



Society for  
Technical  
Communication

## **ARTICLES OF INCORPORATION AND BYLAWS**

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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 1986 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 and every member in good standing is entitled to one vote on each matter submitted to the membership for a vote. No class of membership will have any restrictions on its voting eligibility. The term “voting members” or “voting membership,” when used in these Bylaws, shall refer to all membership classifications.

### *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 serve as a director or officer of the Society with restrictions as described in Article IV, Section 3 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.

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 suspended or 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, except as specified in Article III, Section 9.

#### *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 no fewer than seven and no more than twelve individuals: five officers (as defined below) and no fewer than two and no more than seven directors-at-large. As further described in Article VIII of these Bylaws, all are elected by the voting membership, except the

President and the Immediate Past President. The five officers are the President, the 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. Qualifications of Directors*

Each director (whether an officer or a director-at-large) must meet the following qualifications at all times: (A) he or she must be a regular or senior member of the Society in good standing and must have been a member of the Society for one full calendar year prior to being elected; (b) he or she must not have been convicted of a felony; and (c) he or she must agree in writing to, and abide by, the binding documents in the Society's handbook or manual for directors, as the handbook or manual may be amended from time to time. If a director fails to meet any of the above requirements at any time, he or she shall automatically forfeit his or her office or director-at-large position without any further action by the Society.

#### *Section 4. 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 *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 *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.
- D. 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.

E. The *Immediate Past President* shall be the individual who most recently served as President, who is a Society member and who is willing to serve in such capacity. If the individual who most recently served as President is unable or unwilling to serve as Advisor, the Board may appoint another previous Officer of the Corporation to serve as Advisor. The Immediate Past President shall perform such other duties as the President or the Board may assign.

#### *Section 5. Terms of Office*

The President, the Vice President, and the Immediate Past 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, and the Vice President shall automatically succeed to the office of President. The President, Vice President, and Immediate Past President may not immediately succeed themselves in the same office, and may succeed the role of Vice President only once. A President, Vice President, or Advisor may not run for the office of Vice President while currently serving as a President, Vice President, or Immediate Past President. The Secretary and Treasurer may succeed themselves in the same office only once. A director-at-large shall serve a two-year term and may serve one 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 6. Vacancies*

- A. *Vacancy in the Office of Immediate Past President.* If the office of the Immediate Past President is vacant, the Board may appoint an Advisor as set forth in Article IV, Section 4.E of these Bylaws. Any person who fills such vacancy shall serve only until the end of the term of the preceding Advisor.
- B. *Vacancy in the Office of President.* A vacancy in the office of President shall be filled by the Vice President. If the office of Vice President is also 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 Vice President.* If the office of Vice President is vacant, a 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 Vice President. A person so appointed Vice President shall not automatically succeed to the office of President at the end of the term of the 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 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. Should a director-at-large be appointed to one of the officer positions, there shall be considered to be a vacant seat for director-at-large.

#### *Section 7. Removal*

Except as set forth in Article IV, Section 3 for failure to meet the qualifications for directors, directors (both officers and directors-at-large) may be removed with or without cause by the voting members, or with cause by the vote of the directors in accordance with New York law.

#### *Section 8. 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 shall be given to each director, in the manner provided in these Bylaws, at least seven days before such meeting. The purpose or purposes of the special meeting shall be provided if deemed appropriate by the person or persons by whom or at whose request the special meeting is being called.

#### *Section 9. 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 10. 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 11. 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 the action is disseminated in writing and/or by electronic mail with a specified time period for discussion by all directors of the Board. The written affirmative vote of a majority of the directors of the Board shall be necessary for the passage of any resolution introduced 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 12. 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 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 Board meetings and present a report at such meetings. The Executive Director and any staff responsible for handling funds may 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. Only directors may serve on Board Committees. 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. Any person may serve on an Advisory Committee unless otherwise restricted by these Bylaws. 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 President, Vice President, Secretary, Treasurer, and the Immediate Past President or Advisor, 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 Affairs 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 Society members, all of whom shall be selected annually 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 two additional Society members. The Treasurer shall be the committee chair. The Executive Director shall be the staff liaison to the 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. Proxy*

When a vote by proxy is allowed at a meeting of the membership, the Society office shall prepare and distribute proxies to all voting members. Instructions pertaining to voting by proxy shall be provided.

### **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. 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 the sitting Immediate Past President. If the office of Immediate Past President is vacant, the committee chair shall be appointed by the President. He or she shall be an associate fellow, fellow, or a regular or senior member who has been a member of the Society for one full calendar year prior to being appointed. 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. Each member of the Nominating Committee must meet the following qualifications at all times: (A) he or she must be an associate fellow, fellow, or a regular or senior member who has been a member of the Society for one full calendar year prior to being elected; (b) he or she must not have been convicted of a felony; and (c) he or she must agree in writing to, and abide by, the binding documents in the Society's manual or handbook for Nominating Committee members, as such manual or handbook may be amended from time to time. If a Nominating Committee member fails to meet any of the above requirements at any time, he or she shall automatically forfeit his or her position on the Nominating Committee without any further action by the Society.

#### *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. Nominations by petition must reach the Nominating Committee at least two months prior to the annual business meeting. The final slate and proxies 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 and must agree, in writing, to abide by the binding documents in the applicable Society handbook or manual, as amended from time to time.

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 and the Vice President shall automatically succeed to the office of President, there normally shall be no nominees for the position of President. If the person serving as 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. At least two candidates shall be presented for the offices of 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 and provided to the Board of Directors for review and approval.

D. *Nomination by petition.* Additional candidates for the Nominating Committee and the positions of



director, Secretary, Treasurer, and Vice President may be nominated by petition of ten percent of the voting members. Candidates who seek nomination by petition must identify themselves to the Nominating Committee in the process outlined in Section 2, Part B, in the timeframe specified by the Nominating Committee. Except in a situation where the current President is appointed by the Board to fill a vacancy, candidates may not be nominated by petition for the office of 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 statements of acceptance and of agreement to abide by the binding documents in the applicable Society handbook or manual, as amended from time to time, and pertinent biographical data. Once approved by the Board of Directors, 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.* Once the final slate is approved by the Board of Directors, the Society office shall prepare the final slate and proxies 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 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 votes while protecting the identity of the voters, and counts and records all votes. 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 funding by the Board of Directors; and may receive guidance, mentoring, training, and other assistance from the Community Affairs Committee.

### *Section 2. Categories of Communities*

There shall be two categories of communities: Chapters and Special Interest Groups (SIGs). The determination of whether a community constitutes a Chapter or a SIG shall be made by the Board of Directors in its sole discretion.

### *Section 3. Chapters*

Chapters are organized around a geographic area.

A. U.S.-based chapters must abide by all applicable laws, including the laws of New York State with respect to governance matters.

B. The Society may also have non-U.S.-based chapters that are legally recognized entities in all countries in which they do business. The Society shall enter into agreements with those chapters, which agreements shall contain terms and conditions similar to those required of U.S.-based chapters in the policies and procedures of the Society.

### *Section 4. Special Interest Groups.*

Special Interest Groups are organized around a special topic or professional interest.

### *Section 5. Creation, Merger, Dissolution, and Corrective Action*

A. The Board may, by a two-thirds vote at a meeting at which a quorum is present, create, merge, or dissolve a Chapter, SIG, or Student Chapter according to policies and procedures of the Society. In addition, if a Chapter, SIG, or Student Chapter engages in actions that are not in the best interests of the Society, or fails to abide by the requirements for a Chapter, SIG, or Student Chapter as set forth in the Society's policies and procedures, the Board may, by a two-thirds vote at a meeting at which a quorum is present, withhold funding to such Chapter, SIG, or Student Chapter, place the Chapter, SIG, or Student Chapter on provisional status, dissolve the Chapter, SIG, or Student Chapter, or take any other action the Board deems proper.

B. Upon dissolution, all residual Chapter, SIG, or Student Chapter funds and assets shall revert to the Society.

### *Section 6. Student Chapters*

Student members of the Society may form chapters. There are two types of student chapters: (1) those that are formed pursuant to the terms and conditions for all U.S.-based chapters as set forth in these Bylaws and the policies and procedures of the Society; and (2) chapters that are organized under the auspices of a particular U.S. college or university. In the case of those chapters that are organized under the auspices of a particular U.S. college or university, the Society shall enter into agreements with those chapters, which agreements shall contain terms and conditions similar to those required of U.S.-based chapters in the Bylaws and 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 five percent of the 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. 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 such persons as identified by the Board of Directors, 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 shall be in writing and may be delivered personally, by mail, by facsimile, by electronic mail, or by any other method permitted by law. Notices to members shall be in writing and may be delivered personally or by mail, or by any other method permitted by law. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, enclosed in a post-paid sealed envelope, and addressed to the directors and members at their respective addresses appearing on the books of the 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.