

GDC Vancouver Island Chapter Constitution and Bylaws

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VI Chapter Constitution

The name of the Society is Graphic Designers of Canada Vancouver Island Chapter, Designers Graphiques du Canada Section de l'Île Vancouver.

General Goals of the National Society

The general goals of the National Society are to:

a) improve the human environment by:

- i) improving the quality of life and fostering public awareness of design in Canada through the application of design expertise in education, public information, trade, commerce and industry,
- ii) creating a climate of opinion in which high standards of design may flourish,
- iii) working towards the eradication of visual and sensory abuse, and
- iv) improving standards, practice and awareness of graphic design as a profession and as an interrelated process.

b) develop the profession of graphic and communication design by:

- i) proposing and encouraging a coherent, coordinated education policy for the discipline of graphic design at postsecondary levels, and by offering constructive suggestions into primary and secondary levels,
- ii) establishing criteria and procedures for professional certification and registration, reviewing them periodically and revising them from time to time as necessary or expedient, and
- iii) maintaining the Society as a body of professionals with shared objectives and a common set of ethical standards and Code of Ethics and Professional Practices across the country.

c) serve the profession of graphic and communication design by:

- i) fostering international exchange and liaison with mutually relevant organizations and projects,
- ii) mutual recognition of design disciplines in order to increase opportunities for interdisciplinary practice, and encouraging and promoting such interdisciplinary practice,
- iii) ensuring that the vision of the members is challenged and receptive to change,
- iv) preserving the interests of the members and the public in interactions between them, and
- v) extending the Society's influence as a cultural and socio-economic asset of Canada.

General Goals of the Chapter

In addition to the goals of the National Society's Constitution for improving the human environment, and of developing and serving the profession of graphic and communication design, the Chapter's goals include:

- a) developing a positive identity for the graphic and communication design profession on Vancouver Island and the Gulf Islands,
- b) promoting and actively supporting high standards of graphic and communication design on Vancouver Island and the Gulf Islands,
- c) stimulating and encouraging graphic and communication designers through the dissemination of information relating to graphic design and through fostering interaction and dialogue between members,
- d) representing its members' concerns and interests to the general public, government, and the industry.

VI Chapter Bylaws

These Bylaws give form to the business of the Graphic Designers of Canada, Vancouver Island Chapter. The Constitution and Letters Patent of the National Society take precedence over these bylaws.

Part I Definitions

In these bylaws and in every resolution, rule, or regulation, unless otherwise specified or required in context,

- a) **Chapter** refers to the Vancouver Island Chapter / Section de l'Île Vancouver as incorporated under the British Columbia *Societies Act* in order to engage in non-profit educational group activities.
 - i) The Chapter includes the geographic area of Vancouver Island and the Gulf Islands.
 - ii) The Chapter is bound to the National Society by the Chapter Affiliation Agreement.
- b) **Chapter Executive** refers to the qualified, elected Executive Committee of the Chapter, (also known as "Executive," "Directors," "Officers," and "Board of Directors") empowered under the BC *Societies Act* with conducting the functions and affairs of the Chapter.
- c) **Qualified** refers to the general qualifications for Directors in the BC Societies Act, regarding age, capability, convictions, and bankruptcy,
- d) **Standing Committees** refers to Chapter committees such as Membership, Education, Events, Professional Association Liaison, Resources, Communications, Ethics, and others.
- e) **National Society** means the National Corporation chartered by Articles under the provisions of the *Canada Not-for-profit Corporations Act* S.C. 2009 c.23 (the "Act") including the regulations made pursuant to the Act (as amended, restated or in effect from time to time), and any statute or regulation that may be substituted, as amended from time to time, and under the name of Society of Graphic Designers of Canada / Société des designers graphiques du Canada.
- f) **National Council** refers to the GDC National Council and **Council Member** means a member of the National Council.
- g) **National Representative** refers to a member elected or appointed to the National Council by the Chapter.
- h) **Member** refers to any member of the Chapter including: Member, CGD Certified Member, Fellow, Honorary Fellow, Affiliate Member, Student Member and does not include a Support Partner, Sustaining Sponsor or Event Sponsor, and "**membership**" has an equivalent meaning.
- i) **Sponsor / Support Partner** means a sponsor of the Society and includes a Sustaining Sponsor, Support partner and Event Sponsor.
- j) **In good standing** refers to a member whose annual fee has been paid and whose status, in the judgement of the Chapter Executive, is otherwise acceptable to the Chapter.
- k) **Voting members** are defined as all members of the Chapter including Member, Fellow, Honorary Fellow and CGD Certified member, who are in good standing.
- l) **Non-voting members** include Affiliates and Students.
- m) **Annual General Meeting** is a constitutional meeting called within 15 months of the previous Annual General Meeting in accordance with these bylaws and the requirements of the National Society.
- n) **General Meeting** is any general meeting of members called in accordance with these bylaws, that falls between two Annual General Meetings. Annual General Meetings are called Ordinary Meetings. All other General Meetings are called Extraordinary.

Part II Membership

1. Member

- 1.1 The National President shall grant the status of Member to any person who applies in proper form and provides evidence satisfactory to the Executive that they:
- a) subscribe to the objectives, general goals and Code of Ethics of the National Society, and
 - b) are working in the field of graphic or communication design and can obtain or have the qualifications for CGD Certified membership and are awaiting a portfolio review,
 - c) have completed a programme of studies in graphic or communication design or related field and/or are working, freelancing or looking for work in the field of graphic or communication design.

2. CGD Certified Member

- 2.1 The National President shall admit every person to CGD Certified Membership who has entered into professional practice of graphic or communication design, or design administration or design education, applies in proper form and provides evidence satisfactory to the Executive that they:
- a) have completed at least seven years, in total, of combined graphic or communication design education and professional practice, instruction, or administration of graphic or communication design, and
 - b) whose work, experience and professional integrity are of such standards as the Executive may, at its discretion, deem acceptable to it, or
 - c) have received professional status in a province which, through legislation, registers or certifies graphic or communication designers, or have passed a certification review, and
 - d) have provided two references from CGD Certified members and/or employers or clients,
 - e) are living and working in Canada,
 - f) subscribe to the objectives, general goals and Code of Ethics of the National Society, and
 - g) agree to the CGD Licensing Agreement of the National Society as may be amended from time to time.
- 2.2 A CGD Certified member in good standing may append after their name, following the highest earned academic degree shown, the CGD certification mark.

3. Certificate

- 3.1 Every CGD Certified member of the National Society shall be given a document in a form approved by the National Executive certifying their membership in the National Society.
- 3.2 The certificate remains and is the sole property of the National Society and shall be returned to the National Secretary upon request where the member is suspended or expelled, and it or a substitute shall be given or sent back to the member when the period of their suspension terminates and the terms thereof are fulfilled, or when he or her is reinstated, as the case may be.

4. Fellowship

- 4.1 The National President shall admit every person to Fellowship, who
- a) meets the requirements for admission to CGD Certified membership, whether or not they have been a CGD Certified member,
 - b) has by accomplishments or influence made a major contribution to graphic or communication design in Canada, or has made one or more outstanding contributions to the objectives or general goals of the National Society or has advanced graphic or communication design as a professional activity,
 - c) is nominated in proper form,
 - d) subscribes to the objectives, general goals and Code of Ethics of the National Society, and,
 - e) is accepted by two-thirds of the National Council.
- 4.2 The form of nomination to Fellowship shall include,
- a) a document in support of the nomination signed by three CGD Certified members in good standing who are not Fellows themselves, each to be from a different Chapter or Member Association of the Society, and,
 - b) evidence acceptable to the National Council to support the requirements of paragraphs 4.1 (a) and (b) above.
- 4.3 A Fellow in good standing may append after their name, following the highest earned academic degree shown, the designation FGDC.

5. Honorary Fellowship

- 5.1 The National Executive may elect any person to Honorary Fellowship who, in the opinion of the Executive,
- a) does not meet the requirements for admission to CGD Certified membership,
 - b) has, by accomplishments or influence, made a major contribution to graphic or communication design in Canada, or has made one or more outstanding contributions to the objectives or general goals of the National Society, or has advanced graphic or communication design as a professional activity,
 - c) is nominated in proper form,
 - d) subscribes to the objectives, general goals and Code of Ethics of the National Society, and,
 - e) is accepted by two-thirds of the National Council.
- 5.2 An Honorary Fellow may append after their name, following the highest earned academic degree shown, the designation Hon. FGDC.

6. Affiliate Members

- 6.1 The National President shall admit every person to Affiliate membership who applies in proper form and provides evidence satisfactory to the Executive that they:
- a) are not a graphic or communication designer but are actively engaged in a related industry or allied profession,
 - b) subscribe to the objectives, Code of Ethics and general goals of the National Society.

7. Student Members

- 7.1 The National President shall admit every person to Student membership who applies in proper form and provides evidence satisfactory to the Executive that they:
- a) are a student attending a program of studies in graphic or communication design, or have graduated from a program in graphic or communication design within the past two years,
 - b) subscribe to the objectives, Code of Ethics and general goals of the National Society.

8. Membership Uniformity

- 8.1 Subject to the other provisions of this Bylaw, every member in any category has the same rights, privileges, obligations and responsibilities within the Chapter.

9. Membership Admission and Procedures

- 9.1 All applications for membership shall be submitted online at the National Website, and according to the National Society's requirements.
- a) The Chapter membership committee shall consider the CGD candidate's eligibility and inform them of acceptance or rejection in writing within 30 days. Where applicable, all samples submitted by the applicant shall be returned.
 - b) Mentorship shall be offered to candidates refused admission.

10. Membership Standing

- 10.1 A member whose dues are paid is in good standing. A member who owes dues, whether in current or previous years, is not in good standing.
- 10.2 The National President may cancel a membership in any category, on the advice of the Chapter Executive, for non-payment of the annual fee after giving the member at least two months notice of the non-payment and intention to cancel, subject to the continuing jurisdiction of the National Society under Section 16 (Offences) of the Constitution of the National Society in respect of any matter arising out of their professional conduct while a member.

11. Resignation

- 11.1 A member may resign their membership by filing a resignation in writing with the National Secretary and, upon receipt by the National Secretary, along with their membership certificate and card, their membership is thereupon cancelled subject to the continuing jurisdiction of the National Society, in respect of any matter arising out of their professional conduct while a member.
- 11.2 Any member who resigns, withdraws, or is expelled from the Chapter shall forthwith forfeit all right, claim, and interest arising from or associated with membership in the Chapter and the National Society.

12. Support Partners and Sponsors

- a) The Chapter Executive may recognize as a Support Partner, Sponsor or Sustaining Sponsor any person, company, organization, establishment or society who furthers the goals of the Chapter by making an annual financial and/or in-kind contribution to the Chapter. In the case of a substantial financial contribution or major gift to the Chapter, the Chapter Executive may also recognize the donor as a Patron or Major Donor.
- b) The Chapter Executive may recognize as an Event Sponsor, any person, company, organization, establishment or society that supports a Chapter event through financial and/or in-kind contribution to the Chapter.

13. Fees

- 13.1 Nothing in this section applies to Honorary Fellows or Fellows.
- 13.2 The Chapter's portion of the annual membership dues shall be the same as the chapter portion determined by National Council from time to time at the National Annual General Meeting. This fee is in addition to that of the National Society. An invoice is sent to members from the National Secretariat.
- 13.3 Invoicing for fees is the responsibility of the National Executive Director. The National Treasurer will remit the Chapter portion of the fee to the Chapter.
- 13.4 For the purposes of section 12 (Support Partner, Sustaining Sponsor, Sponsor, Patron or Major Donor) the Chapter Executive may from time to time by resolution establish the amounts of money which will be considered sufficient to meet the requirements for "financial contribution" and "substantial financial contribution: respectively.

14. Offences

- 14.1 The National Discipline Committee may, on behalf of the National President, after a hearing or due opportunity for a hearing, find any member in any category of membership guilty of professional misconduct if,
 - a) they have been found guilty by a court of any offence relevant to the practice of graphic or communication design, or
 - b) they have been found guilty, in the opinion of the National Discipline Committee of professional misconduct as defined in the GDC Code of Ethics and the *GDC Grievance and Discipline Procedures*.

Part III Meetings of Members

All business at General and Extraordinary meetings of members will be conducted under the most current version of *Robert's Rules of Order*.

15. Annual General Meeting

- 15.1 An Annual General Meeting of the Chapter for the purpose of electing Executive Members, Committee Chairs, and Representatives to the National Council, providing a financial statement for the previous year, and transacting other business, shall be called no more than 15 months from the last and at least 90 days prior to the National Annual General Meeting.
- 15.2 At least 30 days notice of the time and place of such meeting along with notice of proposed changes to the Constitution and/or Bylaws shall be circulated to every member in good standing to their last postal or e-mail address recorded in the records of the National Office.
- 15.3 Two weeks after the completion of the election or appointment of Chapter representatives to the National Council, the results, duly signed by the President of the Chapter, shall be delivered to the National Executive Director to be kept on file.
- 15.4 The Chapter shall report to the National Executive Director the names and short biographies of national representative(s) elected to the National Council at least 60 days prior to the National Annual General Meeting.

16. Extraordinary Meetings

- 16.1 The Chapter Executive may, whenever it thinks fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on the requisition of not less than ten percent of the voting members of the Chapter.
 - a) At least 30 days notice of the time and place of such meeting along with notice of the proposed agenda shall be circulated to every member in good standing to their last postal or e-mail address recorded in the records of the National Office.
 - b) All business shall be deemed special that is transacted in an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of accounts, balance sheets and the ordinary reports of the directors and treasurer, and the election of Executive Members and committee chairs.

- c) If, within one half-hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved. It shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the directors may determine. And, if at this next meeting a quorum is not present within one half-hour from the time appointed for the meeting, the members present shall be a quorum, providing their number is not less than three.

17. Proceedings at General Meetings

17.1 Quorum

- a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time the meeting proceeds to business. A quorum shall be not less than one quarter of the voting Members in good standing, and personally present.
- b) No proxy voting is allowed.
- c) At any meeting each voting member shall have one vote, and any resolution put to the vote of the meeting shall be decided on a show of hands and a declaration by the Chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of that fact.
- d) Members may request to directors to call a general meeting if 10% of voting members make such a request,
- e) Members may propose that a particular issue be added to the agenda of any General Meeting by making a proposal that has received the consent of 10% of voting members.

Part IV Governance

18. Chapter Executive

- 18.1 The affairs of the Chapter shall be managed by the Chapter Executive Committee, the members of which are also the Directors of the registered non-profit Society of Graphic Designers of Canada, Vancouver Island Chapter. The Chapter Executive shall have the functions, duties and powers of a board of directors.
- 18.2 The Chapter Executive has a duty to act honestly, in good faith, and in the best interests of the society, exercise care, diligence and skill, and act in accordance with the BC *Societies Act* the regulations, and the bylaws, and, to file Annual Reports with BC Corporate Registry.
- 18.3 The composition of a Chapter Executive has some flexibility, but is recommended that it include a President, Past-President, three Vice Presidents, a Secretary, and a Treasurer. The Chapter Executive must have no less than three Executive Members.
- 18.4 Each member of the Chapter Executive shall actively participate on one or more committees. The Vice Presidents shall be chairpersons of the Standing Committees.
- 18.5 The Chapter Executive will meet as often as necessary to carry out the Chapter's functions. Attendance by Executive members at regularly scheduled meetings is required.
- 18.6 An Executive Member may be removed from office and from the Executive Committee before the natural expiration of their term of office for cause, including but not limited to missing three or more consecutive meetings in a calendar year, by special resolution adopted by:
- a 66% majority of the votes cast at a meeting of the Executive duly called for the purpose, or
 - a simple majority of the votes cast at a General Meeting duly called for the purpose.
- 18.7 Questions arising at any Chapter Executive meeting shall be decided by a majority of votes. In case of an equality of votes, the President or acting chairperson shall have the second or casting vote.
- 18.8 A quorum necessary for the transaction of the business of the Chapter Executive shall be a majority of the Executive.
- 18.9) All members of the Chapter are welcome to attend and observe at any meeting of the Executive Committee, except for in-camera sessions.

18.9 Chapter Executive Members shall serve without compensation, fee or like remuneration, and no Executive Member shall directly or indirectly receive any profit from their position as such, but an Executive Member may be reimbursed for reasonable expenses incurred in the performance of duties.

19. Elections

- 19.1 Election of the Chapter Executive will take place at the Annual General Meeting of the Chapter.
- a) A Nomination Committee shall be formed to receive nominations for positions on the Executive Committee. Nominations may also be received from the floor during the Annual General Meeting.
 - b) Any qualified CGD Certified member, Fellow or member in good standing is eligible to be elected as a Chapter Executive member, however, only a CGD Certified member or Fellow may hold the position of President or Vice President.
 - c) At each election, the President shall be elected from one of the sitting Vice Presidents. If no Vice President wishes to stand for the presidency, the position shall be filled from eligible nominees among the Executive or other Certified members or Fellows in good standing in the Chapter.
 - d) A simple majority of voting members at the Annual General Meeting is required to elect Chapter Executive members.
 - e) The term of office for each position of elected Executive officers shall be two years.
 - f) A person elected or appointed as an Executive member must either:
 - i) give written consent to be an Executive member; or
 - ii) be present at a meeting where they are elected as an Executive member and not refuse to be a Executive member.
- 19.2 There shall be no prohibition on the re-election of any officer.
- 19.3 If any officer resigns before the end of their term, or if any position is vacant, the Executive Committee may appoint a member in good standing to serve in their place for the balance of the term.
- 19.4 The Chapter may from time to time increase or reduce the number of Executive members by Ordinary Resolution whether previous notice thereof has been given or not.

20. Committees

- 20.1 The Chapter may include as Standing Committees: Membership, Education, Events, Professional Association Liaison, Resources, Communications, Ethics, and others as the executive sees fit.
- 20.2 The Chapter Executive may appoint a committee or committees consisting of such members as they think fit.

21. Duties of the Executive Members

- 21.1 The business of the Chapter shall be managed by the Executive Committee, who shall cause minutes to be kept of all meetings and business of the Chapter, the Executive, and all Committees of the Chapter.
- 21.2 The President shall be an ex-officio member of all committees.
- a) The Chapter President shall preside as Chairperson at every meeting of the Chapter and, in their absence, one of the Vice Presidents and in the absence of a Vice President, or other executive member, the members present shall choose a CGD Certified member or Fellow to be Chairperson.
 - b) The Chapter President will be the principal representative to non-members, the government, and the general public and will inspire and direct the activities of the Executive and committees, plan and propose medium and long-term goals, strengthen ties with relevant organizations, and, cast the deciding vote in any tie.
- 21.3. The Secretary shall:
- a) conduct the correspondence of the Chapter,
 - b) issue notices of meetings of the Chapter and Directors,
 - c) keep minutes of all meetings of the Chapter and the Executive,
 - d) have custody of all records and documents of the Chapter except those required to be kept by the Treasurer, and
 - e) maintain the registration of the Society in Victoria each year.
- 21.4 The Membership Chair shall develop and encourage membership growth and retention.
- 21.5 The Treasurer shall:
- a) keep the financial records, including books of account, necessary to comply with the *BC Societies Act*, and
 - b) render financial statements to the Executive, members and others when required.

- 21.6 In the absence of the Secretary from a meeting, the President shall appoint another person to act as secretary at the meeting.

Part V Financial Management

22. Banking and Bookkeeping

- 22.1 An authorized bank, to be determined by the Executive from time to time, shall be the bank of the Chapter, and an account shall be kept at the bank in the name of the Chapter. All cheques drawn on such account must be signed by two Chapter Executive Members and all digital payments from this account must be digitally approved by two Chapter Executive Members, and in either case one of these Chapter Executive Members must be either the Treasurer or the President.
- 22.2 The Executive shall cause true accounts to be kept of all sums of money received and expended by the Society, and the matters in respect of which such receipt and expenditure takes place, and of all sales and purchases of goods by the Chapter, and of the assets and liabilities of the Chapter.
- 22.3 The books of account shall be kept at the registered office of the Chapter or at such place as the Executive think fit, and,
- a) shall always be open to inspection by Executive members, and,
 - b) the Executive shall from time to time determine whether and at what times and places and under what conditions the accounts and documents of the Chapter shall be open to the inspection of members who are not Executive Members, and no member (who is not an Executive) shall have any right of inspecting any account or document of the Chapter except as conferred by law or authorized by the Executive or by resolution of the members.

23. Borrowing Powers

For the purpose of carrying out the objects of the Chapter, the Executive may borrow or raise or secure the payment of money in such manner as they think fit, and in particular by the issue of debentures; provided debentures shall not be issued without the sanction of a Special Resolution of the Chapter.

24. Dissolution

The chapter may be dissolved by a special resolution, and must follow the process outlined in the BC *Societies Act*. Upon dissolution of the Chapter, the assets which remain after payment of all expenses incurred in the dissolution shall be distributed either to the BC (Mainland) Chapter or the National Society, as decided upon by the Chapter Executive.

Part VI Amendment of Chapter Constitution and Bylaws

25. The Constitution and/or Bylaws of the Chapter may, by Special Resolution, be amended at any General Meeting provided that no less than 30 days notice of the proposed amendment be circulated to every member in good standing to their last postal or e-mail address recorded in the records of the National Office. Amendments require a 75 percent majority of the voting members present at any General Meeting. Amendments shall be recorded in the Chapter's Bylaws accordingly.

Part VII Constitution and Bylaws of the National Society

26. The Constitution and Bylaws of the Society of Graphic Designers of Canada, Vancouver Island Chapter, shall be subject to the Constitution and Bylaws of the National Society.
27. All members of the Society of Graphic Designers of Canada, Vancouver Island Chapter, shall not act in a contradictory or injurious manner in regard to the Constitution and Bylaws of the National Society.

Revised January, 2018

GDC VI Society Number S-0045390

Date of Incorporation 2 December 2002

SOCIETIES ACT, current to December 6, 2017

<https://tinyurl.com/bcsocietiesact2018>

Signed
(by 5 Executive members, Fellows or CGDs)

March 1, 2018
DATE

Peggy Cady FGDC PEGGY CADY FGDC

Amanda Maslany, CGD AMANDA MASLANY

Michael Marshall FGDC MICHAEL MARSHALL FGDC

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Patrick Belanger CGD

PATRICK BELANGER