



BYLAW

An amended bylaw relating generally to the conduct of the affairs of Sudbury Design Society (SDS).
Amended 2021.

Article I – Identity

Section A – Name

a. The name of the incorporated association of members is organized under the name The Sudbury Design Society referred to in this document as the short variant SDS and as the Corporation.

Section B – Headquarters

a. The Corporation operates within the City of Greater Sudbury and its surrounding areas, and at such place the Board may from time to time determine.

Section C – Non-Profit Corporation

- a. The Corporation 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 the Corporations activities may only be used to carry on the objectives listed under Section (D)(a), and may not be used for the personal benefit of individual members.
- c. The Corporation can take no action that may jeopardize its exemption as set out in Sub-Section (a) of this section.

Section D – Mission Statement

The Corporation provides grassroots community, services, and advocacy for the Greater Sudbury design professions. In doing so it will increase the awareness and visibility of the design community, while promoting the value and visibility of the design community.

Section E – Objectives of the Corporation

- a. Promote and support environmental sustainability and socially conscious actions.
- b. Encourage mentorship between experienced professionals and young professionals.
- c. Advance relationships with individuals and organizations involved in compatible pursuits.
- 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.

Section F – Membership

Membership to the Sudbury Design Society shall be broken into three (3) categories – Student Members and Professional Members.

a. Student Members

Student Members is defined as any individual, currently enrolled in secondary or post-secondary studies in Greater Sudbury who supports and promotes the objectives of the Corporation and provides payment of the one-time fee as outlined in Section (I-F)(f).

The Student Membership year shall be from September 1st to August 31st of the following year and shall renew yearly until the member's graduation date, provided to the Corporation by the applicant when the membership form is being submitted.

b. Professional Members

Professional members are defined as any individual, apart from those who qualify for student membership, who supports and promotes the objectives of the Corporation, resides in Great Sudbury (at time of application) and provides payment of the annual fee as outlined in Section (I-F)(g).

c. Honorary Members

Honorary members are defined as any individual, apart from those who qualify for student membership, who has been apart of the Corporation from 2008 until 2020. Those who supports and promotes the objectives of the Corporation. These members don't have to reside in sudbury, and shall not be subject to fee's, while retaining full membership benefits, as outlined on the Corporations Website.



Dues of Membership

Dues, fees, and taxes, shall become part of the annual membership dues if members are in any category of membership except student.

- a. Dues may be amended at the discretion of the Board.
- b. Dues are collected annually beginning in June, and shall be payable upon invoicing.
- c. New members shall be required to pay immediately, upon completion of any membership forms, which shall be posted on the Corporation's website.
- d. Membership renewals will not be accepted in the seven (7) day period before a scheduled annual general meeting.
- e. An individual's membership in the Corporation is considered to have lapsed if membership dues are not submitted seven (7) days before a scheduled annual general meeting.
- f. Student Membership Dues:
 - i. Student Membership shall be a one time payment of \$25.00, until graduation. Student Membership will be covered until August 31st, of the members graduating year.
- g. Student Membership Dues:
 - i. Professional Membership year shall be from date of payment to June of the following year, at which time the membership shall renew for \$25.00 per year. After a one-time payment of \$50.00 for first year of membership.
- h. Membership shall be notified of changes to any dues or fees, no less than thirty (30) days after amendments to the Bylaws.

Section G – Cancellation of Membership

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

Section H – Termination of Membership

- a. When membership in the Corporation is terminated, the Board shall remove the name and affiliation of that member.
- b. Any former member whose membership has been terminated surrenders any affiliation with the Corporation, the right to join the Board or any faction of the Corporation, and surrenders the ability to attain membership with the Corporation in the future.

Article II – Executive Structure

Section A – Board of Directors

Sudbury Design Society will be governed by a Board of Directors consisting of no more than twelve (12) elected individuals. Directors will serve for a period of two (2) years, with no term limits. 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.

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.

Directors will serve without remuneration, however may be compensated for any reasonable expense paid by them on behalf of the Corporation.

Section B – Qualifications

- a. Directors must be over the age of 18 years old, and be a resident of Sudbury, Ontario, while maintaining a Professional Membership within the Corporation.

Section C – 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 consider 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 meets the qualifications put forth by the board in Section (II-B) (a). Directors who fill a vacancy shall only serve the remainder of the term left by the vacating director before standing for re-election.

Section D – Recall and Expulsion of a Sitting Director

a. 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.

b. 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.

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

Section E – 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 over view on the Sudbury Design Society's financial outlook for dissemination at each annual general meeting. If required, the Treasurer is responsible for remitting and filling 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.

Section F – 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.

Section G – 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 canceled by the will of the Board.

Section H – Committees

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

Section I – Meetings

a. The Board of Directors shall require a quorum of two-thirds to hold a meeting. 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.

b. 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.

d. 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.

Section J – Committees

a. 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.

b. An agenda shall be purpose of handling specific tasks or issues

c. 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.

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 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.

Section K – 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. 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.



Article III – Finance

Section A – Sustainability

a. 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.

Section B – Expenses

a. 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.

Section C – 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.

Section D – 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.

Section E – Auditors

a. 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.

b. 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.

Article IV – Amendments to Bylaws

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.

Article V – 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.

Article VI – 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.

This by-law was passed and shall come into force without further formality upon its enactment in 2021.