

STC Management Special Interest Group Bylaws

Created January 25, 2006

Article I: Name

The name of this organization is Society for Technical Communications, Management Special Interest Group (SIG). The Society's legal name is the Society for Technical Communication, Inc. The remainder of these Bylaws refer to the Management SIG, and to the Society for Technical Communication as the Society.

Article II: Boundaries

There are no geographical boundaries of the Management SIG. The SIG welcomes any STC member who is interested in the subject of management.

Article III: Objectives

The Management SIG's objectives are to advance the arts and sciences of technical communication management. These objectives are based on Article I, Section 2 of the Society's Bylaws. The objectives are:

- Encouraging research;
- Developing education programs and establishing scholarships;
- Stimulating the exchange of information by means of publications, meetings, and conferences;
- Recognizing outstanding accomplishments; and
- Cooperating with other societies and institutions in mutually beneficial projects.

Article IV: Policies

The Management SIG is a nonprofit professional organization; it is nonsectarian and nonpartisan; and it does not endorse or disparage any commercial enterprise, political platform, or political candidate. The name of the SIG or the Society is not to be used in any connection with a commercial concern for any purpose other than the regular work of the Management SIG. The Management SIG exists under its charter from the Society, and it operates under the Society's bylaws and within the Society's policies.

Article V: Membership

Section 1: Qualifications

All members of the Management SIG must be members in good standing of the Society for Technical Communication, who chose to join the Management SIG. Article II of the Society's Bylaws describes the grades of membership and the rights and privileges of those grades of membership.

Section 2: Obligations of Membership

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

Members avoid conflicts of interest in the fulfillment of their professional responsibilities and activities. If a member becomes aware of any potential, possible, or actual conflict of interest between professional responsibilities and STC activities, that member has a responsibility to disclose all relevant information to the Management SIG Manager, who will handle the reported conflict according to the powers and constraints of the Society and the leadership council.

Article VI: Management

The Management SIG is managed by the leadership council, constituted according to the Society's Bylaws, Article IX, Section 4.

Section 1: Leadership Council

A. Membership

The leadership council consists of three officers, who are the sole voting members of the Management SIG. The officers are the Manager, Assistant Manager, and Treasurer. (In Management SIG documents, the leadership council is often referred to as the council; the terms are interchangeable.)

B. Eligibility

All candidates for elective office shall be members of the STC and Management SIG in good standing and may not be student members. The Nominations document details the election procedures for the Management SIG.

C. Powers and Constraints

The council has the power to manage the Management SIG's property, to determine its fiscal policies, and to direct its affairs in order to meet the objectives of the Society as stated in Article IV of the Management SIG Bylaws.

The council acts in accordance with the Management SIG's governing documents, which it has the authority to interpret. The council may prudently delegate powers in the interest of efficient management.

D. Terms of Office

The term of office is two years. The incumbent Management SIG Assistant Manager automatically receives a nomination for the office of Management SIG Manager unless disqualified or unwilling to be nominated for that office. If the Assistant Manager is unwilling to be nominated for Manager, the SIG Nominating Committee shall choose at least one nominee, preferably with leadership experience.

E. Duties of Council Members

The Manager, as head of the council, is responsible for all operations. The manager delegates duties to the other leaders in accordance with the Management SIG Bylaws and policies. The following responsibilities shall be included:

Manager

- Presides at meetings of the council and meetings of the Management SIG;
- Corresponds with the Society's officers and directors as speaker for the council and the Management SIG;
- Appoints managers of the committees, subject to council approval; assigns special duties relating to those committees;
- Appoints the Newsletter Editor;
- As the Management SIG's executive officer, represents the council and the Management SIG in the Management SIG's business with other organizations and individuals; and
- Assigns duties and responsibilities to other officers with the approval of the council.

Assistant Manager

- In the absence of the Manager, presides at meetings of the council and meetings of the Management SIG;
- Attends meetings of the council; and
- Undertakes other duties as directed by the Manager.

Treasurer

- Receives, keeps, and disburses the Management SIG's funds and other negotiable assets;
- Keeps current records of the receipt, status, and disbursement of Management SIG funds;
- Prepares for the council a quarterly financial report, including a balance sheet, income statement, and bank account(s) status;
- Prepares and submits to the Society Treasurer an annual financial report for the Management SIG as required by the Society. The Treasurer holding office during the report period prepares and submits the report;
- Complies with Internal Revenue Service requirements concerning annual information reports;
- Attends meetings of the council; and
- Undertakes other duties as directed by the Manager.

F. Collective Duties of Council

The following duties and responsibilities apply to all council members:

- Attends council meetings and regular Management SIG meetings;
- Approves all Management SIG publications, except the newsletter, before final publication; and
- Provides direct supervision for committees.

Meetings and Quorum

The council meets quarterly, which can be in person, online, telephone conference, or using any other virtual mechanism, to conduct Management SIG business. Additional meetings may be called by the Manager or at the request of two or more members of the council. A majority of the council's membership constitutes a quorum. All council meetings are open for SIG members to attend.

Vacancies

A vacancy in the office of Manager is filled by the Assistant Manager. A vacancy in any other office is filled by a majority vote of the council.

Removal

If a member of the council or a committee manager fails to carry out the duties and responsibilities of his or her office as outlined in these Bylaws or persists in activities not in the best interest of the Management SIG, the council, by a two-thirds vote, may remove him or her from office. However, the procedures outlined below shall be followed; removal is recommended only after all other options are exhausted.

1. Any member of the Management SIG may lodge formal complaints by submitting them in writing to any member of the council.
2. A copy of the formal complaint is forwarded to the Management SIG Manager (or Assistant Manager, if the complaint is against the Manager).
3. The Manager (or Assistant Manager) contacts the subject of the complaint, informs him or her of the nature of the complaint, discusses possible solutions to the problem, and with the agreement of the individual involved sets a deadline for resolving the problem.
4. If, in the Manager's (or Assistant Manager's) opinion, the problem is not satisfactorily resolved by the date set, the Manager reports the complaint and initial attempts to find a solution to the other members of the council.
5. The council, at their next monthly meeting, considers the complaint. If the subject of the complaint is not already a member of the council, he or she is invited to attend the meeting to present his or her point of view.
6. At this point, the council has two options:
 - The council may issue a stern, written warning; specify conditions for remaining in office and monitor these conditions; and set a date on which to meet to make final decision.
 - If, however, the council determines the continuing problem to be a detriment to the welfare and operations of the Management SIG, it may vote on removal at the initial meeting.
7. A two-thirds vote of the council is required to remove a member of the council or committee manager from office.
8. The subject of the complaint is notified in writing of the council's decision.

Section 2: Committees and Special Appointments**A. Establishment**

The council shall establish committees, as necessary and appropriate for Management SIG needs, and make special appointments to take charge of specific work areas. The Management SIG Manager, subject to council approval, appoints the manager of each committee.

B. Committee Membership and Subcommittees

Committee managers appoint the members of their respective committees in accordance with the Bylaws and may establish subcommittees as required. Council approval is not required to appoint committee members or to establish subcommittees. However, no committee should have fewer than three members. These members' names, addresses, and telephone numbers are reported to the council before the first general meeting and upon any change.

C. General Responsibility

Committees perform under the general direction of the council. Each committee manager submits an annual budget to the Management SIG Treasurer, tracks committee expenses as directed by the Treasurer, and provides periodic written

reports to the council at the request of the Manager. Each committee is directed in its operation by procedural guidelines, which it keeps up to date. The council approves all procedural guidelines and subsequent substantive changes to each guideline.

Committee managers may participate at Management SIG or council meetings by making and arguing motions recognized during the meeting, but may not vote on motions.

Each committee operates under the direction of a manager who is appointed by the Management SIG Manager subject to council approval.

The following responsibilities are discharged by all committees:

- Submits to the Management SIG Treasurer a budget of estimated expenses for the committee for the next fiscal year;
- Submits reports as required to the council;
- Operates within budget guidelines established by the committee; and
- Records all expenses incurred by the committee; and by April 1, submits a report summarizing committee activities for the past year.

D. Committees

The Committees of the Management SIG include but are not limited to:

- Secretarial Committee
- Bylaws Committee;
- Ethics Committee;
- Membership Committee;
- Newsletter Committee;
- Nominating Committee; and
- Web Committee.

Secretarial Committee

- Prepares and processes correspondence concerning the Management SIG and other correspondence as directed by the council;
- Records the minutes of council meetings;
- Prepares and distributes minutes to council members and files a copy with the Management SIG's records;
- By May, reports the results of the Management SIG's bi-annual election to the Executive Director of the Society and the editors of *Intercom* and *Tieline*; and
- Undertakes other duties as directed by the Manager.

Bylaws Committee

- Reviews Bylaws annually;
- Formulates and processes all proposed amendments to the Management SIG Bylaws as directed in Article XII, Section 2, of these Bylaws; and
- Advises the council of changes in Society Bylaws that may affect Management SIG Bylaws.

Ethics Committee

- Determines and recommends actions in situations where there may be a potential or perceived conflict of interest;
- Considers questions on ethics not covered by the SIG Bylaws or existing policies and procedures of the SIG or STC

Membership Committee

- Promotes and solicits membership;
- Provides membership information to interested persons;
- Maintains membership files and Management SIG mailing lists; and
- Provides updated information to the Newsletter Editor to publish and distribute in the newsletter.

Newsletter Committee

- Publishes a Management SIG newsletter at regular intervals and distributes it to the Management SIG members and Society officers before each Management SIG meeting;
- Prepares the Management SIG's entry for the Society's Newsletter Competition;
- Submits to the council a publications schedule for the upcoming year; and
- Maintains a library (one copy of each issue) of past newsletters for historical and reference purposes.

Nominating Committee

- Selects nominees for elective office;
- Presents the slate of at least one but not more than three nominees for the offices of Manager, Assistant Manager, and Treasurer; and
- Complies to nominating guidelines as stated in Article VII, Section 2, of these Bylaws.

Web Committee

- Manages the Management SIG's web site;
- Posts Management SIG information on the Internet;
- Submits to the Management SIG Treasurer a budget of estimated expenses for the committee for the next fiscal year;
- Submits reports as required to the council;
- Operates within budget guidelines established by the committee;
- Records all expenses incurred by the committee; and
- By April 1, submits a report summarizing committee activities for the past year.

E. Special Appointments

Special appointments include the Newsletter Editor, Nominating Committee Manager, and others made at the Manager's discretion.

Newsletter Editor

The Newsletter Editor selects a staff and reports their names, addresses, and telephone numbers to the Management SIG Manager before the first general meeting and upon any change.

Nominating Committee Manager

The Nominating Committee Manager selects a staff of at least two additional members to serve on the Nominating Committee. The manager reports their names, addresses, and telephone numbers to the Management SIG Manager on or before the November council meeting and upon any change.

Article VII: Meetings

The Management SIG shall hold at least one general meeting in each fiscal year, including the month of May, and in other months at the discretion of the council. Meetings outside of the general meeting may be conducted in person, online, or by telephone conference or other virtual mechanism.

The council conducts Society business according to the dates outlined in the Bylaws. If a meeting of the council or general membership must be canceled because of bad weather or other unforeseen circumstances, the scheduled business can be postponed until the following meeting.

The May general meeting is targeted as the Management SIG's annual business meeting for the purposes of presenting annual reports, electing officers, and transacting other Management SIG business. The Treasurer submits a fiscal report at this meeting.

A quorum for any Management SIG meeting is 25 percent of the voting membership, or 20 voting members, whichever is less. All formal meetings are conducted under Robert's Rules of Order, Revised, in all cases where they apply and that cause no conflict with the Bylaws of the Society or the Management SIG.

Article VIII: Finances

- Fiscal year is July 1 to June 30 or as directed by the Society;
- Management SIG funds are deposited in any banking institution that is a member of the Federal Deposit Insurance Corporation;
- Management SIG funds may be withdrawn from their accounts by both the Treasurer and the Manager or Assistant Manager only with the approval of at least two members of the Council;
- The Management SIG Manager, with approval of the council, is empowered to authorize payment of Management SIG expenses;
- No Management SIG member shall contract debts in the name of the Management SIG without express authorization from the council;
- The Management SIG levies no dues or assessments against the members without express permission from the Board of Directors of the Society;
- The Management SIG's financial records are audited by a non-SIG member, and assets and historical records are inventoried each year between July 1 and August 31 or as directed by the Society; and
- The Management SIG shall own no real estate.

Article IX: Annual Report

No later than July 1, the council prepares an annual report of Management SIG activities during the current fiscal year, including the financial status at the time of writing. This report is submitted to the Society's Board of Directors through the Society's business office before July 31.

All books and records of the Management SIG are available for examination by the Society's Board of Directors at any time.

Article X: Dissolution

The Management SIG may be dissolved only by action of the Society's Board of Directors as set forth in the Society's Bylaws, Article IX, Section 3.

Dissolution of the Management SIG in no way affects the Society standing of any Management SIG member.

If the Management SIG is dissolved under the prescribed procedure, all funds of the Management SIG revert to the Society's Treasurer.

Article XI: Amendments

Section 1: Proposing

Amendment of 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 Management SIG. Such a resolution or petition is transmitted to the manager of the Bylaws Committee.

Section 2: Processing

The council formulates all proposed amendments to these Bylaws. The final draft of every proposed amendment is submitted to the originator for review and approval. Upon receiving the approval, the Bylaws Committee distributes the proposed amendments to the Management SIG members as a separate distribution or included as an article in the newsletter. This distribution should be received at least two weeks before the general meeting at which it is to be discussed.

The proposed amendments are discussed at the first general meeting of the Management SIG that is held at least two weeks after the proposed amendments are distributed to the Management SIG membership. The Bylaws Committee prepares a ballot containing the proposed amendments and any changes to them as a result of discussion at the Management SIG's general meeting. The ballot contains provisions to vote "yes" or "no" for each amendment. At the next general meeting reaching a quorum (as described in Article VII of these Bylaws), the ballot is distributed and collected for tabulation by the Management SIG Parliamentarian. The Management SIG Parliamentarian counts the votes and reports the results to the council, who arranges for the results to be reported to the Management SIG membership.

Section 3: Adoption

An amendment to these Bylaws becomes effective upon its approval by a majority of the votes cast.

Section 4: Compatibility

These Bylaws and amendments to them shall be compatible with the Bylaws and operating policies of the Society. If any part of the amendment to these Bylaws conflicts with the Society's Bylaws or operating policies, the conflicting part of these Bylaws or the conflicting part of the amendment is null and void; and notice of its nullification is transmitted promptly to the Management SIG membership through the council. For all items not covered by these Bylaws that have a Society stipulation, the Society stipulation applies.