

Article I. Identity

Section A – Name

- (a) An unincorporated association of members is hereby organized under the name “The Sudbury Design Society”.
- (b) The short variant of the above name, “SDS”, may be used in common parlance. The Sudbury Design Society is referred to by the short variant throughout this constitution.

Section B – Location

- (a) SDS operates within the City of Greater Sudbury and its surrounding areas.
- (b) The official address of SDS is: 1400 Barrydowne Road, Sudbury, Ontario, Canada P3A 3V8.

Section C – Duration

- (a) The duration of SDS shall be perpetual, or until such a time that there are no members.

Article II. Function

Section A – Mission

- (a) Provide grassroots community, services, and advocacy for the Greater Sudbury design professions.
- (b) Promote the value of design to the Greater Sudbury business community.
- (c) Increase the awareness and visibility of design in the general Greater Sudbury community.
- (d) Promote standards of professionalism and ethics, as set out by the Association of Registered Graphic Designers of Ontario (here after referred to as RGD Ontario) in the Rules for Professional Conduct.
- (e) Support RGD Ontario in its regional endeavours.

- (f) Promote the Greater Sudbury area as a destination for design professionals.
- (g) Promote and support environmental sustainability and socially conscious actions.
- (h) Encourage mentorship between experienced professionals and young professionals.
- (i) Advance relationships with individuals and organizations involved in compatible pursuits.
- (j) Engage in other complementary purposes not inconsistent with the above.

Section B – Non-profit

- (a) SDS is organized exclusively as a non-profit organization as defined in paragraph 149(1)(1) of the Income Tax Act, and may be exempt from taxes as described under Part I of the same legislation as well as any future federal tax code.
- (b) All surpluses accrued through SDS activities may only be used to carry on the objectives listed under Article II, Section A, and may not be used for the personal benefit of individual members.
- (c) SDS can take no action that may jeopardize its exemption as set out in Sub-Section (a) of this section.

Article III. Membership

Section A – Member Categories

- (a) Membership in SDS shall be broken into two categories – Student and Professional.
- (b) Student members are defined as any individual, currently enrolled in secondary or post-secondary studies, who grants their approval to this document by becoming a member of SDS.
- (c) Professional members are defined as any individual, apart from those who qualify for student membership, who grants their approval to this document by becoming a member of SDS.
- (d) As required in Article IV, Section B, Sub-Section (b), a special differentiation is made between SDS members who are also members of RGD Ontario and those who are not for the purposes of executive qualification. For the purposes of this document, RGD Ontario members include Professional (R.G.D.), Provisional, and Student members of that organization.

Section B – Dues

- (a)** Annual membership dues are outlined in By-Law A.
- (b)** Membership dues are collected annually beginning in June, and may be submitted via automatic subscription, one-time electronic payment, or through a cheque addressed to the President.
- (c)** An individual's membership in SDS is considered to have lapsed if membership dues are not submitted seven (7) days before a scheduled annual general meeting.
- (d)** Membership renewals will not be accepted in the seven (7) day period before a scheduled annual general meeting.

Section C – Cancellation of Membership

- (a)** Membership in SDS may be cancelled by sending a letter or email to the President.
- (b)** An individual's membership will only be considered cancelled when they receive a letter or email of confirmation from the President.

Article IV. Executive Structure

Section A – Executive Structure

- (a)** SDS will be governed by a Board of Directors made up of no fewer than nine (9) elected individuals and no greater than twelve (12).
- (b)** Six (6) Directors will be elected to the Board of Directors at each annual general meeting, beginning in 2011.
- (c)** Directors will serve for a period of two (2) years. There are no term limits.

Section B – Qualification

- (a)** Directors must be over the age of 18 to serve.
- (b)** Directors must also be RGD Ontario members to serve, as provided for in Article III, Section A, Sub-Section (d).

Section C – Pro Bono

- (a)** SDS Directors shall serve without remuneration. Reasonable and necessary expenses may be incurred.

Section D – Officers

- (a)** At the first Board meeting following an election, the Board will nominate Directors to fill the following Officer positions: President, First Vice-President, Second Vice-President, Treasurer, Secretary, and Communications Officer.
- (b)** The President is the head of the Board of Directors and the head of SDS. The President shall organize and chair all Board meetings, all annual general meetings, and any special meeting where there is not a conflict of interest. The President, in conjunction with the Treasurer, shall oversee SDS finances. The President, in conjunction with the First Vice-President, shall oversee the membership rolls. The President, in conjunction with the Second Vice-President, shall oversee issues relating to sponsorship. The President shall also act as the SDS liaison with RGD Ontario.
- (c)** The First Vice-President shall assume the duties of the President should they be absent. Should the President resign or otherwise be removed from their post, the First Vice-President will assume that position until the next election. The First Vice-President shall oversee the membership rolls.
- (d)** The Second-Vice-President shall assume the duties of the President should both the President and First Vice-President be absent. The Second Vice-President shall oversee issues relating to sponsorship.
- (e)** The Treasurer shall oversee SDS finances and make regular reports to the Board of Directors regarding the organization’s financial position. The Treasurer shall prepare an overview on the SDS financial outlook for dissemination at each annual general meeting. If required, the Treasurer is responsible for remitting and filing all necessary reports to the Canada Revenue Agency.
- (f)** The Secretary is responsible for keeping minutes of every Board meeting, annual general meeting, and special meeting. The Secretary shall also maintain records of this document, all future amendments, and all By-Laws.
- (g)** The Communications Officer shall maintain the SDS website and shall oversee all communications relating to the SDS.

Section E – Responsibilities

- (a)** As the governing body of the organization, the Board of Directors assumes all SDS liability. Directors are responsible for protecting SDS from issues of liability.
- (b)** Directors are responsible for upholding the principles and regulations set out in this document and all By-Laws.

- (c) Prior to the commencement of each Board meeting, Directors are obligated to announce any conflicts of interest they may have regarding the agenda to be discussed. Directors are also required to abstain from any vote in which they would be compromised from acting in the best interests of SDS.
- (d) Directors are responsible for holding in confidence all information exchanged at a Board meeting.
- (e) Directors shall not be absent for any greater than three (3) consecutive meetings without informing the President of their absence. Furthermore, Directors shall not be absent, for any reason, from any greater than ten (10) meetings over a two-year term.
- (f) The Board of Directors is a working body and Directors are expected to play an active role in the operation of SDS.

Section F – Meetings of the Board of Directors

- (a) Meetings of the Board shall operate according to a relaxed version of the guidelines presented in Robert’s Rules of Order.
- (b) The Board of Directors shall require a quorum of two-thirds to hold a meeting.
- (c) The President shall have the authority to call for an immediate vote after a reasonable amount of discussion.
- (d) Unless otherwise stated in this document, all votes shall be decided by simple majority (50% + one).
- (e) Should a vote end in a tie, the President shall cast the deciding vote.
- (f) The Board of Directors shall meet no fewer than ten (10) times per year.

Section G – Vacancies

- (a) Vacancies on the Board of Directors may be filled at the Board’s discretion, according to the requirements set out in Section A, Sub-Section (a), of this Article.
- (b) When seeking an individual to fill a Director position, the Board shall first consider individuals who had previously stood for election to the Board of Directors.
- (c) Should no suitable candidates be identified through the method described above, the Board is empowered to select an individual however they so choose.

- (d) Directors who fill a vacancy shall only serve the remainder of the term left by the vacating director before standing for re-election.

Section H – Ex Officio Directors

- (a) An Ex Officio Director is defined as any Director who serves at the pleasure of the Board rather than being elected by the membership.
- (b) An Ex Officio Director must be a member of SDS.
- (c) Ex Officio Directors have full voting privileges and are subject to all of the provisions set out in Section E of this Article.
- (d) Ex Officio Directors are subject to the requirement set out in Section B, Sub-Section (a), of this Article.
- (e) Ex Officio Directors may not serve as Officers, except in the instance detailed in Sub-Section (f) of this Section.
- (f) At the discretion of the Board, an Ex Officio Director who has previously held the office of President may be invited to hold the ad hoc office of Past President. Only one individual may hold this office at any given time.
- (g) Ex Officio Directors must have their position reconfirmed by the Board of Directors on an annual basis and may at any time have their term cancelled by the will of the Board.

Section I – Advisors

- (a) An Advisor is defined as any individual who attends Board meetings on a regular basis at the pleasure of the Board, but who does not serve as a Director.
- (b) Advisors do not hold voting privileges, but are allowed to voice their perspectives in discussion.
- (c) Advisors are required to hold in confidence all information exchanged at a Board meeting.
- (d) Advisors must have their position reconfirmed by the Board of Directors on an annual basis and may at any time have their position cancelled by the will of the Board.

Section J – Committees

- (a) The Board of Directors may organize itself into committees for the purpose of handling specific tasks or issues.

- (b)** Any committee that is detailed in a By-Law is defined as a Standing Committee.
- (c)** Any committee that is not detailed in a By-Law is defined as an Ad Hoc Committee, and may be organized or dissolved at the pleasure of the Board of Directors.

Section K – Recall and Expulsion of a Sitting Director

- (a)** A Director may be recalled by the membership by calling for a special meeting on the issue and holding a vote to recall. A super-majority (two-thirds) in the affirmative must be reached to recall a Director.
- (b)** A Director may be expelled by the Board of Directors provided that they are guilty of a serious offence against this document or any By-Law, and provided that a reasonable effort has been made to resolve the matter through other means. A super-majority (two-thirds) vote to expel must be reached to expel a Director.
- (c)** A Director who has been recalled or expelled may never again serve on the Board of Directors.

Article V. Meetings of the Membership

Section A – Annual General Meeting

- (a)** SDS shall hold an annual general meeting each year, beginning in September of 2011.
- (b)** Members shall be notified of the holding of an annual general meeting no fewer than thirty (30) days before the date of the meeting.
- (c)** An agenda shall be distributed no fewer than fifteen (15) days before the date of the meeting.
- (d)** Individuals wishing to stand for election at the next annual general meeting must mail or email a letter of intent to the President no later than 15th of July in that year.
- (e)** All members shall be entitled to a single vote on all referendum questions.
- (f)** Members may assign their voting privileges to another member through proxy. Proxy applications must be submitted in hard copy form no later than five (5) days prior to the date of the event.
- (g)** When there are no greater than six (6) candidates standing for election to the Board of Directors, the election portion of the annual

general meeting shall be cancelled and all candidates acclaimed to the Board.

Section B – Special Meetings

- (a)** A special meeting is defined as any general meeting that is initiated by the membership to discuss or resolve a specific issue.
- (b)** A special meeting may be called by delivering to the President a petition detailing the reason for meeting and containing the endorsement of two-thirds of the membership.
- (c)** The Board of Directors shall provide a date for the special meeting that is no greater than sixty (60) days from the date a valid petition is received.

Article VI. Budget

Section A – Sustainability

- (a)** SDS may not incur debts that exceed its current assets.
- (b)** SDS may not enter into any agreement that has the potential to jeopardize its financial sustainability.

Section B – Expenses

- (a)** Expenses may only be incurred by a Director for the sole benefit of SDS.
- (b)** Any expense incurred on behalf of SDS must be approved by the President and the Treasurer before it is incurred.

Article VII. Cooperation

Section A – Endorsement of RGD Ontario

- (a)** SDS endorses the R.G.D. designation as the standard for accreditation of the graphic design profession.
- (b)** SDS supports the overarching mission of RGD Ontario and recognizes them as the principal professional body for the practice of graphic design within the province of Ontario.
- (c)** SDS will always conduct itself in a manner that is complementary, not competitive, to RGD Ontario's goals.

Section B – Affiliation Clause

- (a)** Should such a time come that RGD Ontario wishes to formalize a relationship with SDS, the Board of Directors is permitted to engage in such an agreement on behalf of the membership.
- (b)** The Board of Directors may amend this document, in exception to Article VIII, Section A, to reflect a formal relationship with RGD Ontario under the stipulations set out in Sub-Sections (c), (d), and (e) of this section.
- (c)** Amendments as set out in Sub-Section (b) may only be made to Articles I and VII of this document.
- (d)** Any agreement between SDS and RGD Ontario must respect the SDS governance autonomy.
- (e)** Any agreement between SDS and RGD Ontario must be approved by a super-majority (two-thirds) of the Board.

Article VIII. Amendment & By-Laws

Section A – Constitutional Amendments

- (a)** Amendments to this document may be made through a two-step process involving both the Board of Directors and the membership, as set out in Sub-Sections (b) and (c) of this section.
- (b)** A proposed amendment originates at the Board level, and must be approved by a super-majority (two-thirds) of Directors.
- (c)** A proposed amendment that has been approved by the Board of Directors is then put to a referendum at the soonest annual general meeting, and may be enacted with a simple majority (50% plus one).
- (d)** All current and past versions of this document must be maintained at the SDS office.

Section B – By-Laws

- (a)** By-Laws are additional provisions not covered under the scope of this document.
- (b)** By-Laws originate and are enacted at the Board level, and must be approved by a super-majority (two-thirds) of Directors.
- (c)** No By-Law may contravene any provision of this document.

Article IX. Enactment

Section A – Founders

(a) The following individuals are to be recognized as the Founders of SDS:

- Ron Beltrame, R.G.D.
- Frank Chartrand, Provisional RGD
- Sean Grant, R.G.D.
- Tony Jurgilas, R.G.D.
- Jason Lind, R.G.D.
- Mark McAllister, R.G.D.
- Scott Savarie
- Nico Taus, Provisional RGD
- Johanna Westby, Provisional RGD

Section B – Leadership

(a) The following individuals are considered Directors of SDS until the 2011 Annual General Meeting:

- Ron Beltrame, R.G.D.
- Frank Chartrand, Provisional RGD
- Jason Lind, R.G.D.
- Mark McAllister, R.G.D.
- Scott Savarie
- Nico Taus, Provisional RGD

(b) The following individuals are considered Directors of SDS until the 2012 Annual General Meeting:

- Sean Grant, R.G.D.
- Tony Jurgilas, R.G.D.
- Johanna Westby, Provisional RGD

Section C – Date of Effect

(a) This document, with all of its Articles, Sections, and Sub-Sections shall come into effect on the 14th of September, 2010, following a unanimous vote in the affirmative by the SDS Board of Directors.



By-Law A

Be it enacted as an SDS By-Law as provided for in the Constitution,
Article VIII, Section B:

- (a)** Membership dues for Student Members are set at \$10.00 per year.
- (b)** Membership dues for Professional Members are set at \$25.00 per year.

Enacted on the 14th of September, 2010, following a unanimous vote
in the affirmative by the SDS Board of Directors.