

Bylaws

*The Alberta Chapter of the Society for Technical Communication
(domiciled outside of the United States and affiliated with the
Society for Technical Communication, Inc.)*

Article 1 Organization

The Alberta Chapter of the Society for Technical Communication (the “Chapter”) shall be organized and operated exclusively for purposes consistent with the mission of 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 appended. The Chapter 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 Chapter’s purpose. 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, provincial, or local level).

Article 2 Members

2.1 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.

2.2 Qualifications for Membership

2.2.1 Student Member

To be eligible for student membership, an applicant must be

- enrolled in an accredited university, college, community college, or technical school;
- taking at least two courses or their equivalent each term; and
- preparing for a career in technical communication.

2.2.2 Regular Member

An applicant for regular membership must be

- engaged in some phase of technical communication; or
- interested in the arts and sciences of technical communication or in allied arts and sciences.

2.2.3 Senior Member

A senior member shall be any individual who has been a regular member of the Society for five consecutive years.

2.3 Rights and Privileges of Classes of Membership

2.3.1 Voting Rights

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

2.3.2 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.

2.4 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.

2.5 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.

2.6 Termination of Chapter Membership

Chapter membership may be terminated by

- Resignation in writing to the Society;
- 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 (2/3) 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.

2.7 Reinstatement

A member who resigns or whose membership lapses for non-payment 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's Board of Directors.

2.8 Transfer of Membership

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

2.9 Dues

Dues for each class of membership, as well as enrolment 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 non-refundable. Renewing members who have not paid their dues by the date on the dues renewal notice will have their membership automatically terminated.

2.10 Annual General Meetings, Nominations, and Elections

2.10.1 Annual General Meetings

The Chapter shall hold one scheduled meeting of the general membership per year (hereinafter referred to as the "annual general meeting").

Annual general 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 transacting any business that may properly come before the voting members. Written notice of each annual general 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, via postal mail or electronic notice 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 general meeting of the voting members.

2.10.2 Nomination and Election of Directors

The Administrative Council shall request nominations for Directors via postal mail or electronic notice at least thirty (30) days before the annual general meeting. Any voting member may nominate him or herself, or another eligible voting member. In the latter case, the other voting member has the right to accept or decline the nomination.

Upon the completion of the nomination process, the Administrative Council shall fix notice of nominees. Voting members may then vote for nominees at the annual general meeting in person or by proxy as defined in section 2.12 of these Bylaws.

2.11 Special Meetings of Voting Members

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 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. The notice 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. A duly executed waiver of notice thereof may also fix the time and place of any special meeting of the voting members.

2.12 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

- ten percent (10%) of all the voting members; or
- one hundred (100) 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.

2.13 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 is present, the voting members present shall appoint a presiding officer for such meeting. If neither the Secretary nor the person designated by the Administrative Council to act as secretary at that meeting is present, the voting members present shall appoint a secretary for such meeting.

Article 3 Administrative Council

3.1 Powers and Duties

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

3.2 Types of Directors; Election; Appointment

The Directors of the Administrative Council shall consist of

- the Officers (as defined in Article 4 of these Bylaws);
- the “At-Large Directors” (as defined below); and
- the immediate Past President.

The Officers and At-Large Directors shall be elected by the voting members, as described in Article 2 of these Bylaws. The Officers and At-Large Directors shall serve until their successors are elected or appointed.

3.3 At-Large Directors

There shall be no fewer than one (1) At-Large Directors and no more than five (5) 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.

3.4 Resignation and Removal

Any Director may resign at any time by written notice to the Chapter. The voting members may remove any Director for cause through a special removal vote, requiring a two-thirds (2/3) vote of the voting members casting a vote.

3.5 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.

3.6 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.

3.7 Regular Meetings

Regular meetings of the Administrative Council shall be held, with or without notice, at such time and place as shall from time to time be fixed in advance by resolution of the Administrative Council.

3.8 Special Meetings of the Administrative Council

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 two (2) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any special meeting of the Administrative Council.

3.9 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.

3.10 Participation in Meetings by Telephone

At any meeting of the Administrative Council, any one or more of the Directors 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.

3.11 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 Directors consent thereto in writing and/or by electronic mail. If there is not unanimous agreement, the issue will need to be brought up during a face-to-face meeting or conference call. The written consents and/or copies of the electronic mail consents to each such action shall be filed with the minutes of the proceedings of the Administrative Council.

3.12 Compensation

Directors shall not receive any compensation for their services as Directors but the Administrative Council may by resolution authorize reimbursement of expenses properly incurred in the performance of their duties and supported by appropriate documentation and receipts. Nothing herein shall preclude a Director from serving the Chapter in any other capacity and receiving compensation for such services.

3.13 Code of Conduct

Directors and volunteers shall agree to and sign the Chapter's *Code of Conduct*, and abide by the Code of Conduct for the duration of their term.

Article 4 Officers

4.1 Definition and Appointment

The Chapter shall have a President, a Treasurer, and a Secretary (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.

4.2 Duties of the Officers

4.2.1 President

The President shall

- exercise general supervision over the affairs of the Chapter;
- call and preside at meetings of the Chapter, the Administrative Council and the voting members;
- act as an ex-officio member of all volunteer committees; and
- perform such other duties as the Administrative Council may assign from time to time.

4.2.2 Treasurer

The Treasurer shall

- oversee Chapter finances;
- work with Chapter representatives to prepare an annual budget for approval by the Administrative Council;
- deliver a report to the voting members on the Chapter's financial condition at the Chapter's annual general meeting;
- prepare and submit any financial reports required by the Society;
- prepare and submit the annual return to the provincial registrar; and
- perform such other duties as the President or the Administrative Council may assign.

The Treasurer shall assume the duties of the President in the temporary absence or incapacity of the President.

4.2.3 Secretary

The Secretary shall

- keep, or cause to be kept, minutes of all Administrative Council meetings, including those conducted by telephone, and the record of unanimous electronic votes and membership meetings;
- distribute the above mentioned minutes and records in accordance with Chapter policies and procedures;
- perform such other duties as the President or the Administrative Council may assign.

4.3 Resignation, Removal, and Vacancies

Any Officer may resign by written notice to the Chapter or any Officer may be removed by the voting members as defined in Section 3.4 of these Bylaws. If the office of any Officer becomes vacant for any reason, the Administrative Council may fill the vacancy for the remainder of the vacating Officer's term.

4.4 Code of Conduct

Officers shall agree to and sign the Chapter's *Code of Conduct*, and abide by the *Code of Conduct* for the duration of their term.

Article 5 Miscellaneous

5.1 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.

5.2 Chapter Funds

Chapter funds shall be deposited with any banking institution that is a member of the Canada Deposit Insurance Corporation, or credit union that is a member of the Credit Union Deposit Guarantee Corporation.

5.3 Cheques, Notes, etc.

All cheques or other orders for the payment of money and all notes or other instruments evidencing indebtedness of the Chapter shall be signed on its behalf by such Officer or Officers or such other person or persons as the Administrative Council may from time to time designate. The Chapter shall not obligate the Society to any financial or other commitment. The Chapter shall be required to submit financial reports to the Society office at least annually according to the schedule set by the Society.

5.4 Borrowing Power

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 (as defined in the *Societies Act* of Alberta) to that effect has been passed by the voting members.

5.5 Auditing

A qualified accountant, or two Chapter members appointed for that purpose by vote 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 Chapter member may inspect the books and records of the Chapter upon giving reasonable notice to the Secretary.

5.6 Fiscal Year

The fiscal year of the Chapter shall be the same as the fiscal year of the Society, which is January 1 to December 31.

5.7 Seal

The Chapter does not own or use a seal.

5.8 Termination of Society Affiliation

Chapter funds and assets belong to the Society. If the Chapter ceases to be a chapter of the Society for any reason (including, but not limited to, termination by the Society or the Chapter pursuant to merger, dissolution, or reorganization of the Chapter), any remaining funds or assets of the Chapter shall first be used to pay any outstanding bills and liabilities of the Chapter and any remaining Chapter funds or assets shall then be returned to the Society according to Society procedures.

Article 6 Amendments

6.1 Power to Amend

Subject to the Society's right to review and approve any proposed amendments, these Bylaws may be amended or repealed, and new Bylaws may be adopted, by special resolution (as defined in the *Societies Act* of Alberta). All proposed amendments to these Bylaws must first be submitted to the Society for approval prior to submission to the voting membership.

6.2 Notice of Proposed Amendment

Notice of any proposed amendment to these Bylaws after these have been approved by the Society shall be delivered to the voting members at least thirty (30) days in advance of the meeting at which such amendment is to be considered for adoption.

Article 7 Dissolution and Reorganization

The Chapter may be terminated, dissolved, merged into another Chapter, or otherwise reorganized only in accordance with the Society's bylaws and procedures. All Chapter funds and assets shall be returned to the Society immediately upon termination or dissolution.