satisfactory inspection time.

Article 9 **Remuneration**

No member of the Chapter will receive any remuneration for services, unless such remuneration is pre-authorized at an administrative meeting for which proper notice has been given.

Article 10 **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 and, in particular, by the issue of debentures. However, this power can be exercised only under the authority of the elected officers of the Administrative Council. Issue of debentures can take place only after a special resolution to that effect has been passed by the elected officers of the Administrative Council.