



Society for Design Administration  
C A N A D A

# Bylaws

Adopted November 22, 2000  
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# ARTICLE I

## NAME

The name of this organization shall be the **Society for Design Administration Canada** hereinafter referred to in these Bylaws as the **Chapter** or **SDA Canada**.

# ARTICLE II

## OBJECTIVES AND ORGANIZATION

### Objectives

- Section 1.** To organize and unite the membership in order to advance and promote the educational and professional standards of administrative personnel in Design Administration or related disciplines.
- Section 2.** To provide programs to advance the knowledge and capabilities of the membership and contribute to the improvements of administrative methods and materials used in Design Administration or related disciplines.
- Section 3.** To provide a channel of communication between Chapters of SDA, both within Canada and internationally.
- Section 4.** To assist in the organization of new Chapters within Canada.
- Section 5.** To maintain liaisons with related professional design and construction organizations.

### Organization

- Section 1.** The Chapter is self-governing, non-profit, non-partisan, non-sectarian and non-discriminatory. It is not incorporated but may become so upon a majority vote of the membership.
- Section 2.** The fiscal year of the Chapter shall be January 1 through December 31.
- Section 3.** The Chapter shall be located in the Province of Ontario, but membership is open to anyone residing or employed in Canada who meets the membership requirements. It shall maintain communication with other chapters of the Society for Design Administration and with other Canadian regional chapters and organizations if and when formed.
- Section 4.** Society for Design Administration Canada is affiliated with The Society for Design Administration chapters located in the United States of America. By popular convention, the co-ordinating organization for all American and Canadian chapters is often referred to as "National" or "National SDA." SDA Canada members are not required to pay individual National dues or fees. Instead, the Chapter remits an annual Affiliation Fee to National.

# ARTICLE III

## MEMBERSHIP

**Section 1.** The membership of the Chapter shall be accorded to individuals fulfilling the requirements and qualifications set forth in these Bylaws and the adopted standing rules of the organization.

**Section 2. New Members:**

- A. **Application for Admission:** Application shall be made in writing, by letter or application form. It shall include the following:
  - 1) Application shall show proposed member's name and other information requested on Chapter's transmittal letter.
  - 2) Cheque for local Chapters dues, and any applicable National or regional dues and fees.
- B. **Acceptance:** Acceptance or rejection of a proposed new member (includes all classes of Membership as outlined below) shall be by a majority vote of the Executive Committee and they shall advise the applicant of its findings within thirty (30) days from the date application is made.
- C. Once accepted, in accordance with Section 2.B, a member shall remain in good standing so long as they abide by the rules established in these bylaws. Members in good standing may use the membership designation "SDA" after their names.

**Section 3. Classes of Membership:**

- A. **Corporate:** Those persons employed as administrative personnel in the design industries (such as architects, engineers, interior designers, landscape architects, graphic designers and similar design professionals) whether in private practice, on the staff of a licensing or registration board, a school, or any other public or private institution or company. They shall pay Chapter and any applicable National or regional dues and fees, and shall have the right to vote and hold Chapter and National office.
- B. **Associate:** Those persons whose products or services support the design industry. They shall pay Chapter and any applicable National or regional dues and fees. They shall have the right to attend all meetings of SDA, to speak and take part in all discussions, but they shall not have the right to vote nor to hold National Office or hold elected office.
- C. **Emeritus:** Those members who are in good standing who retire or take a leave of absence from the business community, but wish to continue their membership and do not meet the qualifications of any

other membership classification. They shall have the same rights and privileges and obligations as Corporate members, but they may not hold elective office. Those who become Emeritus members while serving as an elective officer will be allowed to complete their term of office.

- D. **Honourary:** Those persons of esteemed character who are not otherwise eligible for membership but who have rendered distinguished service to SDA or the profession of architecture. Nominations for honorary membership may be proposed by any Chapter or by three (3) or more individual members, in writing, addressed to the President, accompanied by a detailed statement of nominee's qualifications for the honour. They shall be elected by a two-thirds (2/3) vote of the Executive Committee.

Honourary members shall be privileged to attend all meetings of SDA, to speak and take part in discussions; but they shall not have the right to vote nor to hold office. Honourary members of a Chapter do not automatically become Honourary members of National. They may be nominated as outlined in the National Bylaws.

- E. **Life:** Those persons who have been members for at least five (5) years who retire from their employment but who wish to remain members. They shall have all the rights and privileges and obligations of membership afforded them prior to retirement except the right to hold office.
- F. **Out of Town:** Those persons with identical qualification of Corporate members (class A) but who practice outside of the area deemed reasonable for regular travel to general meetings (any one outside of the 416/905 area codes falls within this category). Out of Town members shall be privileged to attend any meetings; they shall have the right to vote but not to hold office.
- G. **CANstruction:** Those persons who have participated in the annual SDA CANstruction® event shall be eligible for a one (1) year complimentary SDA Canada membership. CANstruction members shall be privileged to attend any meetings; but they shall not have the right to vote nor to hold office. This membership is limited to people or firms who are not current or former SDA members.

**Section 4.** Transfer of Membership from this Chapter to another Chapter or vice versa, may be made subject to the Bylaws and/or other rules and regulations of the particular Chapter to which application for membership is made.

**Section 5.** Membership may be terminated by resignation, disciplinary action, or non-payment of dues. The Treasurer shall give any member whose dues are two (2) months in arrears a thirty (30) day notice. At the end of the thirty (30) day period, if dues have not been paid, the member shall be notified that membership has been terminated. A member may be reinstated upon approval of the Board and payment of a reinstatement fee plus payment in full of all unpaid current annual dues.

- Section 6.** The Executive Committee may suspend for ninety (90) days or terminate membership of any member who:
- A) does not subscribe to the objectives of the Chapter or the Society
  - B) brings discredit upon themselves, the Chapter, the Society, or other professional governing bodies through unethical or unprofessional conduct, or discriminatory or harassing behaviour as defined in federal or provincial Human Rights law. Termination must be confirmed by majority vote of Officers and Directors at the next Executive Committee meeting.

## ARTICLE IV

### OFFICERS AND DIRECTORS

- Section 1.** The officers shall be the President, the Vice President, the Recording Secretary, the Corresponding Secretary and the Treasurer. The offices of Recording Secretary and Corresponding Secretary may be combined into Recording/Corresponding Secretary as an option at any annual election of officers.
- Section 2.** The Executive Committee shall be comprised of all Chapter Officers, Immediate Past President and up to three (3) other Directors. If the President should be elected for a second term and thus making him/her also past president, then the executive committee shall elect to make a fourth director
- Section 3. Term of Office:**
- A. Officers shall take office January 1 and serve until their successors have been taken office the following year. Once elected, such Officers may remain in office regardless of whether the Officer's employment status changes. All Officers shall not serve more than two consecutive terms of one year in the same office. Officers shall serve no more than six consecutive years on the Executive Committee.
- Section 4. Eligibility:**
- A. Any candidate for Chapter Office must have been a member of this Chapter in good standing for at least one year. The majority of members in attendance at the annual Election meeting must approve any exceptions.
  - B. Candidates for President must have first served as a Chapter Officer or Director for at least one year.
- Section 5. Vacancies:**
- A. If a vacancy occurs in the Office of President, the Vice President shall fill the unexpired term of the President.

- B.** If a vacancy occurs in any of the other offices, it shall be filled by appointment by the President and ratified by a majority vote of the Executive Committee.
- C.** Any member completing an unexpired term of less than six (6) months shall be eligible to run for that Office in the succeeding two years.

## ARTICLE V

### MEETINGS

- Section 1.** The Annual Meeting of members shall be held at a time and place fixed by the Executive Committee, not later than December.
- Section 2.** Agenda for the Annual Meeting shall be submitted to each member 30 days prior to the Annual Meeting.
- Section 3.** Notification of regular meetings shall appear in the Chapter Newsletter or mail or telephone or email or facsimile of notices to the membership. Meetings of the members shall be held regularly at a time and place fixed by the Executive Committee.
- Section 4.** The President or petition of one-third of the membership may call special meetings. The Corresponding Secretary shall send a notice of each special meeting, stating time, place, and purpose, to all members not less than ten (10) days prior to such a meeting.

## ARTICLE VI

### EXECUTIVE COMMITTEE

- Section 1.** The Executive Committee shall be comprised of the Officers and Directors.
- Section 2.** The Executive Committee shall hold regular meetings to plan the activities of the Society. The business may be carried on by mail, phone or electronic communication, provided satisfactory evidence of the question and vote outcome is filed with the Recording Secretary and duly announced.
- Section 3.** The Executive Committee shall:
- A. Render written Annual Report and its recommendations to the Annual Meeting of the members.
  - B. Ratify by a majority vote appointments by the President to fill vacancies in the elective offices.
  - C. Ratify by a majority vote appointments by the President of Committee Chairs.
  - B. Recommend the establishment of other Committees deemed necessary to carry on the work of the Chapter.

# ARTICLE VII

## COMMITTEES

**Section 1.** The President, with the approval of the Executive Committee, shall appoint the Chair of each committee with the exception of the Nominating Committee; each Chair shall appoint members to their committee and within thirty (30) days report their names to the President.

**Section 2.** Standing or Special Committees shall be as follows:

A. **Bylaws:** This Committee shall:

- 1) Submit, in accordance with Article XII, amendments to the Bylaws and Standing Rules of the Chapter or National Society for Design Administration. This committee shall consider, edit and/or correlate such amendments as it may originate and as are referred to it by the Executive Committee or members.
- 2) Submit proposed Chapter Bylaws or Amendments to National Bylaws Committee.
- 3) Maintain a copy of the current Bylaws and Standing Rules, including applicable National amendments.

B. **Finance:** This Committee shall consist of the Treasurer as Chair, the Immediate Past President/Director and one other member. This committee shall:

- 1) Prepare the budget for the coming year.
- 2) Obtain approval of the annual budget from the Executive Committee (or membership).
- 3) Provide each Officer and Committee Chair with an estimated budget for that office or committee.
- 4) Make pertinent recommendations as to financial operation of the Chapter.

C. **Education Committee:** This Committee shall:

- 1) Develop and administer programs of continuing education for the membership.
- 2) Plan and present seminars.
- 3) Share program and seminar information with other chapters and National.
- 4) Promote certification of members.

D. **Nominating:** The Nominating Committee shall consist of four (4) members. The Immediate Past President shall chair it or another Past President designated by the President and three (3) members who shall be elected at a regular meeting prior to the Annual General meeting. This Committee shall:

- 1) Determine that each candidate is eligible for Office.
  - 2) Name at least one (1) candidate for each elective office. Obtain permission of the candidate to place their names on the slate. Circulate a short biography of each candidate. Submit the slate in writing to the members thirty (30) days prior to the Annual Meeting.
  - 3) If a member of the Nominating Committee stands for election, they shall be replaced.
- E. **Public Relations:** This Committee shall:
- 1) Prepare publicity statements for release.
  - 2) Obtain publicity, photos, etc., for the Chapter through all available news media, and other design publications and trade journals.
  - 3) Supply pertinent data for publication to the Editor of the National Newsletter.
  - 4) Maintain the history of the Chapter and supply annual updates to National.
- F. **Auditing Committee:** The President shall appoint two (2) members to audit the Treasurer's accounts and financial statements of the Treasurer after Fiscal Year and to submit their findings to the Executive Committee. Upon any interim change in the holding of officer of Treasurer, the retiring Treasurer's books and accounts shall be audited.
- G. **Membership:** This Committee shall:
- 1) Maintain an accurate roster of present members.
  - 2) Review attendance records and present a non-attendance report to the Executive Committee.
  - 3) Establish contact with prospective members.
  - 4) Screen all applications for membership, reinstatement and transfer, and present them to the Executive Committee for consideration.
  - 5) With the Executive Committee's approval, publish and keep current a brochure or pamphlet describing the Chapter, its structure, purposes, membership requirements, etc.
  - 6) Prepare and publish any other forms, materials or documents as authorized.
  - 7) Maintain a current mailing list.
- H. **Certification:** This committee shall help members seeking certification with their applications to National and obtain National's approval of seminars that qualify for education requirements.

- I. **Fundraising:** This committee shall organize or facilitate projects and events to raise funds for the Chapter as requested by the President.
- J. **Newsletter Committee:** This committee shall organize, produce and distribute at least quarterly, a newsletter on past, current, and future activities of the organization. They shall also screen all applications for advertising with the Executive Committee's approval.
- K. **Special Committees:** Special Committees may be formed as necessary by the President or by majority vote of the Executive Committee or the general membership. The President shall appoint Chairs of Special Committees.

**Section 3.** The written Annual Report and recommendations of the respective Committees and recommendations shall be rendered to the Annual Meeting.

## ARTICLE VIII

### DUES AND FEES

**Section 1.** The Executive Committee shall establish the amount of annual dues and fees.

**Section 2.** Dues shall be delinquent after the last day of February at which time the member shall be suspended for thirty (30) days. If dues are not paid within the suspension period, membership will be terminated. Dues paid by a firm become transferable if that member leaves the firm and another in that firm is accepted for membership.

**Section 3.** A member may be reinstated upon approval of the Executive Committee and payment of a reinstatement fee approved by the Executive Committee plus payment in full of all unpaid current annual due.

**Section 4.** A member is not in good standing in this Chapter if and while in default to either the Chapter or National or subject to disciplinary action.

**Section 5.** The Chapter Treasurer shall collect Chapter and any applicable National or regional dues and fees, and remit the required amount to the National Treasurer as received. The record shall show an itemized breakdown of members covered, including information requested by National and shall be sent to the National Treasurer.

# ARTICLE IX

## DUTIES OF OFFICERS AND DIRECTORS

### Section 1. **President:**

- A. Preside at all meetings.
- B. Interpret all policies.
- C. Coordinate the activities of all Officers, Directors and Committees.
- D. Appoint all Committee Chairs with the exception of the Nominating Committee.
- E. Serve as ex officio member of all Committees with the exception of the nominating Committee.
- F. Serve as the administrative head of the Chapter and exercise general supervision of all its business affairs.
- G. Represent the chapter in National matters.
- H. Serve as a Delegate to the National Annual Convention.
- I. Call Special meetings as outlined in Article V, Section 4.

### Section 2. **Vice President:**

- A. Perform the duties of the President in their absence.
- B. Perform all duties assigned by the Executive Committee.
- C. Serve as an ex officio member of all committees except the Nominating Committee.
- D. Shall become President for the unexpired term should the President be unable or unwilling to complete the term.

### Section 3. **Recording Secretary and/or Corresponding Secretary:**

- A. To record and transcribe minutes at all meetings of the Society, maintain them in proper order, and transmit to members of the respective bodies.
- B. Record results of voting by mail and announce the results in writing.
- C. Issue notices of all meetings of the Chapter and the Executive Committee.
- D. Maintain all records of membership and attendance, including names and addresses of Chapter Members. Compile and distribute a Roster of Chapter Officers, Directors and members.
- E. Distribute copies of Bylaws to membership and notify each member promptly of any amendments.
- F. Maintain all legal documents of the Chapter.

- G. Maintain the Officers' Guide and Chapter Handbook up to date and distribute changes.
- H. Conduct the correspondence of the Chapter as directed by the President or Executive Committee.
- I. Catalogue and store permanent records of the Chapter.

**Section 4. Treasurer:**

- A. Collect all dues, fees and other income and makes deposits.
- B. Transmit dues and fees to National, and make all disbursements.
- C. Keep accurate records of all transactions.
- D. Chair the Finance Committee.
- E. Prepare and submit in writing monthly and annual financial reports to the Executive Committee and members.

**Section 5. Immediate Past President:**

- A. Perform all duties properly assigned by the Executive Committee.
- B. Act in an advisory capacity to the President.
- C. Serve on the Finance Committee.
- D. Chair the Nominating Committee.

## ARTICLE X

### QUORUM AND VOTING

A majority of the voting strength shall constitute a quorum for all meetings. Each member shall have one vote and may carry the proxies of absent members. Balloting may also be done by mail, facsimile or electronic communication.

## ARTICLE XI

### PARLIAMENTARY AUTHORITY

**Section 1.** *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Chapter in all cases not provided for in these Bylaws or any Standing Rules or National Bylaws.

## ARTICLE XIII

### AMENDMENT TO THE BYLAWS

The Bylaws may be amended only at a General Meeting as follows:

**Section 1.** By a two-thirds (2/3rds) vote, provided the proposed amendment shall have been submitted to the Executive Committee thirty (30) days prior to the Meeting. The proposer of the amendment shall be identified in the notice.