

Orlando Central Florida Chapter

Bylaws

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Orlando Central Florida Chapter of the Society for Technical Communication

Bylaws

Article I – Mission

Section 1. Mission

The mission of the Orlando Central Florida Chapter of the Society for Technical Communication (the “Chapter”) will be the same mission as the Society for Technical Communication, Inc. (the “Society”). The Society is 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.

Section 2. Constraints

The Chapter shall be organized and operated exclusively for charitable, scientific, and educational purposes consistent with its mission. It may pay compensation only for personal services that are reasonable and necessary to carry out the mission.

The Chapter:

- Must not be operated for the benefit of any director, officer, member, or individual.
- Must not attempt to influence legislation.
- Must not participate, intervene, publish, or distribute any statement in any political campaign supporting or opposing any candidate for public office at the federal, state, or local level.

Article II – Members

Section 1. General

All Chapter members must also be members of the Society.

For the purpose of these bylaws, the term “member in good standing” means a member who has complied with all the conditions required for the member’s class of membership, including paying dues and assessments.

The classes of individual membership in the Chapter follow the classes of membership set by the Society.

Section 2. Qualifications for Membership

To be eligible for any class of Chapter membership, an applicant must fulfill all eligibility requirements for the applicable class of Society membership.

Section 3. Rights and Privileges of Classes of Membership

Voting Rights

Each Chapter member is entitled to one vote on each matter submitted to the Chapter membership for a vote.

Committee, Directorships, and Officer Positions

Unless restricted by these bylaws or by a resolution of the Administrative Council, members may serve in the following positions:

- Any member may serve on a Chapter committee as appointed by the Chapter president.
- Student members may not serve as directors or officers.

Section 4. Obligations of Membership

By accepting Chapter membership, each member agrees to abide by the Chapter’s governing documents as presented in the Chapter’s Policies & Procedures Manual, work toward achieving its purposes, and act according to its precepts. Members who fail to undertake these obligations may have their membership revoked by the Society or the Chapter.

Section 5. Admission to Membership

To apply for membership in the Chapter, an applicant will use the Society's official application and designate the Chapter on the application, paying dues appropriate for the category of membership. The applicant's membership will become effective after the Society's staff approves the application.

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.

Expulsion by Society

A member may be expelled for cause from the Society if two-thirds of the entire Board of Directors of the Society vote to expel the member after a hearing before the directors.

Expulsion by Chapter

Likewise, a member may be expelled for cause from the Chapter if two-thirds of the entire Administrative Council vote to expel the member after a hearing before the council.

A member expelled by the Chapter's Administrative Council may appeal the council's decision to the Society's Board of Directors. The decision of the Board of Directors is final.

Forfeiture of Dues and Fees

A member who has been expelled will forfeit 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 required reinstatement fee to the Society.

An expelled member may be reinstated only with the approval of the Society's Board of Directors.

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

The Society is responsible for setting and publishing the rates for dues for each class of membership and for enrollment and reinstatement fees.

Renewing members who have not paid their dues by the deadline on the renewal notice may be automatically terminated. New members must submit their dues to the Society with their membership application. If the Society refuses the application, it will return the dues; in all other cases, dues are nonrefundable.

Section 10. Annual Business Meetings

Annual business meetings of the voting members of the Chapter will be held at the time and place set in advance by the Administrative Council. These meetings will be held to:

- Elect directors, and
- Transact any other business that may properly come before the voting members.

At least 30 days but no more than 60 days before the date of the annual business meeting, written notice of the meeting will be given to each voting member by:

- Electronic notice (email, discussion list notice, social media),
- Post on the Chapter's website, or
- Any combination of the above.

The notice will set the time and place of the meeting. If the Administrative Council determines it is appropriate to state the purpose or purposes of the meeting in the notice, the notice will also contain this information.

An executed waiver of notice may also set 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,
- The President of the Chapter, or
- A written request submitted to the Administrative Council by ten percent or more of the voting members.

If any of the events listed above occurs, the President or Secretary of the Chapter will call the special meeting.

At least 30 days but no more than 60 days before the date of the special meeting, written notice will be given to each voting member using one of the delivery modes listed in Article II (Members), Section 10 (Annual Business Meetings) of these bylaws.

The notice will set the time and place of the meeting. If the person or persons by whom or at whose request the meeting is being called determines it is appropriate to state the purpose or purposes of the meeting in the notice, the notice will also contain this information.

An executed waiver of notice may also set the time and place of any special business meeting of the voting members.

Section 12. Quorum, Voting, and Proxies

Quorum

At all meetings of the voting members, a quorum for transacting business at the meeting will be the lesser of either:

- Ten percent of all the voting members, or
- One hundred voting members.

If a quorum is not present at a meeting of the voting members, the voting members at the meeting may adjourn the meeting until a quorum is present. The only notice these members must make is to announce the adjournment at the meeting.

Voting

Each voting member will 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, unless otherwise stated in these bylaws.

Proxies

A voting member may use a proxy, executed in writing or electronically, to vote on any matter. The proxy will be valid for no more than 11 months from the date of its execution, unless otherwise noted in the proxy. A proxy can be revoked by the voting member who executed it.

Section 13. Presiding Officer and Secretary***Presiding Officer***

The President of the Chapter will preside at all meetings of the voting members. If the President is absent, the Vice President will preside over the meeting. Should both the President and the Vice President be absent from a meeting of the voting members, the voting members present will appoint a presiding officer for the meeting.

Secretary

If the Secretary is absent from a meeting as well as the person designated by the Administrative Council to act as substitute secretary at that meeting, the voting members present will appoint a secretary for the meeting.

Article III – Administrative Requirements

Section 1. Powers and Duties

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

Section 2. Types of Directors, Election, and Appointment

The directors of the Administrative Council will consist of the officers defined in Article IV plus any additional directors as defined in Article IV. The voting members of the Chapter will elect these officers and additional directors as described in Article II (Members) of these bylaws. Officers and additional directors will serve until their successors are elected or appointed.

Section 3. Resignation and Removal

A director may resign at any time by giving written notice to the Chapter. The voting members may remove any director for cause through a special removal vote if two-thirds of the voting members cast a vote to approve the removal.

Section 4. Vacancies

If a director ceases to serve for any reason, including death, resignation, disqualification, or removal for cause or without cause, the remaining directors will fill the vacancy created by the vacating director.

A director appointed to fill a vacancy will hold office for the unexpired term of the director's predecessor and until:

- The director's successor is selected or appointed, or
- The director is displaced from office by resignation, removal, or otherwise.

Section 5. Time and Place

Meetings of the Administrative Council may be held at a time and place determined in accordance with these bylaws.

Section 6. Regular Meetings

Regular meetings of the Administrative Council will be held, with or without notice, at the time and place fixed in advanced by a resolution of the Administrative Council.

Section 7. Special Meetings

Special meetings of the Administrative Council:

- May be called by the President of the Chapter, or
- Will be called by the President at the written request of any two or more directors.

At least one day before the date set for the special meeting of the Administrative Council, written notice will be given to each director using one of the delivery modes listed in Article II (Members), Section 10 (Annual Business Meetings) of these bylaws. The notice shall fix the time and place of the meeting. If the person or persons by whom or at whose request the meeting is being called determine it is appropriate to state the purpose or purposes of the meeting in the notice, the notice will also contain this information.

An executed waiver of notice may also fix the time and place of any special meeting of the Administrative Council.

Section 8. Quorum and Voting

At any meeting of the Administrative Council, a majority of the entire Administrative Council shall constitute a quorum for transacting 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, unless otherwise provided by statute or these bylaws.

If a quorum is not present at a meeting of the Administrative Council, the directors at the meeting may adjourn the meeting until a quorum is present. The only notice those directors must make is to announce the adjournment at the meeting.

Section 9. Alternate Modes of Meeting Participation

Any of the directors may participate in an Administrative Council meeting by using

- a telephone with conference call capabilities or
- another communication mode (such as web-conference technology) that allows all persons participating in the meeting to hear each other at the same time.

Participating in this manner will constitute presence in person at a meeting.

Section 10. Action by Unanimous Written Consent

Any action required or permitted to be taken by the Administrative Council may be taken without a meeting, provided all the directors consent to the action in writing by electronic mail.

If a unanimous agreement cannot be reached on an issue, it should be brought up at a face-to-face meeting or by an acceptable communication mode as listed in Article III (Administrative Requirements), Section 9 (Alternate Modes of Meeting Participation) of these bylaws. The written consents or copies of the electronic mail consents to each such action should be filed with the minutes of the Administrative Council proceedings.

Section 11. Compensation

While directors will not receive any compensation for their services as directors, the Administrative Council may pass a resolution authorizing reimbursement of a director's expenses. For a director to receive reimbursement, those expenses must be:

- Incurred in the performance of the director's duties, and
- Supported by appropriate documentation and receipts.

Nothing in these bylaws will preclude a director from serving the Chapter in another capacity and receiving compensation for those services.

Article IV – Officers

Section 1. Definition and Appointment

The voting members will elect the following officers of the Chapter:

- President
- Vice President
- Secretary
- Treasurer

These officers will be voting directors of the Chapter and will serve a one-year term.

The Immediate Past President will also serve as a voting Chapter director. The Chapter may have as many additional voting directors as the Administrative Council authorizes and the membership elects. All these directors will possess the authority and exercise the duties specified by the Administrative Council, and all will have voting privileges.

Should there be officer positions or directorships for which no eligible and willing candidates can be identified, the Administrative Council will consist of at least three directors: President, Secretary/Treasurer, and Immediate Past President. No person may hold more than one office at the same time, except the offices of the Secretary and Treasurer. One person may hold these two offices concurrently.

Section 2. Duties of the Officers

The elected officers will perform the following primary duties:

President

The President will call and preside at meetings of the Chapter, the Administrative Council, and the voting members. The President will perform any additional duties that the Administrative Council may assign.

Vice President

- In the temporary absence or incapacity of the President, the Vice President will perform all the President's duties. When acting in the President's capacity, the Vice President will have all the powers of the President.

In addition, the Vice President will perform any other duties the President or the Administrative Council may assign.

Secretary

The Secretary will record and keep minutes of:

- All Administrative Council meetings, including meetings conducted by telephone or other communication mode,
- All membership meetings, and
- The record of unanimous electronic votes.

These documents will be distributed by the Secretary according to Chapter policies and procedures. The Secretary will perform any other duties that the President or the Administrative Council may assign.

Treasurer

The Treasurer will:

- Oversee Chapter finances,
- Work with Chapter representatives to prepare an annual budget to be submitted to the Administrative Council for approval,
- Deliver a report on the Chapter's financial condition to the voting members at the Chapter's annual business meeting,
- Prepare and submit any financial reports required by the Society,
- Prepare and submit any filings required by the United States Internal Revenue Service, and
- Perform any other duties as the President or the Administrative Council may assign.

Section 3. Resignation, Removal, and Vacancies

A director may resign by submitting written notice to the Chapter. The voting members can also remove a director.

If a director position becomes vacant, the Administrative Council may act to fill the vacancy for the remainder of the vacating director's term.

Article V - Miscellaneous

Section 1. Delivery of Notices

Any notice to directors and voting members must be in writing and be delivered personally, by mail, or by any other method permitted by law.

Written notice shall be considered given when addressed to the directors and members at their respective electronic mail addresses as they appear on the Chapter's records. If a director or member has filed a written request with the Chapter that notices intended for that person be mailed or delivered to another electronic mail address, the notice should be mailed or delivered to the address specified in the request.

Section 2. Chapter Funds

Chapter funds will be deposited with any banking institution that is a member of the Federal Deposit Insurance Corporation (FDIC) or any credit union that is a member of the National Credit Union Share Insurance Fund (NCUSIF). The banking institution or credit union that the Chapter selects to use should have at least one networked automated teller machine (ATM) located in Central Florida for chapter cash deposits.

Section 3. Payments and Indebtedness

All checks or other orders for the payment of money and all notes or other instruments of indebtedness of the Chapter must be signed on its behalf by the officer, officers, or other person or persons designated by the Administrative Council.

The Chapter will not obligate the Society to any financial or other commitment.

Section 4. Financial Reports

The Chapter will submit financial reports to the Society office. At a minimum, these reports will be submitted according to the schedule set by the Society.

Section 5. Fiscal Year

The fiscal year of the Chapter will be the same as the Society's fiscal year.

Section 6. 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, any remaining funds or assets of the Chapter will first be used to pay any outstanding bills and liabilities of the Chapter. After the Chapter has paid all of its outstanding obligations, any remaining Chapter funds or assets will be returned to the Society according to the Society's procedures.

Article VI - Amendments

Section 1. Power to Amend

These bylaws may be amended or repealed, and new bylaws may be adopted by a resolution adopted by either:

- The affirmative vote of two-thirds of the Administrative Council at a meeting at which a quorum is present, or
- The affirmative vote of two-thirds of the voting members at any annual or special meeting at which a quorum is present.

All proposed amendments must first be approved by the Society before submitting to the Administrative Council or to the voting membership.

Section 2. Notice of Proposed Amendment

At least 30 days prior to the meeting date at which an amendment is to be considered for adoption, notice of the proposed amendment will be delivered to the directors or the voting members, as the case may be.

Article VII – Dissolution and Reorganization

Section 1. Dissolution and Reorganization

The Chapter may be terminated, dissolved, merged into another chapter, or reorganized only in accordance with the Society's bylaws and policies and procedures.

All Chapter funds and assets must be returned to the Society immediately upon the Chapter's termination or dissolution.