



SOCIETY FOR TECHNICAL COMMUNICATION

# **ARTICLES OF INCORPORATION AND BYLAWS**

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Amended March 2008)**

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# ARTICLES OF INCORPORATION

The Society for Technical Communication, Inc., is a New York corporation. It was originally formed in 1957 under the name of the Society of Technical Writers and Editors, Inc. The name was changed to the Society of Technical Writers and Publishers, Inc., in 1960, and to its present form on July 1, 1971.

There are nine articles of incorporation, and they provide as follows:

1. The name of the Corporation is SOCIETY FOR TECHNICAL COMMUNICATION, INC.
2. The purposes for which the Corporation is formed are:
  - A. To engage in scientific, literary, and educational activities designed to advance the theory and practice of the arts and sciences of technical communication and to achieve this advance by holding meetings for reading and discussion of papers and by exchanging ideas, knowledge, philosophy, and techniques of these arts and sciences.
  - B. To encourage the preparation of original papers, articles, monographs, periodicals, and books dealing with the techniques of communication in the natural sciences and engineering.
  - C. To guide and inform students and to aid colleges and universities in the establishment of curricula for training in the arts and sciences of technical communication.
  - D. To advance the arts and sciences of technical communication in order to promote the public welfare through the development of better educated personnel in the field of technical communication.
  - E. To do everything necessary and proper in connection with or incidental to the above purposes.
3. A. Notwithstanding any of the provisions of the foregoing paragraphs, which may be construed to the contrary, the SOCIETY FOR

TECHNICAL COMMUNICATION, INC., shall not engage in any activity which is not educational, scientific, or charitable within the meaning of Section 501(c)(3) of the 1954 United States Internal Revenue Code.

- B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- C. The Corporation is specifically prohibited from (1) engaging in whole or in part in collective bargaining or other dealings with employers or employees concerning grievances, adjustment of employer-employee differences, or conditions of employment and (2) performing any acts or engaging in any practices prohibited by Section 340 of the General Business Law or by any other antimonopoly statute of this State.
4. The Corporation is not organized for pecuniary profit. It shall have no stock or stockholders, and none of its net earnings shall be distributed to or enure to the benefit of any private shareholder or individual. On any dissolution of the Corporation, its assets shall be distributed to an organization or organizations organized and operated for similar educational, scientific, or charitable purposes, and subject to the order of a Justice of the Supreme Court.
5. The territory in which its operations are principally to be conducted is throughout the world.

(Article 6 relates to the place of business of the Society. Article 7 specifies the number of its directors to be not less than five nor more than twenty-one, subject to change by the membership. Articles 8 and 9 relate to the identity and qualifications of the original board of directors and signers of the *Articles of Incorporation*.)

# BYLAWS

## Article I - OFFICES

### *Section 1. Principal Office*

The location of the principal office of the Society for Technical Communication (the "Society") shall be determined from time to time by the Board of Directors of the Society.

### *Section 2. Other Offices*

The Society may also have offices and places of business at such other places, within or outside the State of New York or the Commonwealth of Virginia, as the Board of Directors may from time to time determine or the business of the Society may require.

## Article II - POWERS

### *Section 1. Members*

The members of the Society shall have such powers as may be conferred upon them under New York law and these Bylaws.

### *Section 2. Board of Directors*

The Board of Directors of the Society shall have such powers as may be conferred upon it by New York law and these Bylaws.

## Article III - MEMBERSHIP

*Section 1. Classes of Membership.* There are three classes of individual membership in the Society: student member, regular member, and senior member. 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.

### *Section 2. Qualifications for Classes of Membership*

A. *Student member.* To be eligible for student membership, an applicant must be (1) enrolled in an accredited university, college, community college, or technical school; (2) taking at least two courses or their equivalent each term; and (3) preparing for a career in technical communication.

B. *Regular Member.* An applicant for regular membership must be (1) engaged in some phase

of technical communication or (2) interested in the arts and sciences of technical communication or in allied arts and sciences.

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

### *Section 3. Rights and Privileges of Classes of Membership*

A. *Voting rights.* Each regular and senior member is entitled to one vote on each matter submitted to the membership for a vote. Student members are not entitled to a vote. The term "voting members" or "voting membership", when used in these Bylaws, shall refer to the regular and senior members, collectively.

### *B. Directorships, Officer and Committee Positions*

1. A student member may not serve as a director or officer of the Society. A student member may not serve as a member of a Society committee, except as expressly permitted by the Bylaws or by resolution of the Board of Directors.

2. A regular member may not serve as a director or officer of the Society but may serve as a member of a Society committee, except as expressly restricted in these Bylaws or by resolution of the Board of Directors.

3. A senior member may serve as a director or officer of the Society and may serve as a member of a Society committee, except as expressly restricted in these Bylaws or by resolution of the Board of Directors.

### *Section 4. Obligations of Membership*

By accepting Society membership, each member agrees to abide by the Society'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 Board of Directors.

### *Section 5. Admission to Membership*

An individual applies for a class of membership on the official application form of the Society. Membership shall be effective upon review and approval of the application by the Society staff.

### *Section 6. Termination of Membership*

Membership may be terminated by resignation, nonpayment of dues (as specified in Article III, Section 9 of these Bylaws), or expulsion. The Board may, by a two-thirds vote of the entire Board, expel a member for cause after an appropriate hearing before the Board. Falsification or misrepresentation in an application is an example of cause for refusal of membership in, or expulsion from, the Society. Action of the Board is final. A member who has been expelled forfeits all dues and fees already paid.

#### *Section 7. Reinstatement*

A member who resigns or whose membership lapses for nonpayment of 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 Board.

#### *Section 8. Transfer of Membership*

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

#### *Section 9. Dues and Fees*

Dues for each class of membership, as well as enrollment, reinstatement or other fees, shall be set by the Board of Directors and published by the Society. New members must submit their dues with an application for membership; if the application is not accepted, the dues shall be returned. In all other cases, dues are not refundable. Renewing members who have not paid their dues by the date on the dues renewal notice may be automatically terminated.

#### *Section 10. Other Rights and Obligations*

Each class of membership shall have such other rights and obligations as the Board of Directors may prescribe by resolution from time to time.

### **Article IV - BOARD OF DIRECTORS**

#### *Section 1. Composition*

The Board of Directors consists of fourteen individuals: six officers (as defined below) and eight directors-at-large. As further described in Article VIII of these Bylaws, all are elected by the voting membership, except the President, First Vice President and the Immediate Past President. The six officers are the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer and the Immediate Past President.

#### *Section 2. Powers*

The Board of Directors shall manage and direct the business and affairs of the Society in accordance with the Articles of Incorporation of the Society. The Board of Directors may exercise all powers of the Society and do all lawful acts and things on its behalf as are not forbidden by statute, the Articles of Incorporation, or these Bylaws.

#### *Section 3. Duties of Officers*

- A. The *President* calls and presides at meetings of the Society, the Board, and the Executive Committee, and appoints chairs and members of Society advisory committees, subject to Board approval.
- B. The *First Vice President* assumes the duties of the President in the absence or incapacity of the President and performs such other duties as the President or the Board may assign.
- C. The *Second Vice President* assumes the duties of the First Vice President in the absence or incapacity of the First Vice President and performs such other duties as the President or the Board may assign.
- D. The *Secretary* keeps minutes of all Society, Board, and Executive Committee meetings and distributes them in accordance with Board policies and procedures; and performs such other duties as the President or the Board may assign.
- E. The *Treasurer* (1) oversees Society finances; (2) works with Society staff to prepare an annual budget for approval by the Board; and (3) delivers a report to the members on the Society's financial condition at the Society's annual business meeting. The Treasurer performs such other duties as the President or the Board may assign.
- F. The *Immediate Past President* shall be the individual who most recently served as President, who is a senior member and who is willing to serve in such capacity. The Immediate Past President shall perform such other duties as the President or the Board may assign.

#### *Section 4. Terms of Office*

The President, First Vice President and Second Vice President shall each serve for a term of one year, and the Secretary and Treasurer shall each serve for a term of two years. Upon the expiration of their respective terms, the current President shall automatically succeed to the office of Immediate Past President; the First Vice President shall automatically succeed to the office of President, and the Second Vice President shall automatically succeed to the office of First Vice President. The President, First Vice President and Second Vice President may not succeed themselves in the same office. The Secretary and Treasurer may succeed themselves in the same office only once. A director-at-large shall serve a three-year term and may not serve a successive term as a director-at-large; however, there is no limit to the number of separate, non-successive terms a director-at-large may serve. Terms for all individuals on the Board shall begin with their installation at the Society's annual business meeting.

#### *Section 5. Vacancies*

- A. *Vacancy in the Office of Immediate Past President.* If the office of the Immediate Past President is vacant, it shall remain so until there is an individual who satisfies the requirements set forth in Article IV, Section 3.F of these Bylaws.
- B. *Vacancy in the Office of President.* A vacancy in the office of President shall be filled by the First Vice President. If the office of First Vice President is also vacant, then the office of President shall be filled by the Second Vice President. If the offices of both First Vice President and Second Vice President are vacant, a President shall be appointed from among the directors by a majority vote of the entire Board. Any person who fills such vacancy shall serve only until the end of the term of the preceding President.
- C. *Vacancy in the Office of First Vice President.* A vacancy in the office of First Vice President shall be filled by the Second Vice President. If the office of First Vice President is vacant and the office of Second Vice President is also vacant, a First Vice President shall be appointed from among the directors by a majority vote of the entire Board and shall serve only until the end of the term of the preceding First Vice President. A person so appointed First Vice President shall not automatically succeed to the office of President at the end of the term of the First Vice President. Instead, a President shall be elected at the next election, at which time at least two candidates shall be presented.

- D. *Vacancy in the Office of Second Vice President.* If the office of Second Vice President is vacant, a Second Vice President shall be appointed from among the directors by a majority vote of the entire Board and shall serve only until the end of the term of the preceding Second Vice President. A person so appointed Second Vice President shall not automatically succeed to the office of First Vice President at the end of the term of Second Vice President. Instead, a First Vice President shall be elected at the next election, at which time at least two candidates shall be presented.
- E. *Vacancy in the Office of Secretary, Treasurer or Director-at-Large.* If there is a vacancy in the office of Secretary, Treasurer, or director-at-large, a Secretary, Treasurer, or director-at-large shall be appointed by a majority vote of the entire Board and shall serve only until the next election.

#### *Section 6. Removal*

Directors (both officers and directors-at-large) may be removed with or without cause by the voting members only, in accordance with New York law.

#### *Section 7. Meetings of the Board*

Meetings of the Board of Directors may be held at such time and place, within or outside the State of New York or the Commonwealth of Virginia, as shall be determined in accordance with these Bylaws. Regular meetings of the Board 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 Board. Special meetings of the Board may be called by the President or at the written request of any five directors. Written notice of each special meeting of the Board 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 seven days before such meeting.

#### *Section 8. Quorum and Voting*

At any meeting of the Board of Directors, a majority of the entire Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors of the Board present at any meeting at which a quorum is present shall be necessary for the passage of any resolution, except A) a resolution approving new Associate Fellows, Fellows and Honorary Fellows (as defined in the Policies and Procedures of the Society) or a resolution changing the dues structure (but not the

amount of dues), levying assessments or designating reserve funds, any of which shall require a two-thirds majority of the directors of the Board at a meeting at which a quorum is present, or B) as otherwise provided by New York law or these Bylaws. If a quorum shall not be present at any meeting of the Board, 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.

#### *Section 9. Participation in Meetings by Telephone*

At any meeting of the Board of Directors, 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.

#### *Section 10. Action by Unanimous Written Consent*

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors of the Board consent thereto in writing and/or by electronic mail. The written consents and copies of the electronic mail consents to each such action shall be filed with the minutes of the proceedings of the Board.

#### *Section 11. Compensation*

Directors shall not receive any compensation for their services as directors but the Board may by resolution or policy authorize reimbursement of expenses incurred in the performance of their duties. Nothing in these Bylaws shall preclude a director from serving the Society in any other capacity and receiving compensation for such services.

### **Article V - EXECUTIVE DIRECTOR AND STAFF**

#### *Section 1. Executive Director*

The Board of Directors shall hire an Executive Director to serve as the chief executive officer of the Society. The Executive Director shall manage, supervise and direct the operations, programs and activities of the Society at all times within the authority delegated by the Board of Directors and in accordance with Society policies and procedures. The Executive Director shall perform such other duties as the President or the Board may assign. The Executive Director shall normally attend all Board meetings and present a report at such meetings. The Executive Director and any staff responsible for handling funds shall be bonded.

#### *Section 2. Staff*

The Society shall have such staff as may be necessary to meet the administrative and operational needs of the Society.

### **Article VI –COMMITTEES**

#### *Section 1. General; Types of Committees*

In addition to the Executive Committee and the Audit Committee (as described in Article VI, Section 4 of these Bylaws), there may be committees created by the Board that exercise the authority of the Board. These committees shall be referred to as “Board committees.” In addition, there shall be committees (which may be standing committees or other committees created by the Board) that are advisory only (“advisory committees”). In addition to Board committees and advisory committees, there shall be the Nominating Committee, whose authority, composition and functions shall be as described in Article VIII of these Bylaws. Unless otherwise described in these Bylaws, the term of a member of a Board committee or an advisory committee shall be one year or until his or her successor is appointed. A majority of the members of any committee shall constitute a quorum for the conduct of business. All matters shall be determined by the affirmative vote of the majority of the members of the committee at a meeting at which a quorum is present.

#### *Section 2. Board Committees*

In addition to those Board committees that are also standing committees described in Article VI, Section 4 of these Bylaws, the Board of Directors, by resolution adopted by a majority of the entire Board, may create and designate Board committees, each consisting of three or more directors, and each of which, to the extent provided in the resolution, may have and exercise the authority of the Board, to the extent permitted by New York law. Unless otherwise specified in these Bylaws, the membership and chairmanship of Board committees shall be determined by the Board. The Board may designate one or more directors as alternate members of any such Board committee, who may replace any absent member or members at any meeting of such committee.

#### *Section 3. Advisory Committees*

The Board may, by resolution adopted by the Board, also create such advisory committees, task forces, and panels that do not have the authority of the Board, as the Board may deem desirable. The members and chairs of such advisory committees shall be appointed by the President with the consent of the Board. Such committees shall only have the

powers specifically delegated to them by the Board and in no case shall have powers that are not authorized for advisory committees under New York law.

#### *Section 4. Standing Committees*

The following Board and advisory committees shall be standing committees of the Society:

- A. The *Executive Committee* shall be a Board committee, shall consist of the six officers and shall be chaired by the President. Between meetings of the Board of Directors, the Executive Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Society (including the review of the Executive Director and the adjustment of the Executive Director's salary, but excluding such powers and authority as may be limited by New York law or these Bylaws.) All actions by the Executive Committee shall be reported in full to the Board of Directors as soon as practicable. The Executive Committee shall meet at the call of the President or upon the written request of three officers.
- B. The *Audit Committee* shall be a Board committee that provides independent oversight of the Society's accounting and financial reporting, reviews the adequacy of the Society's internal controls, oversees the Society's annual audit and presents the Society's audited financial statements to the Board of Directors. The Audit Committee shall review the performance of the external auditors and may make recommendations to the Board of Directors regarding selection of the Society's external auditors. The Audit Committee may conduct or authorize investigations into any matters within the scope of its responsibility and may retain outside legal counsel, accountants or others to advise the committee in the conduct of such investigations, seek information from any employee of the Society, and meet with the Society's officers, external auditors or outside legal counsel as necessary. The committee shall be composed of at least three directors. The Treasurer shall not serve on this committee.
- C. The *Community Advocacy Committee* shall be an advisory committee that serves as the liaison between the Board of Directors and the communities of the Society. The committee shall be composed of at least one director, who shall serve as the chair of the committee, and at least two additional senior members, all of whom shall be selected annually by the President with the approval of the Board. One of the additional

senior members shall serve as the chair of the Leadership Community Resource ("LCR"), which shall be a subcommittee of members appointed by this committee to provide guidance and continuity to communities, and mentoring and training to community and Society leaders. The LCR chair shall be appointed by the President with the approval of the Board.

- D. The *Finance and Investment Committee* shall be an advisory committee that makes recommendations to the Board of Directors regarding financial and investment policies, the creation and establishment of the annual budget for the Society and the selection of an outside investment advisor. This committee shall meet annually with the Society's investment advisor regarding financial performance of the Society's investments, assets and financial resources. The committee shall be composed of at least three directors and may include up to four additional senior members. The Treasurer shall be the committee chair. The Executive Director shall be the staff liaison to the committee.
- E. The *Governance Committee* shall be an advisory committee responsible for advising the Board on governance issues and compliance of the Society's governing documents with federal and state laws and regulations. The committee shall be composed of at least three senior members and shall be chaired by a director. The Executive Director shall be the staff liaison to this committee.

## **Article VII - MEETINGS**

### *Section 1. Annual Business Meeting*

The annual business meeting shall be held at a location and time determined by the Board. The membership shall be notified of the time and place of the annual meeting at least thirty days, and no more than fifty days, prior to the date of the meeting.

### *Section 2. Special Meetings*

The President shall call special meetings, if requested by the Board, or as required by New York law. Notice of a special meeting shall be sent to each voting member at least thirty and no more than fifty days before the date of the meeting.

### *Section 3. Transaction of Business*

- A. Parliamentary procedures. The parliamentary procedures specified in *Robert's Rules of Order*, latest revised edition, govern business meetings of the Society when they are applicable and consistent with the governing documents.

B. Quorum. The lesser of one hundred voting members or one-tenth of the total number of members entitled to vote who are present in person or by proxy shall constitute a quorum for a business meeting of the Society.

#### *Section 4. Time and Place of Meetings*

The Board of Directors shall determine the time and place of meetings.

#### *Section 5. Special Proxy Ballot*

When a special meeting is conducted using a special proxy ballot on some matter of concern to the membership, the Society office shall prepare and distribute proxy ballots to all voting members. Instructions pertaining to voting on such special proxy ballots shall be provided. The Society office shall establish and oversee a secure process that validates the proxy ballots while protecting the identity of the voters, count and record the votes, and preliminarily notify the Board of Directors of the results. The results shall then be publicly announced.

### **Article VIII - SOCIETY ELECTIONS**

#### *Section 1. Nominating Committee*

The *Nominating Committee* shall be responsible for the selection of qualified candidates for Society office and for the conduct of the annual election in accordance with this Article VIII. Only senior members, associate fellows, and fellows may serve on this committee. It shall consist of five persons, two of whom shall be elected by the voting members each year for a two-year term, and two of whom shall be continuing incumbents elected by the voting members in the immediately preceding year. The committee chair shall be a current or past director and shall be appointed annually by the President. A majority of the members of the Nominating Committee shall constitute a quorum for the conduct of business. All matters shall be determined by the affirmative vote of the majority of the members of the Nominating Committee at a meeting at which a quorum is present.

#### *Section 2. Annual Election*

A. *Time of election.* Elections for officers, directors, and members of the Nominating Committee shall be conducted each year prior to the annual business meeting. A preliminary slate shall be announced to all voting members at least three months prior to the annual business meeting. Nominations by petition must reach the Nominating Committee at least two months prior to the annual business meeting. The final slate and proxy ballots shall be sent to all voting

members at least one month prior to the annual business meeting, and the votes shall be tabulated at least one week prior to the annual business meeting. The Nominating Committee shall set specific dates each year and instruct the voting members accordingly.

B. *Selection and evaluation of candidates.* The Nominating Committee shall request names of candidates to be considered for election, and may, as it deems appropriate, contact individual Society members for recommendations. The candidates' qualifications shall be evaluated in accordance with the requirements established in these Bylaws, and in accordance with standards and criteria developed by the Nominating Committee. Qualified candidates shall be asked to submit a statement of availability.

C. *Preparation and distribution of preliminary slate.* At a date established by the Nominating Committee, all candidates who have agreed to serve if elected shall be evaluated for specific positions on the slate. Because the current President shall automatically succeed to the office of Immediate Past President, the First Vice President shall automatically succeed to the office of President, and the Second Vice President shall automatically succeed to the office of First Vice President, there normally shall be no nominees for the positions of President and First Vice President. If the person serving as First Vice President or Second Vice President shall have been appointed by the Board to fill a vacancy in such office, the Nominating Committee shall present at least two candidates for the office of President or First Vice President, as the case may be. At least two candidates shall be presented for the office of Second Vice President, Secretary and Treasurer unless a majority of all the directors of the Board waives this requirement for a particular office. For each of the remaining positions on the slate, the Nominating Committee shall endeavor to offer more than one candidate. The preliminary slate shall be prepared by the Nominating Committee and announced to all voting members with instructions pertaining to nomination by petition.

D. *Nomination by petition.* Additional candidates for the Nominating Committee, and the positions of director, Secretary, Treasurer, and Second Vice President may be nominated by petition of the lesser of (1) four percent of the voting members or (2) 400 voting members. Except in a situation where the current Second Vice President or First Vice President is appointed by the Board to fill a vacancy, candidates may not be nominated by petition for the office of First Vice President or

President. The full name and address of each signatory to such a petition must be typed or printed adjacent to the signature. The petition must be accompanied by the candidate's signed statement of acceptance and pertinent biographical data. The name of any candidate qualified in accordance with the Bylaws and properly nominated by petition must appear on the final slate and ballot.

E. *Preparation and distribution of the final slate and ballot.* The Society office shall prepare the final slate and proxy ballots for distribution to all voting members. Voting instructions shall specify the date on which ballots must be returned to be counted. In order to be valid and counted, each proxy ballot must indicate the manner in which the member's vote is to be cast.

F. *Count of votes and announcement of results.* The Society office shall establish and oversee a secure process that validates the proxy ballots while protecting the identity of the voters, and counts and records the vote. Candidates shall be elected by plurality of votes cast. A tie vote shall be resolved by a majority vote of the entire Board of Directors. The results shall not become final until the official public announcement of elected candidates is made at the annual business meeting when the officers and directors are installed.

## **Article IX – COMMUNITIES**

### *Section 1. Definition and Purpose*

A Society community is a group of members, organized geographically, virtually or in some other fashion, that is recognized by the Board of Directors and which engages in activities and initiatives consistent with the charitable, scientific and educational mission of the Society of advancing the arts and sciences of technical communication. Society communities shall be included in the group tax exemption of the Society, shall be able to use the Society name, logo, trademarks and other Society intellectual property, as set forth in the policies and procedures of the Society, shall be eligible for annual funding by the Board of Directors and may receive guidance, mentoring, training and other assistance from the Leadership Community Resource.

### *Section 2. Types of Communities*

There shall be three types of communities: full communities, student communities and provisional communities. A full community shall be a community of at least fifteen voting members. A student community shall be a community of at least

five student members and at least one voting member who serves as the student community advisor, all of whom are affiliated with a particular college or university. A provisional community shall be either (A) a community of at least five, but less than fifteen, voting members; or (B) a community that the Board of Directors has placed on provisional status pursuant to these Bylaws. A provisional community may exist as such for up to two years, during which time the Board of Directors shall monitor the community's progress. After a provisional community has demonstrated progress to the Board's satisfaction, and has at least fifteen voting members, the Board of Directors may designate it as a full community. If the provisional community fails within such time to demonstrate progress or fails to attract a minimum of fifteen voting members, the Board of Directors shall dissolve the community in accordance with these Bylaws.

### *Section 3. Petition for Community Status*

A. *Full Community.* To establish a full community, fifteen or more voting members in good standing must submit a petition to the Society that lists the name and address of each petitioning member and his or her intention to form a community. The petition must provide the proposed name and purposes of the new community and such other information as may be required by the policies and procedures of the Society.

B. *Student Community.* To establish a student community, five or more student members in good standing and at least one voting member in good standing who is the student community advisor must submit a petition to the Society that lists the names and addresses of the petitioning student members, the voting member(s) who will serve as advisor, the name of the college or university with which they are affiliated, and their intention to form a community. The petition must provide the proposed name and purposes of the new community and such other information as may be required by the policies and procedures of the Society.

C. *Provisional Community.* To establish a provisional community, five or more voting members in good standing must submit a petition to the Society that lists the names and addresses of each petitioning member and his or her intention to form a community. The petition must provide the proposed name and purposes of the new community and such other information as may be required by the policies and procedures of the Society.

#### *Section 4. Establishment of Community Status*

Upon the presentation of a community petition to the Society, the Society office shall verify the status of the petitioning members and submit the petition to the Board of Directors for approval. A community is formed upon the approval of its petition by the Board of Directors.

#### *Section 5. Operational Requirements for Communities*

All communities must comply with the requirements set forth below and such other requirements as set forth in the policies and procedures of the Society:

- A. *Membership.* Only Society members in good standing may be community members and officers.
- B. *Charitable and Educational Activities.* A community must be organized and operated exclusively for charitable, scientific, or educational purposes consistent with the charitable, scientific and educational mission of the Society and the purposes set forth in the community's petition. A community must report periodically to the Board of Directors regarding the activities it conducts in furtherance of its charitable, scientific and educational mission.
- C. *Lobbying and Political Activities.* The community shall not carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted under Section 501(c)(3) of the Internal Revenue Code. Furthermore, the community shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.
- D. *Compensation of Key Employees or Officers.* No part of the assets or net earnings of the community shall inure to the personal benefit of any officer or employee of the community, or any other person, except that compensation may be paid for personal services which are reasonable and necessary to carry out the purposes of the community.
- E. *IRS Form 990.* To the extent required by the Internal Revenue Code and the regulations promulgated thereunder, each community shall prepare and file with the Society a copy of its annual information return on IRS Form 990 no later than September 30th of each year. The community shall make copies of its three most

recent Form 990s available for inspection to anyone who wishes to review or inspect them.

- F. *Reports to Society.* The community shall file periodic reports of its activities and annual reports of its financial affairs with the Society. It shall also promptly advise the Society of the names of its newly elected officers and provide such other information as the Society may request from time to time.
- G. *Compliance with Law.* The community shall comply with all applicable laws, rules and regulations, including, but not limited to, the Internal Revenue Code sections, rules and regulations applicable to public charitable organizations.
- H. *Changes.* Any proposed changes to the community's organizational documents or policies and procedures must be sent to the Society for approval prior to their adoption.
- I. *Dues and Assessments.* A community may charge reasonable fees or costs for its activities or services, but may not charge community dues or assessments without the prior approval of the Board of Directors.
- J. *Miscellaneous.* A community shall not own real estate, shall not obligate the Society to any financial or other commitment, and shall not use the Society name, logo, trademarks or other intellectual property, except as provided in the policies and procedures of the Society.

#### *Section 6. Corrective Action*

If a community engages in actions that are not in the best interests of the Society, or fails to abide by the requirements for communities, the Board may, by a two-thirds vote of the Board at a meeting at which a quorum is present, withhold funding to such community, place the community on provisional status, dissolve the community or take any other action the Board deems proper.

#### *Section 7. Dissolution*

The Board may by a two-thirds vote of the Board at a meeting at which a quorum is present dissolve a community when the Board believes that the community is inactive and that there is no reasonable hope of its immediate revival, or when such action is in the best interests of the Society. Community dissolution shall not affect the Society memberships of the dissolved community's members. Members of a dissolved community may choose to join another

community, based on the membership option they chose when paying their most recent Society dues. Upon dissolution, all residual community funds and assets shall revert to the Society, as required by law.

#### *Section 8. Community Governance*

- A. *Management.* The affairs of the community shall be governed by an administrative council elected annually by the community members from the community membership. The administrative council shall be authorized to take whatever legal and proper actions as may be necessary for the fulfillment of the community's purposes. The administrative council shall manage and control the property, activities and affairs of the community, subject to the authority of the Board of Directors.
- B. *Officers.* The community administrative council shall be composed of at least three officers, including a president, a treasurer, a secretary and such other officers as may be desired by the community. A person may hold one or more offices at the same time, except the community president who shall only hold the office of community president. A majority of the administrative council shall constitute a quorum for the conduct of business.
- C. *Budgets.* The administrative council shall adopt a budget for each year and shall keep true and accurate books of account.
- D. *Community business meeting.* At least one annual community business meeting shall be held at which the administrative council and community committees shall report to the community membership, and at which the results of the annual election shall be announced. A quorum for transacting business at such a meeting shall be the lesser of (1) twenty-five percent of the voting members or (2) twenty voting members.
- E. *Finances.* Communities shall receive annual funding from the Society, the amount of which shall be determined by the Board of Directors. Community funds shall be deposited in any banking institution that is a member of the Federal Deposit Insurance Corporation (FDIC), or credit union that is a member of the National Credit Union Share Insurance Fund (NCUSIF).

#### *Section 9. Non-U.S.-Based Communities*

The Society may also have non-U.S.-based communities and shall enter into agreements with those communities on terms and conditions similar to

those required of U.S.-based communities in these Bylaws and the policies and procedures of the Society.

### **Article X - AMENDMENTS**

#### *Section 1. General*

Amendments to these Bylaws may be made either by the Board of Directors or by the voting members, as set forth in this Article.

#### *Section 2. Amendment by the Board of Directors*

An amendment to the Bylaws may be made by the Board of Directors, provided (A) all directors receive a text of the proposed amendment at least thirty days in advance of the Board meeting at which the Board plans to consider and vote on such an amendment and (B) at least two-thirds of the directors present at a meeting at which a quorum is present vote to approve such amendment.

#### *Section 3. Amendment by the Voting Members*

At least fifty voting members in good standing may propose an amendment to the Bylaws by submitting a written petition to the Board of Directors that is signed by such members and that sets forth the proposed amendment. The Board of Directors must give a minimum of thirty days notice to the voting members for a vote on any proposed amendment originated by a written petition signed by at least fifty voting members in good standing. Notice of the amendment may include a statement whether the Board recommends passage of the Bylaws amendment, recommends passage of the amendment with certain changes, does not recommend passage or takes no position. A Bylaws amendment requires an affirmative vote of two-thirds of the valid votes cast by the voting members, provided a quorum has been met. The Board, in its sole, but reasonable, discretion, (A) may disregard a written petition that describes a proposed amendment that has been previously rejected by the voting members and/or (B) may present to the voting members a proposed bylaw amendment submitted by written petition either in conjunction with the Society's annual election for directors, officers and Nominating Committee members or at any other time during the year.

### **Article XI - INDEMNIFICATION**

#### *Section 1. General*

The Society may indemnify anyone, if it so chooses, to the fullest extent permitted by New York law.

#### *Section 2. Insurance*

The Board of Directors may cause the Society to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Society or is or was serving at the request of the Society as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not the Society would have the power to indemnify such person.

## **Article XII - MISCELLANEOUS**

### *Section 1. Delivery of Notice*

Notices to directors and members shall be in writing and may be delivered personally, by mail, by facsimile, by electronic 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 Society, unless any such director or member shall have filed with the Society 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.

### *Section 2. Waiver of Notice*

Whenever notice is required to be given by statute, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at any meeting of the Board of Directors, or any meeting of the members as the case may be, shall constitute a waiver of notice of such meeting, except where the person is attending for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.