

SUDBURY DESIGN SOCIETY

BY-LAW 1

A by-law relating generally to the conduct of the affairs
of
Sudbury Design Society.

BE IT ENACTED as a by-law of SUDBURY DESIGN SOCIETY.

1. MEMBERSHIP

a. Member Categories

Membership in Sudbury Design Society shall be broken into two categories - Student Members and Professional Members;

- i. Student members are defined as any individual, currently enrolled in secondary or post-secondary studies who supports and promotes the objectives of the Corporation and provides payment of the annual fee as outlined in Section (1)(b) of By-Law 1;
- ii. Professional members are defined as any individual, apart from those who qualify for student membership, who supports and promotes the objectives of the Corporation and provides payment of the annual fee as outlined in Section (1)(b) of By-law 1.

b. Dues

Student and professional membership dues will be determined by resolution passed by the Board of Directors, which shall be posted on the Corporation's website.

Membership dues must be submitted no less than seven (7) days before a scheduled annual general meeting. If an individual fails to submit dues before the deadline, the individual will not be considered a member at the scheduled annual general meeting.

c. Cancellation

A member may cancel their membership to Sudbury Design Society by sending a letter or email to the President. A membership will only be considered cancelled once the said member receives a letter or email of confirmation from the President acknowledging the cancellation.

2. EXECUTIVE STRUCTURE

a. Directors

Sudbury Design Society will be governed by a Board of Directors consisting of ten (10) elected individuals. Directors will serve for a period of two (2) years. Should they wish to serve as a Director of the Board again the individual will have to be re-elected at the annual general meeting for a new two year term. At each annual general meeting, at least five (5) directors will be elected for the ensuing year.

Directors must be over the age of 18 years old and will serve without remuneration, however may be compensated for any reasonable expense paid by them on behalf of the Corporation.

The Board of Directors will be responsible for upholding the principles and regulations as set out in the by-laws. All Directors are expected to play an active role in the operation of Sudbury Design Society.

b. Vacancies

Vacancies on the Board of Directors may be filled at the Board's discretion. When seeking to fill a vacancy, the Board must first considered individuals who had previously stood for election to the Board of Directors. Should no suitable candidates be identified, the Board may select an individual however they so choose, as long as the individual is at least 18 years of age. Directors who fill a vacancy shall only serve the remainder of the term left by the vacating director before standing for re-election.

c. Recall and Expulsion of a Sitting Director

A Director may be recalled by the membership by the holding of a special meeting on the issue and holding a vote for recall. A super-majority, which shall consist of two thirds of the Voting Members, in the affirmative must be reached to recall a Director.

A Director may be expelled by the Board provided that they are guilty of a serious offence against Sudbury Design Society or they are in breach of any of the terms, conditions or responsibilities as set out in the by-laws. Reasonable effort must first be made to resolve the issue in questions by other means. Should no other means prove effective at resolving the situation, a vote may be held to expel a Director and a super-majority must be reached.

A Director who has been recalled or expelled may never again serve on the Board of Directors.

d. Officers

At the first Board meeting following an election of Directors, the Board will nominate Directors to fill the following Officer positions: President, First Vice-President, Second Vice-President, Secretary, Treasurer and Communications Officer.

The duties and responsibilities of each officer are as follows:

- i. The President is the head of the Board of Directors and the head of Sudbury Design Society. The President shall organize and chair all Board meetings, all annual general meetings and any special meetings. The President, together with the Treasurer, will be responsible and shall oversee Sudbury Design Society's finances. The President, together with the First-Vice President, shall oversee the membership rolls. The President, together with the Second Vice-President shall oversee all issues relating to sponsorship. The President shall act as liaison with all other organizations, unless otherwise delegated;
- ii. The First Vice-President shall assume the duties of the President if the President is absent. The First Vice-President will assume the roll of President if the currently elected President chooses to resign or is otherwise removed from their post, and will continue to act as President until the next election. The First Vice-President will, together with the President, oversee the membership rolls;
- iii. The Second Vice-President shall assume the duties of the President if both the President and the First Vice-President are absent. The Second Vice-President will, together with the President, oversee all issues relating to sponsorship;
- iv. The Secretary shall be responsible for keeping minutes of every Board meeting, annual general meeting and any special meetings. The Secretary shall also maintain records of the Corporation, its by-laws and all future amendments to documents governing the affairs of Sudbury Design Society;
- v. The Treasurer shall, together with the President, oversee all Sudbury Design Society's finances and make regular reports to the Board of Directors regarding the Corporation's financial position. The Treasurer shall prepare an overview on the Sudbury Design Society's 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;
- vi. The Communications Office shall maintain the Sudbury Design Society's website and shall oversee all communications relating to Sudbury Design Society.
- e. Ex-Officio Directors

An Ex-Officio Director is any Director who serves at the pleasure of the Board rather than being elected by the membership. An Ex-Officio Director must be 18 years old and a member of Sudbury Design Society. Ex-Officio Directors have full voting privileges and are subject to all the same responsibilities as an elected Director as set out in this by-law.

At the discretion of the Board, an Ex-Officio Director, who has previously held the

office of the President, may be invited to hold the ad hoc office of Past President and only one person may hold that position at any given time. An Ex-Officio Director may not serve as any other officer.

Ex-Officio Directors must have their position reconfirmed by the Board of Directors on an annual basis and may, at any given time, have their term cancelled by the will of the Board.

f. Advisors

An advisor is an individual who attends Board meetings on a regular basis at the pleasure of the Board, but who does not serve as a Director. Advisors do not hold any voting privileges but are permitted to voice their opinions and perspectives in discussion. Advisors must have their position reconfirmed by the Board of Directors on an annual basis and may, at any given time, have their position cancelled by the will of the Board.

g. Committees

The Board of Directors may, at its discretion, organize itself into committees for the purpose of handling specific tasks or issues.

3. MEETINGS

a. Board of Directors' Meeting

The Board of Directors shall require a quorum of two-thirds to hold a meeting and all meetings shall operate according to a relaxed version of the guidelines presented in *Robert's Rules of Order*. 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.

The President shall have the authority to call for an immediate vote after a reasonable amount of discussion. Directors are required to abstain from any vote in which they would be compromised from acting in the best interests of Sudbury Design Society. Unless otherwise stated in this by-law, all votes shall be decided by a simple majority (50% + one). Should a vote end in a tie, the President, acting as Chairperson of the meeting, shall cast the deciding vote.

The Board of Directors shall meet no fewer than ten (10) times per year. Directors shall not be absent for any greater than three (3) consecutive meetings without informing the President of their absences. Directors shall not be absent, for any reason, from any greater than ten (10) meetings over a two-year term.

All Directors, Ex-Officio Directors, Advisors and any one else attending a meeting of the Board of Directors is required to hold in confidence, all information exchanged at the Board meeting.

b. Annual General Meetings

Sudbury Design Society shall hold an annual general meeting in September of each year. Members shall be notified of the holding of an annual general meeting no fewer than thirty (30) days before the date of a meeting. An agenda shall be

distributed no fewer than fifteen (15) days before a scheduled meeting.

All members shall be entitled to a single vote on all referendum questions. Members may assign their voting privileges to another member through proxy. Proxy applications must be submitted in hard copy no later than five (5) days prior to the date of the event.

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 the July 15th of that year. When there are no greater than five (5) 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.

c. Special Meetings

A special meeting is defined as any general meeting that is initiated by the membership to discuss or resolve a specific issue. 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. 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.

4. BUDGET

a. Sustainability

Sudbury Design Society may not incur debts that exceed its current assets and may not enter into any agreement that has the potential to jeopardize its financial sustainability.

b. Expenses

Expenses may only be incurred by a Director for the sole benefit of Sudbury Design Society and any expense incurred on behalf of Sudbury Design Society must be approved by the President and the Treasurer before it is incurred.

5. HEAD OFFICE

The head office of the Corporation shall be located in the City of Greater Sudbury in the Province of Ontario and at such place within the City of Greater Sudbury as the Board may from time to time determine.

6. FISCAL YEAR

The fiscal year of the Corporation shall terminate on a date to be determined by the directors and thereafter on the anniversary of each year until changed by resolution of the directors.

7. SIGNING OFFICERS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President and the Secretary or either of them for and on behalf of the Corporation or by other such persons as the Board may, by resolution, appoint to execute on behalf of the Corporation.

8. AUDITORS

If the Corporation's annual income is greater than \$100,000, members of the Corporation must appoint an auditor to hold office until the first annual meeting and at each annual meeting, must appoint one or more auditors to hold office until the next annual meeting.

If the Corporation's annual income is less than \$100,000 and all the members consent in writing, the Corporation is exempt from a financial audit.

9. AMENDMENTS TO BY-LAWS

Amendments to the by-laws of the Corporation may be made through a two-step process as follows

- i. A proposed amendment originates at the Board level and must be approved by a super-majority of Directors;
- ii. Once the proposed amendment has been approved by the Board of Directors, it will then be put to referendum at the soonest annual general meeting and may be enacted with a simple majority (50%+ one).

Except as otherwise provided, a by-law or an amendment to a by-law passed by the Board has full force and effect from the time the motion as passed or from such further time as may be specified by the Board.

10. ENDORSEMENT OF THE ASSOCIATION OF REGISTERED GRAPHIC DESIGNERS (RGD)

Sudbury Design Society endorses the RGD designation as the standard for accreditation of the graphic design profession. Sudbury Design society supports the overarching mission of RGD and recognizes them as the principal professional body for the practice of graphic design within the Province of Ontario. Sudbury Design Society will always conduct itself in a manner that is complementary, not competitive, to RGD's goals.

11. AMALGAMATION OR DISSOLUTION

Upon amalgamation with one or more corporations with similar objects, the property of Sudbury Design Society shall belong to such amalgamated corporation.

Upon dissolution, the property of Sudbury Design Society shall, after satisfaction of its debts and liabilities, be paid or transferred to or distributed among such not-for-profit causes having similar objects in the City of Greater Sudbury or as the Board of Directors may, in its sole discretion, decide.

By-law 1 of SUDBURY DESIGN SOCIETY passed and enacted this day of , 2015.

SUDBURY DESIGN SOCIETY
Per

Meggan Michaud, President