

# BYLAWS

*of the*

## Association For Business Communication



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## 1. GOVERNANCE OF THE ASSOCIATION

- 1.1 Board of Directors.** The Association for Business Communication (hereinafter called “the Association”) shall be governed by a Board of Directors (hereinafter called “the Board”).
- 1.1.1** The Board shall be composed of 12 members at large, a Vice President from each region, the immediate Past President, the President, the First Vice President, the Second Vice President, and the Executive Director of the Association.
- 1.1.2** At-large members of the Board shall be elected to four-year staggered terms by the membership of the Association. An at-large member’s term of office shall begin on January 1 and shall end four years later unless terminated earlier by resignation, election to a leadership position on the Executive Committee, removal from office, incapacitating illness, or death.
- 1.1.3** Members of the Board are responsible for meeting at least once a year at the annual conference of the Association to formulate policy, to approve the budget, to set dues, and to make decisions affecting the Association.
- 1.1.4** The Board shall be responsible for evaluating Association activities, for approving the Operational Guidelines, and for recommending courses of action to the Executive Committee and the Executive Director.
- 1.1.5** The Board may conduct business by mail or other channels specified in the Operational Guidelines at the request of a Board member and upon unanimous consent of the Executive Committee or on petition of a majority of Board members.
- 1.1.6** The Board may hold a special meeting when a majority of the Board deems such a meeting necessary. The President or the Executive Director may request a special meeting by communicating with the members of the Board at least 30 days in advance stating the purpose, time, and place of the proposed meeting and providing a ballot for Board approval of that meeting.
- 1.1.7** A quorum (13) of a simple majority is required for Board action, both for regular and special meetings of the Board and for votes by mail or other channels specified in the Operational Guidelines.
- 1.1.8** All meetings of the Board shall be conducted according to Robert’s Rules of Order, as specified in a current edition. Business conducted by mail or another channel specified in the Operational Guidelines shall adhere to the spirit and purpose of Robert’s Rules of Order.
- 1.1.9** The Executive Director shall ensure that minutes of all meetings of the Board and records of special ballots conducted according to the Operational Guidelines shall be kept and made available to the membership.

**1.2 Membership.** Any individual who subscribes to the purposes of the Association as defined in the Articles of Incorporation and who pays the appropriate dues for his or her classification of membership shall be considered a member.

**1.2.1** Special memberships shall be sustaining, corporate sponsor, student, retired, and honorary.

**1.2.1.1** A **sustaining member** is one who contributes an amount set by the Board above the dues assessed a regular member.

**1.2.1.2** A **corporate sponsor** is an approved company paying membership dues set by the Board. Corporate sponsors receive two copies of the periodicals and are entitled to two voting memberships and three nonvoting memberships. Academic institutions do not qualify as corporate sponsors.

**1.2.1.3** A **student member** is one who pays a reduced membership fee and is not employed in a full-time academic position.

**1.2.1.4** A **retired member** is one who is no longer regularly employed by a university or other academic institution. Dues assessed for retired members shall be set by the Board as required to cover the cost of official publications.

**1.2.1.5** An **honorary member** is one who has been nominated by a dues-paying member for membership for one year without dues being assessed. Continuing honorary memberships are nominated by the Executive Director and approved by the Board.

**1.3 Regions and Regional Representation on the Board.**

**1.3.1** To further the objectives of the Association, regions shall be established to facilitate communication among members and between the membership and the Board.

**1.3.2** The Board may create regions by specifying geographical areas and giving those areas names. The Board may eliminate regions or redefine regions by specifying new geographical boundaries and, when logical to do so, renaming affected areas.

**1.3.3** Members residing within a designated geographical region shall be deemed members of that region. Regional designation will be automatically assigned when members register for membership.

**1.3.4** Regional Vice Presidents shall be elected to four-year terms from and by the members of each region by a ballot conducted by mail or by another channel specified in the Operational Guidelines.

**1.3.5** Should a Regional Vice President be unable to complete his or her term of office or cease to be a member of the region from which he or she was elected, a special election shall be held to elect a new Vice President from that region to serve a new four-year term.

- 1.4 Election of Board Members and Officers.** The Nominating Committee shall oversee the election of Board members and officers as well as manage the process of selecting recipients for Association awards as specified in the Operational Guidelines.
- 1.4.1** The Nominating Committee shall consist of the three most recent Past Presidents, the most recent recipient of the Spirit of ABC Award, the chair of the Publications Board, and the Executive Director, who shall be an ex-officio nonvoting member. The immediate Past President shall chair the Nominating Committee. If any of the three Past Presidents are unavailable to serve, the current President shall select another Past President to serve.
- 1.4.2** Any member is eligible to serve on the Board, and any such member may submit his or her name and/or the name of another Association member for consideration by the Nominating Committee.
- 1.4.3** Each year, the Nominating Committee shall be responsible for soliciting recommendations to fill elected offices and Association awards. The Nominating Committee shall poll, in writing, the members of the Executive Committee, the Regional Vice Presidents, the at-large Board members, and the committee chairs for recommendations. The Nominating Committee will gather biographical and other materials required to consider candidates for offices and awards.
- 1.4.4** The Nominating Committee shall nominate at least two members to run for each at-large Board position, at least two members to stand for each Regional Vice President position, and at least two members to run for the Second Vice President position. The nominees for Second Vice President shall be Board members of the Association at the time of their nomination or previous Board members who served within the last five years. The Nominating Committee shall also nominate one member to fill each available seat on the Publications Board.
- 1.4.5** In making recommendations to the Board, the Nominating Committee will consider previous service to the Association; regional affiliation; and service, teaching, research, and/or practice in business communication.
- 1.4.6** Board members may propose additional nominations at the annual meeting of the Board. Robert's Rules of Order notwithstanding, the Board shall consider each name individually and approve a list of candidates whose principal qualifications will be submitted to the membership along with the election ballot.
- 1.4.7** A ballot containing the names of the candidates and appropriate election materials and voting instructions shall be distributed to the entire membership at least 90 days before the annual conference. Members may return their ballots as specified in the Operational Guidelines.
- 1.4.8** The candidates receiving the highest number of votes shall be elected to fill known vacancies on the Board. In the event of a tie, the Board will decide the vote by an additional ballot.
- 1.4.9** The names of the persons elected shall be communicated to the members of the Association within 90 days of their election.

## 2. ASSOCIATION OFFICERS AND EXECUTIVE DIRECTOR

- 2.1 Officers.** The officers of the Association shall consist of the President, the First Vice President, the Second Vice President, and the Regional Vice Presidents.
- 2.2 Executive Director.** The Board shall appoint an Executive Director to oversee the management of the Association. The Executive Director shall serve at the pleasure of the Board and shall be an ex- officio member of the Board with full voting rights unless prohibited elsewhere in these Bylaws.
- 2.3 Duties of the Officers.** The Board shall determine the duties of each officer and shall specify these duties in the Operational Guidelines. The Board may assign additional duties as necessary to ensure the continued well-being of the Association.
- 2.3.1** The **President** shall preside at all meetings of the Association and of the Executive Committee. The President shall follow the Operational Guidelines approved by the Board.
- 2.3.2** The **First Vice President** shall perform all the functions of the President in the absence or disability of the President and shall follow the Operational Guidelines approved by the Board.
- 2.3.3** The **Second Vice President** shall perform all the functions of the First Vice President in the absence or disability of the First Vice President and shall follow the Operational Guidelines approved by the Board.
- 2.4 Duties of the Executive Director.** The Executive Director shall be the Chief Financial Officer and the Chief Administrative Officer of the Association and shall be empowered to hire staff and appoint assistants as necessary to ensure orderly operations. Such paid employees and uncompensated appointments shall be reviewed and approved by the Board.
- 2.4.1** As Chief Administrative Officer, the Executive Director shall be the Managing Editor of all publications of the Association.
- 2.4.2** As Chief Financial Officer, the Executive Director shall be responsible for overseeing all regular and special funds approved by the Board and specified in the Operational Guidelines.
- 2.4.3** The Executive Director shall receive a salary for his or her service to the Association.
- 2.4.4** The Executive Director shall follow the Operational Guidelines approved by the Board.
- 2.5 Duties of the Regional Vice Presidents.** The Regional Vice Presidents shall be responsible for representing the best interests of members from their regions at all meetings of the Board.
- 2.5.1** The Regional Vice Presidents are responsible for fostering the objectives of the Association among members from their regions, for striving to increase membership in the region, for overseeing their meetings, for demonstrating accountability by providing annual reports of regional activities, and for nominating regional members for appropriate offices and awards.

**2.5.2** The Regional Vice Presidents shall follow the Operational Guidelines approved by the Board.

**2.5.3** The Regional Vice Presidents will make a report of activities using the Regional Vice President template.

**2.6 Duties of the Executive Committee.** The Executive Committee shall be composed of the immediate Past President, the President, the First Vice President, the Second Vice President, and the Executive Director of the Association, each of whom shall be a voting member unless prohibited elsewhere in these Bylaws.

**2.6.1** Executive Committee shall be responsible for carrying out the wishes of the Board and shall be empowered to act in lieu of the Board on matters affecting the Association, including budgetary matters, when so directed by the Board.

**2.6.2** The Executive Committee shall meet at least three times a year in person or online: before and after the regular Board meeting at the annual conference and at one of the organization's other meetings.

**2.6.3** The President may also call special meetings of the Executive Committee at locations and times approved by a majority of the Executive Committee.

**2.6.4** The Executive Committee shall follow the Operational Guidelines approved by the Board.

**2.7 Resignation, Removal, and Replacement of Board Members and Officers.** An elected Board member or officer may submit his or her resignation in writing to the President. If any Board member or officer ceases to be a member of the Association, his or her office shall be considered vacant.

**2.7.1** Any Board member or officer missing two regularly scheduled meetings appropriate for his or her office shall be considered to have resigned.

**2.7.2** Any Board member or officer deemed in violation of these Bylaws by a two-thirds majority vote of the Board shall be removed from office.

**2.7.3** Any vacancy on the Board shall be filled by a vote of the Board either by email or another channel as specified in the Operational Guidelines or at the annual meeting. Replacement Board members so chosen will serve until the end of the next annual conference.

**2.8 Orderly Succession of Officers.** The normal succession of officers shall be from the Second Vice President to the First Vice President and from the First Vice President to the President.

**2.8.1** In the event of a President's death, disability, or other inability to serve the remainder of a term of office, the First Vice President shall automatically become President, and the Second Vice President shall become the First Vice President.

**2.8.2** In the event of the First Vice President's death, disability, or other inability to serve the remainder of a term of office, the Second Vice President shall automatically become the First Vice President.

**2.8.3** Should the office of the Second Vice President become vacant—whether because of death, disability, or other inability to serve the remainder of a term of office—the Executive Committee shall decide whether the office shall remain vacant until the next regularly scheduled election or whether a special election shall be held to elect a new Second Vice President.

**2.8.4** If the immediate Past President is unable to serve the remainder of a term of office due to absence or disability, the Executive Committee shall appoint another previous President of the Association to fill the vacancy. The person appointed shall carry the title “Past President,” serve as a member of the Board and of the Executive Committee, and fulfill the normal responsibilities of the Past President.

**2.9** **Orderly Succession of Executive Directors.** In the event of the Executive Director’s death, disability, or other inability to serve, the remaining members of the Executive Committee shall divide the duties of that office among themselves and hire such additional staff as necessary to ensure the continuation of the Association’s day-to-day operations until a new Executive Director can be selected and approved by the Board.

### **3. ASSOCIATION PROCEDURES**

**3.1** **Operational Guidelines.** The Board is responsible for creating and maintaining a set of Operational Guidelines to implement its policies. Approval of the changes to the Operational Guidelines shall require a majority vote of the Board.

**3.2** **Meetings of the Association.** The Association shall have regular meetings for the purpose of disseminating information and fostering the welfare of its members.

**3.2.1** The Association shall have annual conferences at times and places approved by the Board.

**3.2.2** The Association shall conduct meetings at times and places agreed to by the Regional Vice Presidents and the Executive Director. Meetings shall be open to all members, regardless of their regional affiliations.

**3.3** **Committees and Their Chairs.** The Board shall create, combine, or disband standing and ad hoc committees as necessary to fulfill the objectives of the Association and to meet the needs of the Association members. The names and functions of these committees shall be defined in the Operational Guidelines of the Association.

**3.3.1** The First Vice President shall appoint members and chairs for each ad hoc and standing committee and the Publications Board. The First Vice President shall appoint new ad hoc committees as needed. Appointments to standing committees shall be for three-year renewable terms.

**3.3.2** Chairs of standing committees shall be appointed to one-year terms by the First Vice President. Individuals may be re-appointed as committee chairs up to four times for a term

limit of five years. Chairs of ad hoc committees may be appointed for as long as the task requires; their performance shall be reviewed annually by the Executive Committee, and a new chair shall be appointed if the progress of such a committee is deemed inadequate.

**3.3.3** The First Vice President and the Second Vice President shall be responsible for encouraging members to serve on Association committees.

**3.3.4** By February 1 after assuming office, the First Vice President shall publish a list of committee membership for both standing and ad hoc committees and the charges to those committees for the year.

**3.3.5** The President may create ad hoc committees at other times during the year.

**3.3.6** The committee chairs shall be responsible for reporting committee activities and the service rendered by members in accordance with the Operational Guidelines.

**3.3.7** Service as a committee chair shall be one of the criteria used in considering an individual's qualifications to serve as a Board member or officer of the Association.

**3.3.8** Committee chairs shall follow the Operational Guidelines approved by the Board.

**3.4 The Publications Board.** The Publications Board shall consist of nine members and the Executive Director, who shall be a continuing, ex-officio member of the Publications Board and shall have full voting privileges unless prohibited elsewhere by these Bylaws. If a member of the Publications Board accepts a role as an Associate Editor for one of the Association's two journals, then he/she will be required to resign from the Publications Board.

**3.4.1** The Nominating Committee shall nominate a slate of candidates for the Publications Board; the Board of Directors will elect members to the Publications Board to serve three-year staggered terms.

### **3.5 Publications of the Association**

**3.5.1** Editors of the Association's publications are recommended by the Publications Board and approved by the Board of Directors. In addition, the Publications Board will evaluate the regular and special publications of the Association, the editors of the publications, and the written statements of editorial policy and procedures provided by the editors.

**3.5.2** The Publications Board shall be responsible for proposing and selecting timely special publications and for coordinating their production with the Executive Director of the Association.

**3.5.3** The Publications Board shall determine recipients for publication awards specified by the Board of Directors and as outlined in the Operating Guidelines.

**3.5.4** The Publications Board shall ensure that the four-year terms of the journal editors will be staggered so new editors for both journals are not recruited during the same year.



- 3.6 Special Recognition.** The Association shall provide five kinds of special recognition: designation as Fellow, as Distinguished Member, as Honorary Member, as Recipient of the Francis W. Weeks Award of Merit, and as Recipient of the Bernadine P. Branchaw Spirit Award.
- 3.6.1** The qualifications for these forms of recognition shall be specified in the Operational Guidelines and approved by the Board.
- 3.6.2** Once a year, the names of the awards and their qualifications shall be published in an official publication of the Association, and nominations shall be solicited from members. Additionally, once a year the Regional Vice Presidents and chairs of the Association's committees shall be solicited for their nominations.
- 3.6.3** The Nominating Committee shall be responsible for soliciting and evaluating recommendations for these awards and for submitting for Board approval a list of individuals selected to receive awards, along with the reasons for their selection.
- 3.6.4** These awards and special recognitions will be given only when warranted by the qualifications of the nominees.
- 3.7 Expenses, Reimbursements, and Bonuses.** The Board may authorize reimbursement for expenses incurred on its behalf or payment for services rendered.
- 3.7.1** The Executive Director may direct that Executive Committee members, Board members, committee representatives, employees, and other representatives of the Association be reimbursed for expenses incurred while conducting Association business.
- 3.7.2** The Board shall set or confirm the salary for the Executive Director at its annual meeting.
- 3.7.3** The President and Executive Director may recommend for Board approval bonuses for services rendered by headquarters personnel.
- 3.8 Affiliate Organizations.** The Association may have formal affiliations with organizations that have met the criteria specified in the Operational Guidelines and whose applications for affiliation have been approved by a majority vote of the Board.

## **4. LEGAL CONSIDERATIONS**

- 4.1 Conflicts of Interest.** Members of the Association shall agree to avoid conflicts of interest where possible and to disclose such conflicts when and where appropriate to ensure ethical transactions.
- 4.1.1** No person who serves as a full-time employee of the Association may serve as a Board member or officer of the Association.

**4.1.2** No Board member or officer may vote on an issue if he or she stands to incur a direct financial gain based on the outcome of the vote. The Executive Director shall disclose the nature of this financial interest before the vote is taken.

**4.2** **Liability of Board Members, Officers, and Agents of the Association.** No member of the Association shall hold liable any Board member, officer, or agent of the Association for lawful actions or decisions made on behalf of the Association.

**4.3** **Amendments to the Bylaws.** Any member of the Association may propose an amendment to these Bylaws by submitting the proposed change to the President in writing.

**4.3.1** The President shall submit proposed amendments to these Bylaws in writing to the Executive Director at least 45 days before the annual meeting for inclusion in the mailing to all members of the Board.

**4.3.2** The Board may amend proposed amendments. The proposal or amended proposal may be approved by a majority vote of the Board. If approved by the Board, proposed amendments to these Bylaws shall be submitted to the general membership of the Association for ratification.

**4.3.3** The procedure for ratification of an amendment of the Bylaws shall be the same as that used for other Association elections, and ratification of a proposed amendment shall require a positive vote from a majority of those voting.