



## Society for Technical Communication, Canada West Coast Chapter

### Constitution

#### Name

1. The name of the society is "Society for Technical Communication, Canada West Coast Chapter".

#### Objectives

2. The objectives of the chapter are to advance the study and practice of the arts and sciences of technical communication by:
  - a) Encouraging research.
  - b) Developing educational programs and establishing scholarships.
  - c) Stimulating the exchange of information by means of publications, meetings, and conferences.
  - d) Recognizing outstanding accomplishments.
  - e) Co-operating with other societies and institutions in mutually beneficial projects.

### Bylaws

This document is formally known as Society for Technical Communication Canada West Coast Chapter's Bylaws per Section 11 of British Columbia's Societies Act.

This document was approved (amended) at the November 18, 2003, AGM, amended at the April 2010 AGM, and also amended at the April 22, 2017, AGM.

The bylaws set forth here in numbered clauses provide for the matters referred to in sections 11.(1) and 11.(2) of the Societies Act and any other bylaws.

#### Part 1 – Interpretation

1. In these bylaws, unless the context otherwise requires,
  - a) These definitions apply:
    - i) "directors" means the directors currently serving the chapter.
    - ii) "Society Act" means the Society Act of the Province of British Columbia and all amendments to it.
    - iii) "registered address" means the address of a member as recorded in the register of members.
    - iv) "chapter" means the Society for Technical Communication, Canada West Coast Chapter.



- v) "International Society" means the Society for Technical Communication, Inc. a New York non-profit, charitable corporation.
  - vi) "program year" corresponds with the term of a director. It begins June 1 and ends the following May 31, in order to accommodate these milestones:
    - (1) Elections by April 30, leadership transition April 30–May 31.
    - (2) First program activities in September.
  - b) On the date these bylaws become effective the definitions in the Society Act apply to these bylaws.
2. Words referring to the singular include the plural and vice versa, and words referring to a male person include a female person and a corporation.

## Part 2 – Membership

- 3. The members of the chapter are applying to incorporate the chapter, along with those persons who subsequently become members and have not ceased to be members as defined in these bylaws.
- 4. All members of the chapter must be members of the International Society; they are assigned to the chapter by the International Society. The grades of membership, and the rights and privileges of those grades of membership, are described in Article III of the International Society's Bylaws.
- 5. An individual uses the official application form to apply for membership. The application form may be sent directly to the International Society headquarters or, alternatively, sent through the chapter. Once the International Society office validates the membership application, the applicant is admitted to the Society. A member in a merging organization is admitted to whatever membership grade the International Society membership committee decides is most nearly equivalent to the grade held in that organization.
- 6. Every member agrees to uphold the constitution and comply with these bylaws.
- 7. Annual membership dues for the chapter, if any, may be reviewed by ordinary resolution.
- 8. A person ceases to be a member of the chapter if membership of the International Society is terminated by resignation, non-payment of dues, or expulsion by the International Society. The International Society board may, by a two-thirds vote, suspend or expel a member for cause after an appropriate hearing before the board. Falsification or misrepresentation in an application is cause for refusal of membership in or expulsion from the International Society.



9. A person suspended or expelled by the International Society board may request a hearing before an appeals panel. If the appeals panel affirms the board's action, the case is closed. If the panel believes injustice has been done, it may request reconsideration of the case by the board. Action of the board after reconsideration is final. A member who has been expelled forfeits all dues and fees already paid to the International Society.
10. All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the International Society or chapter and that member is not in good standing so long as the debt remains unpaid.

### **Part 3 – Meetings of members**

11. General meetings for the chapter shall be held at the time and place the directors decide.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. When they think fit, the directors may convene an extraordinary general meeting.
14. Regarding meeting notices:
  - a) Notice of a general meeting shall specify the place, day, and hour of meeting, and, in case of special business, the general nature of that business.
  - b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
15. The annual general meeting of the chapter shall occur no sooner than two months and no later than four months after the end of the last budget year.

### **Part 4 – Proceedings at general meetings**

16. Special business is
  - a) All business at an extraordinary general meeting except the adoption of rules of order; and
  - b) All business transacted at an annual general meeting, except
    - i) The adoption of rules of order;
    - ii) The consideration of the financial statements;
    - iii) The report of the directors;
    - iv) The report of the auditor, if any;
    - v) The election of directors;
    - vi) The appointment of the auditor, if required; and



- vii) The other business that, under these bylaws, ought to be transacted at an annual general meeting, or business the directors stated in the notice convening the meeting.
17. Regarding quorum:
- a) The quorum must be present to conduct business with this exception: members can elect a Chair and adjourn or terminate a meeting without a quorum.
  - b) If at any time during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - c) A quorum is 5 members present or a greater number that the members may determine at a general meeting.
18. If a quorum is not present within 30 minutes from the time appointed for a general meeting, the meeting, if convened at the request of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
19. Subject to bylaw 20, the president of the chapter, the vice-president, or, in the absence of both, one of the other directors present, shall preside as Chair of a general meeting.
20. If at a general meeting
- a) There is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting; or
  - b) The president and all the other directors present are unwilling to act as Chair, the members present shall choose one of their number to be Chair.
21. Regarding general meetings:
- a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
22. Regarding resolutions:



- a) No resolution proposed at a meeting need be seconded and the Chair of a meeting may move or propose a resolution.
- b) In case of a tie vote the Chair is not entitled to a second vote to break the tie and the proposed resolution shall not pass.

23. Regarding votes:

- a) A member in good standing present at a meeting of members is entitled to one vote.
- b) Voting is by show of hands, unless the members decide otherwise.
- c) Voting by proxy is not permitted.

## Part 5 – Directors

24. A director shall be a member in good standing of the chapter.

25. Subject to the bylaws or directions given them by majority vote at any legal meeting properly called and constituted, the directors shall have full control and management over the affairs of the chapter.

26. Regarding the powers and duties of directors:

- a) The directors must manage the activities and internal affairs of the chapter according to:
  - i) All laws and regulations that affect the chapter;
  - ii) These bylaws; and
  - iii) Rules, subject to the British Columbia Societies Act, regulations, and these bylaws, that are made from time to time by the chapter in a general meeting.
- b) No rule, made by the chapter in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

27. Regarding directors:

- a) The president, vice-president, past president, secretary, and treasurer shall be the directors of the chapter.
- b) The president may appoint one or more additional persons to be directors of the chapter.
- c) The number of directors shall be not less than 3 or a greater number determined from time to time at a general meeting.

28. Regarding terms of office and elections:

- a) The directors shall retire from office at the end of the program year when their successors shall assume office.
- b) Separate elections shall be held each year for secretary, treasurer, vice-president, and any unfilled director positions. The offices of treasurer and secretary may be combined, subject to Part 7.



- c) The office of president is filled by the incumbent vice-president.
  - d) The office of past president is filled by the incumbent president.
  - e) An election may be by acclamation; otherwise it shall be by ballot.
    - i) The directors may regulate elections and election methods as they deem reasonable.
  - f) If no successor is elected the person previously elected or appointed continues to hold office.
29. Regarding appointments:
- a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
  - b) A director so appointed holds office only until the conclusion of the next following annual general meeting of the chapter, but is eligible for election at the meeting.
30. Regarding numbers of directors:
- a) If a director resigns their office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
  - b) No act or proceeding of the directors is invalid only because there are less than the prescribed number of directors in office.
31. The members may by special resolution remove a director before the director's term of office expires, and may elect a successor to complete the term of office.
32. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by her or him while engaged in the affairs of the chapter.

## **Part 6 – Proceedings of directors**

33. Regarding the proceedings of directors:
- a) The directors may meet together to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
    - i) A meeting is any exchange, through any combination of media that allows all directors to participate and through which issues can be discussed.
    - ii) When meetings are asynchronous (for example, if held by e-mail), all decisions require agreement by a majority of the directors, not the majority of quorum.
    - iii) Resolutions must be signed, or clearly acknowledged by the directors and such acknowledgement made part of the minutes of the directors.



- b) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the directors then in office.
  - c) The president shall be Chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as Chair; but if neither is present the directors present may choose one of their number to be Chair at that meeting.
  - d) At any time a director may convene a meeting of the directors.
34. Regarding the delegation of powers of directors:
- a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit or may delegate to committees consisting of other persons as they see fit.
  - b) The designated committee shall report on their activities at the earliest meeting of the directors after completing their work.
35. Subject to directions of the directors, the committee shall determine its own procedures.
36. The members of a committee may meet and adjourn as they think proper.
37. Regarding the decision-making of directors:
- a) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
  - b) In case of a tie vote the Chair cannot cast a second vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the Chair of a meeting may move or propose a resolution.

## **Part 7 – Duties of directors**

39. Regarding the president:
- a) The president shall preside at all meetings of the chapter and of the directors.
  - b) The president is the chief executive officer of the chapter and shall supervise the other officers in the execution of their duties.
  - c) The president shall be ex officio a member of all committees.
40. The vice-president shall carry out the duties of the president during the president's absence.
41. The secretary shall:
- a) Conduct the correspondence of the chapter;
  - b) Issue notices of meetings of the chapter and directors;
  - c) Keep minutes of all meetings of the chapter and directors;



- d) Have custody of all records and documents of the chapter except those required to be kept by the treasurer;
- e) Maintain the register of members.

42. The treasurer shall:

- a) Keep, or cause to be kept, the financial records, including books of account, necessary to comply with the Society Act; and receive all monies paid to the chapter, and be responsible for the deposit of same into whatever bank, or trust company, the board may order; and
- b) Render financial statements to the directors, members, and others when required, and prepare for submission to the annual meeting a statement of the financial position of the chapter;
- c) Withdraw funds for payment of chapter expenses at the direction of the board. Withdrawal of funds can be made only over two signatures. Deposits do not require signatures.
  - i) The signing officers of a chapter bank account shall include two current directors, when reasonably possible.
- d) In a timely manner, prepare and submit to the International Society Treasurer an annual financial report for the chapter. (This report is to be prepared and submitted by the Treasurer who held office during the report period.)

43. Regarding a combined secretary and treasurer:

- a) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- b) When a secretary holds office the total number of directors shall not be less than 3 or the greater number that may have been determined.

44. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

## **Part 8 – Borrowing**

45. The society shall not exercise borrowing powers except in extraordinary circumstances such as holding a conference or other society-related events.

## **Part 9 – Auditor**

46. This Part applies only where the chapter is required or has resolved to have an auditor.
47. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.





48. At each annual general meeting, the chapter shall appoint an auditor to hold office until either re-elected or a successor is elected at the next annual general meeting.
49. An auditor may be removed by ordinary resolution.
50. An auditor shall be promptly informed in writing of appointment or removal.
51. No director and no employee of the chapter shall be auditor.
52. The auditor may attend general meetings.

### **Part 10 – Notices to members**

53. A notice may be given to a member either personally, or by e-mail or postal mail to their registered address.
54. Every effort shall be made to give members sufficient notice of events or changes affecting society business. At a minimum give members 5 days notice by mail or 48 hours notice by e-mail.
55. Regarding notices for general meetings:
  - a) Notice of a general meeting shall be given to
    - i) Every member shown on the register of members on the day notice is given; and
    - ii) The auditor, if Part 9 applies.
  - b) No other person is entitled to receive a notice of general meeting.

### **Part 11 – Bylaws are available**

56. On being admitted to membership, each member shall have access to the constitution and bylaws of the chapter.
57. These bylaws shall not be altered or added to except by special resolution.

### **Part 12 – Not for profit**

58. The objectives of the chapter shall be carried out without purpose of gain for its members, and any profits or other accretions to the chapter shall be used for promoting its purpose.

### **Part 13 – Dissolution**

59. On the winding up or dissolution of this chapter, funds or assets remaining after all debts have been paid shall be transferred to the Society for Technical Communication, Inc., or, if this cannot be done, to another charitable institution recognized by Revenue Canada as qualified under the provisions of the Income Tax Act of Canada.



## **Part 16 - Unalterable**

60. Paragraphs 58, 59, and this paragraph of these bylaws are unalterable in accordance with the BC Societies Act.