

*The Association of
Registered Graphic Designers
of Ontario
L'association des
graphistes agréés
de l'Ontario*

By-Law

*including
Amendments 1, 2, 3 and 4
and By-Law #2*

CONTENTS

	Preamble	3					
Article	1.00	Definitions	4	Article	7.00	Committees	15
	1.01	In this By-law			7.01	Committee Appointments	
Article	2.00	Association	4		7.02	Finance Committee	
	2.01	Name			7.03	Education Committee	
	2.02	Head Office			7.04	Membership Committee	
	2.03	Mission Statement			7.05	Communications Committee	
	2.04	Objectives			7.06	Nominating Committee	
	2.05	Affiliations			7.07	Grievance Committee	
	2.06	Sponsors			7.08	Discipline Committee	
Article	3.00	Classification of Members	5		7.09	Events Committee	
	3.01	Membership			7.10	By-law Committee	
	3.02	Registered Members		Article	8.00	Meetings	17
	3.03	Provisional Members			8.01	Board of Directors	
	3.04	Student Members			8.02	Members	
	3.05	Associate Members			8.03	Proxies	
	3.06	Retired Members			8.04	Voting	
	3.07	Non-Resident Status			8.05	Association Matters	
	3.08	Director Members		Article	9.00	Finance	18
	3.09	Special Provision for Membership of Practitioners/Educators "Grandfathering"			9.01	Borrowing	
	3.10	Expiration of Membership of Practitioners /Educators "Grandfathering"			9.02	Financial Year	
Article	4.00	Membership	7		9.03	Auditors	
	4.01	Application for Membership			9.04	Banking	
	4.02	Privileges of Membership			9.05	Execution of Instruments	
	4.03	Membership Uniformity		Article	10.00	Dissolution	19
	4.04	Restrictions on the Use of Title			10.01	Not For Profit	
	4.05	Dues			10.02	Dissolution	
	4.06	Resignations		Article	11.00	Notices	19
	4.07	Termination of Membership			11.01	Service	
	4.08	Non-payment of Dues			11.02	Signature to Notices	
	4.09	Reinstatement of Members			11.03	Computation of Time	
	4.10	Notice of Change			11.04	Proof of Service	
Article	5.00	Rules of Professional Conduct	9	Article	12.00	Amendment of By-laws	20
	5.01	Rules of Professional Conduct			12.01	Enactment	
	5.02	Grievances		Article	13.00	Repeal of Prior By-laws	20
	5.03	Grievance Committee Procedure			13.01	Repeal	
	5.04	Discipline Committee Procedure			13.02	Exception	
	5.05	Penalties and Sanctions			13.03	Proviso	
	5.06	Confidentiality		Article	14.00	Effective Date	20
Article	6.00	Management	11		14.01	Effective on Passing	
	6.01	Board of Directors		Amendment	No 1	21	
	6.02	Resignations, Removal and Replacement of Directors		Amendment	No 2	22	
	6.03	Power of Directors		Amendment	No 3	23	
	6.04	Officers		Amendment	No 4	23	
	6.05	Resignations, Removal and Replacement of Officers		By-Law	#2	24	
	6.06	Professional Staff					
	6.07	Indemnification					
	6.08	Conflict of Interest					

PREAMBLE

In 1956, a group of dedicated designers met in Toronto to form the Society of Typographic Designers of Canada (TDC).

To broaden the TDC's mandate in the visual communication field, concurrent with the development and growth of professional practice in major cities across Canada, the group was aptly renamed the Society of Graphic Designers of Canada (GDC) in 1968. In 1976, GDC was granted a Federal Charter by the Secretary of State of Government of Canada.

The GDC has since been active in advocating the importance of graphic design education, the value of graphic design as a cultural force in our society, the economic benefits of design to Canadian industry, and the need for critical analysis and research without legal professional designation.

Seven years in the making, the Ontario, Ottawa, Northern Ontario and Windsor chapters of the Society of Graphic Designers of Canada applied for special legislation to incorporate The Association of Registered Graphic Designers of Ontario, a member association of the Graphic Designers of Canada and Icoграда. This enables The Association to govern and discipline its members and to grant its members the right to the designation "R.G.D." and "Registered Graphic Designer."

On April 25, 1996 Bill Pt 56 was passed and Royal Assent was given to an Act respecting The Association of Registered Graphic Designers of Ontario (ARGD/ON) by the Legislative Assembly of the Province of Ontario. Sponsored by Mrs. Margaret Marland, Member of Provincial Parliament and signed by the Honourable Henry N.R. Jackman C.M., O.ST.J., B.A., L.L.B., L.L.D., Lieutenant-Governor of the Province of Ontario.

Graphic design is an interdisciplinary, problem-solving profession that combines visual sensitivity with skill and knowledge in areas of communications, technology and business. Graphic design practitioners specialize in the structuring and organizing of visual information to aid communication and orientation.

Graphic design services include, but are not limited to, the following: design and other conception, aesthetic judgment, research, costing, planning, coordinating, project management, quality control, strategic communications planning, consulting, advertising, and art direction. A graphic designer may specialize in one or more of the following media: print, packaging, signage, exhibit and display, audio visual, electronic media, and computer and information technology interface design.

Founding Members of the Society of Typographic Designers of Canada:

Frank Davies, John Gibson, Frank Newfeld, Sam Smart.

Steering Committee initiating graphic design accreditation:

Co-Chairs: Ivy Li, Albert Ng, Stan Shikatani;

Members: David Craib, Catherine Didulka, Pauline Jaworski, Michael Large, Helen Mah, Pablo Morf, Rod Nash, Joanne Radford (consultant), Martyn Schmoll, René Schoepflin, Robert Smith, Philip Sung;

Advisory Board: Derek Armstrong, Paul Arthur, Stuart Ash, Paul Browning, Theo Dimson, John Gibson, Paul Haslip, Ron Kaplansky, Michael Large, Rod Nash, William Ross, Keith Rushton, Sam Smart, Tiit Telmet, Michael Viau, Kam Wai Yu, Earl Walker, Chris Yaneff.

Examination Board Working Group:

Co-Chairs Michael Large, Philip Sung;

Members: Paul Arthur, David Craib, John Freeman, Ivy Li, Michael Maynard, Albert Ng, Rob Peters, Robert Smith, Earl Walker.

Members of the First Board of Directors of The Association of Registered Graphic Designers of Ontario:

Albert Ng, F.G.D.C., R.G.D. (President)

Rod Nash, R.G.D. (Vice-president)

Pauline Jaworksi, R.G.D. (Vice-president)

Robert Smith, R.G.D. (Corporate Secretary)

Helen Mah, R.G.D. (Treasurer)

David Berman, R.G.D.

Peter Bowen, R.G.D.

Tony Jurgilas, R.G.D.

Chris Lawson, R.G.D.

John Lyons, Provisional, ARGD/ON

René Schoepflin, R.G.D.

Shelley Warsh, R.G.D.

James Welsh, R.G.D.

This By-law was written by David Berman R.G.D. with the help of countless individuals, most notably George Dzuro, the Board, and helpful people from GDC and other professional associations.

1.00 DEFINITIONS

1.01 *In this By-law*

- A (1) "Association" means The Association of Registered Graphic Designers of Ontario.
- (2) "ARGD/ON" means The Association of Registered Graphic Designers of Ontario.
- (3) "Act" means the Act respecting The Association of Registered Graphic Designers of Ontario, Bill Pr 56 of the Legislative Assembly of the Province of Ontario, Canada.
- (4) "By-law" means a By-law of The Association.
- (5) "Corporations Act" means the Corporations Act, R.S.O. 1990, Chapter C.38, and any statute amending or enacted in substitution therefor, from time to time.
- (6) "Board" means the Board of Directors of The Association.
- (7) "Director" means an elected member of the Board.
- (8) "Officer" means either the President, Past-President, Vice President, Corporate Secretary or Treasurer.
- (9) A "Member" means a person, duly approved by the Board, whose name and member number has been entered in the List of Members of The Association and not deleted there from, and who has met the qualifications for the various classes of membership specified in this by-law.
- (10) "Registered" means registered as a Registered Member under this By-law, and "registration" has a corresponding meaning.
- (11) "Registered Graphic Designer" means a Registered Member of The Association, as set out in the Act.
- (12) "Student" means a student member of The Association.
- (13) "Annual Meeting" means a meeting of The Association open to the all Members of The Association held each year before the 30th of April for the purpose of reading the results of any election ballots and considering any other business.
- (14) "General Meeting" means a meeting of The Association open to the all Members of The Association called by the board of directors of The Association for the purpose of confirming any by-law or by-laws and/or considering any other business.
- (15) "Special Meeting" means a meeting open to all members of The Association called in response to a request in writing of not less than twenty per cent of the voting members of The Association.
- (16) "Dues" means an annual levy.
- (17) "Incapacity" means a condition or disorder of a nature and extent making it desirable in the interests of the public or the member that such member no longer continue to be an accredited Member of The Association.

2.00 ASSOCIATION

2.01 *Name*

A The name of The Association shall be The Association of Registered Graphic Designers of Ontario referred to hereafter as The Association.

2.02 *Head Office*

A The head office of The Association shall be in a municipality of the Province of Ontario to be decided by resolution of the Board.

B The Association may establish other offices and agencies elsewhere within Ontario as the Board designates from time to time by resolution.

2.03 *Mission Statement*

The Association of Registered Graphic Designers of Ontario is dedicated to fostering an improved and educated climate of public opinion by upholding consistently high standards of professional competence and ethical practices in its field. In so doing, it will ensure the integrity and credibility of the graphic and communications design industry and guard the consumer against professional incompetence and misrepresentation. The Association will maintain an integral role in society as a viable and recognizable resource for global communication and cultural preservation.

2.04 *Objectives*

- A The objectives of The Association are:
- (1) to establish and promote uniform province-wide standards of knowledge, skill, professional conduct and ethics for all persons engaged in the practice and/or instruction of graphic design;
 - (2) to offer a unified voice for those engaged in the practice and instruction of graphic design throughout Ontario;
 - (3) to advise its Members of developments in laws and practices related to graphic design;
 - (4) to promote and advance liaison with other individuals, associations, and groups engaged in similar or related fields of activity in Ontario, Canada and throughout the World;
 - (5) to furnish means and facilities by which Members and graphic design students may enhance their knowledge, skill and effectiveness in all things related to the practice or instruction of graphic design, preferably in proximity to where they practise or study;
 - (6) increase public awareness of the importance and benefits of graphic design; and
 - (7) to provide a forum for the exchange of information relevant to the practice or instruction of graphic design in Ontario.

2.05 *Affiliations*

A The Association may be affiliated and disaffiliated with any other organization by by-law, subject to Article 12.

B The Association may by resolution, for and on behalf of The Association, form a liaison with any organization or project, the purpose or objects of which are relevant to, and consistent with the objectives of The Association in the judgment of the Board.

C The Association will strive to establish and maintain Member Organization status in the Society of Graphic Designers of Canada, provided such activity does not otherwise conflict with the Act or By-laws.

2.06 *Sponsors*

A Sponsors may be any person, corporation, organization, firm establishment, or society who furthers the objects and general goals of The Association by making an annual financial contribution and/or in kind contribution to The Association or its Members, engaged in the manufacture or supply of furnishings, materials, services, processes or equipment used in the practice of graphic design.

B In the case of a Sponsor, a representative shall be appointed by the management, which representative must be approved by the Board.

C A Sponsor may change its representative or request additional representatives, subject to the approval of the Board. Such requests from the Sponsor must be made in writing to the Board.

D Sponsors may use the designation "Sponsor, ARGD/ON," but in so doing, may not in any way modify such designations.

E Where the Board has approved a Sponsor's request to appoint additional representatives, such representatives may only use the Sponsor designation in conjunction with the name of the individual, company or association who is the Sponsor. Failure by the Sponsor to ensure that its representatives comply with this requirement may result in termination of the relationship.

3.00 CLASSIFICATION OF MEMBERS

3.01 *Membership*

The Association shall comprise the classifications of membership described in this Article.

3.02 *Registered Members*

A A Registered Member is one who:

(1) is of good character and adheres to the ethical standards of The Association;

(2) in the case of a person holding a type or category of membership equivalent to Registered or Provisional Membership in ARGD/ON, within other professional

organizations having the right to grant accreditation for a related field of applied design, that person shall provide satisfactory proof of a combination of seven (7) years of relevant education and experience;

(3) shall have provided to the Board satisfactory proof of being actively engaged in the practice of graphic design;

(4) (a) shall have provided certified evidence of successfully completing a four- or three-year course in graphic design, recognized as such by the Board, and

(b) satisfactory proof of a minimum of three years of practical experience in graphic design, six (6) months of which have been completed in Canada within three (3) years prior to the date of the application, in the employment and under the personal supervision and direction of a Registered Graphic Designer in a province of Canada, that will provide sufficient experience to enable the applicant to meet the generally accepted standards of practical skill required to engage in the practice of graphic design, to an aggregate of seven (7) years of combined education and experience, and

(5) shall provide evidence of successfully completing the Registered Graphic Designers Qualification Examination, under regulations and costs to the applicant, as published by the Examination Board for Registered Graphic Designers;

(6) The applicant must provide evidence of sufficient facility in the English language to be able to meet the standards of practice of graphic design in Ontario;

OR

(7) meets the requirements set out in the procedure for admission of practitioners as described in section 3.09 "Grandfathering," except in the case of persons holding a type or category of membership equivalent to Registered or Provisional Membership in ARGD/ON, within other professional organizations having the right to grant accreditation for a related field of applied design which persons shall be governed exclusively by the provision of section 3.02 A (2).

B A Registered Member shall be given a membership number, membership card, certificate and seal, approved by the Board certifying his or her membership. These items remain and are the property of The Association and shall be given or sent to the Executive Director 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 his or her suspension terminates and the terms thereof are fulfilled or when he or she is reinstated, as the case may be.

C (1) A Registered Member must use the designation "Registered Graphic Designer" and/or the letters R.G.D. after his or her name, and shall not, in any way, modify such designation. Only Registered Members may use these designations.

(2) These designations shall be used only in direct connection with the name of the individual Registered Member.

3.03 Provisional Members

A A Provisional Member is one who:

(1) has met the requirements for Registered membership as stated in Article 3.02 A (1), (2), (3) and (4), but has not yet passed all parts of the exam or examinations described in 3.02 A (5).

OR

(2) has at least three (3) years of graphic design education recognized by the Board, but has not accumulated the education and/or practical experience required in 3.02 A (4) (a) and (b), and has not yet passed all parts of the examinations described in 3.02 A (5);

B A Provisional Member shall undertake to:

(1) write the exam or examinations within one (1) year of fulfilling the academic and/or experience qualifications for Registered membership;

(2) pass successfully all parts of the exam or examinations within three (3) years of fulfilling those qualifications.

C (1) A Provisional Member shall fulfill these requirements or cease to be a Provisional Member, effective at the end of The Association's fiscal year.

(2) The Executive Director shall give written notice of such termination and such person may not reapply for this category of membership, except as in 4.09.

D (1) A Provisional Member must use the designation "Provisional Member of Association of Registered Graphic Designers of Ontario," or "Provisional, ARGD/ON" after his or her name, and shall not, in any way, modify such designation.

(2) These designations shall be used only in direct connection with the name of the individual Provisional Member.

3.04 Student Members

A A Student Member is one who is enrolled in a graphic design education program in Ontario recognized by The Association.

B The student membership year shall be from September 1st to August 31st of the following year.

C (1) A Student Member may use the designation "Student Member of Association of Registered Graphic Designers of Ontario," or "Student, ARGD/ON" after his or her name, but may not use any modification of these statements.

(2) These designations shall be used only in direct connection with the name of the individual Student Member.

3.05 Associate Members

A An Associate Member is:

(1) one who is not engaged in the practice or instruction of graphic design in Ontario, but who is actively engaged in an allied profession, or other than as defined in section 3.09.

(2) a business, organization, or institution employing Members and which supports the mandate of The Association.

B Associate Members may use the designation "Associate, ARGD/ON" or "Associate Member of Association of Registered Graphic Designers of Ontario" after his or her or its name, but in so doing, may not in any way modify such designations.

3.06 Retired Members

A A Retired Member shall be one who has been a Registered Member of The Association, and has retired permanently from the practice or instruction of graphic design and resigned her or his professional membership in The Association, who has paid any annual dues and who is elected as a Retired Member by the Board.

B (1) Retired Members may use the designation "Retired Member of Association of Registered Graphic Designers of Ontario" or "Retired Member, ARGD/ON" after his or her name, but may not use any modification of these statements.

(2) These statements shall be used only in direct connection with the individual name of the Retired Member.

3.07 Non-resident Status

A Non-Resident status may be obtained by those who:

(1) are Registered or Provisional Members of The Association, and;

(2) reside outside the Province of Ontario and do not practice or provide instruction in graphic design within the Province.

B Members having Non-Resident status may use the designations prescribed for their particular membership category, to be followed by "Non-Resident."

C These designations shall be used only in direct connection with the name of the individual Member with Non-Resident status.

3.08 Director Members

A Director Member shall:

A be a Director of The Association

B shall be entitled to receive notice of and attend all meetings of members, provided he or she shall have no vote thereat.

3.09 Special Provision for Membership of Registered Practitioners/Educators "Grandfathering"

A Persons registered as professional members of the Ontario, Ottawa, Northern Ontario and Windsor chapters of the Society of Graphic Designers of Canada on April 25, 1996 shall, upon submission of the prescribed application form and payment of the prescribed membership fee, be admitted as Registered Members.

B Persons who do not qualify for admission as a Registered Member pursuant to paragraph A above, will be admitted as a Registered Member entitled to use the designations "Registered Graphic Designer" and "R.G.D.", provided

that such person submits to The Association by no later than December 31, 1997 the following:

- (1) the prescribed application form;
- (2) the prescribed professional fee;
- (3) satisfactory evidence to establish that:
 - (i) the applicant has achieved five (5) years of relevant work experience as a graphic designer
or
 - (ii) that the applicant has achieved successful completion of a recognized graphic design education program and a minimum of two (2) years of relevant work experience as a graphic designer, such program and work experience totaling no less than five (5) years experience; and
- (4) two (2) reference letters establishing the good character of the applicant, both from Registered Members or one from a Registered Member and the other from a client or employer of the applicant.

C The Membership Committee will:

- (1) make all determinations and decisions regarding applications submitted pursuant to section 3.09 A and B; and
- (2) admit persons who do not qualify as Registered Members pursuant to paragraph 1 above, as Registered Members entitled to use the designations "Registered Graphic Designer" and "R.G.D."

D Pursuant to this provision, the Membership Committee shall receive and consider applicants for Registered membership in The Association.

The Membership Committee:

- (1) shall render such decisions on the application as it deems appropriate and fair, having regard for all the circumstances;
- (2) shall give written reasons for its decision, where the decision of the Membership Committee is to refuse the application;

E Except as set out in this By-law, the Membership Committee may establish its own procedures.

F The decision of the Membership Committee and its reasons shall be made in writing and sent to the Applicant by registered mail within (ninety) 90 days of receiving the application.

G The decision of the Membership Committee shall be final.

3.10 *Expiration of Membership of Practitioners /Educators "Grandfathering"*

The time for submitting applications for Registered membership pursuant to section 3.09 expires December 31, 1997.

4.00 MEMBERSHIP

4.01 *Application for Membership*

A Any person desiring membership in The Association

shall complete an application form provided by The Association, and shall lodge same with the Membership Committee.

B The Membership Committee shall upon receipt, review applications which are submitted in accordance with this By-law and, following such review, shall make written recommendations to the Board as to whether each application should be approved or refused.

C The Board shall consider the recommendations of the Membership Committee and may either approve the application or declare its intention to refuse an application for membership. Where the Board approves an application, the Board may impose such terms and conditions as in its opinion are reasonable and/or appropriate in the circumstances.

D Where the Board declares its intention to refuse an application for membership, the Board shall give written notice of its intention to the applicant. In such a case, to continue the application process the applicant must request a hearing by the Membership Committee, which hearing shall be held within twelve months of issue of written notification by the Applicant.

E Upon receipt of notice from the Board pursuant to subsection 4.01 (D), the Membership Committee shall, on notice to the applicant, hold a hearing on the matter.

F The applicant for a hearing must pay, in addition to the annual membership fee, a filing fee of an amount prescribed by the Board from time to time.

G An application for membership may be refused if the applicant is, in the opinion of the Membership Committee:

- (1) not of good character;
- (2) has not complied with the academic and experience requirements specified in the By-laws of The Association for the issuance of membership;
- (3) has not passed such examinations as the Board may set or approve in accordance with the By-laws of The Association; or
- (4) has not provided payment for the required dues as prescribed by the By-laws.

H Except as set out in this By-law, the Membership Committee may establish its own procedures.

I In dealing with an application which will be the subject of a hearing, the Membership Committee shall:

- (1) give the parties an opportunity to inspect any material that the Membership Committee will consider at the hearing,
- (2) give the parties the right to appear before the Membership Committee at the hearing, with witnesses and counsel as so requested, to make representations.

J Where the Membership Committee commences a hearing and a committee member thereof becomes unable to act, the remaining committee members, if they constitute a quorum, may complete the hearing despite the absence of the

withdrawing committee member.

K Upon considering the application and having afforded the parties an opportunity to make representations at the hearing, the Membership Committee may:

(1) refuse the application;

or

(2) approve the application with such terms and conditions as in the opinion of the Membership Committee are reasonable and /or appropriate in the circumstances.

A person who has been refused membership under the By-laws of The Association may appeal to the Divisional Court from the refusal to grant membership.

L The Board and the applicant are parties to proceedings before the Membership Committee pursuant to this Article.

M All hearings of applications conducted by the Membership Committee shall be conducted in private except where the applicant whose application is being considered requests that it be open to the public.

N Committee members holding a hearing shall not have taken part before the hearing in any investigation or consideration of the subject matter of the hearing.

O No committee member shall participate in a decision of the Committee following a hearing unless he or she was present throughout the hearing and heard the evidence and argument of the parties.

P The Membership Committee may, upon a request from an existing Member of The Association experiencing financial or medical hardship, recommend that the Board dispense in whole or in part with the person's obligation to remit membership or any other dues for such time as is appropriate, provided that the Membership Committee shall have the ability to require such person, upon reasonable advance notice, to subsequently pay all or a portion of the dues previously dispensed with on terms, which, in the opinion of the Committee, are appropriate having regard to the circumstances. The standing and privileges of an applicant or Member may not be affected where membership or other dues are so dispensed with, otherwise than as specifically determined by the Membership Committee and agreed to by the Board.

4.02 Privileges of Membership

A All Members are entitled to:

- (1) attend Annual, General and Special Meetings;
- (2) serve on committees;
- (3) receive such information as the Board may direct

from time to time.

B Registered Members only are:

- (1) entitled to vote at Annual, General and Special Meetings;
- (2) eligible to hold elected office in The Association.

4.03 Membership Uniformity

Subject to the other provisions of this By-law, every Member in any category has the same rights, privileges, obligations and responsibilities within The Association.

4.04 Restrictions on the Use of Title

A Privileges of membership, including the right to use any form of designation to indicate membership in The Association, may not be conveyed by legal or any other transfer of titles or by inheritance. Membership is not transferable and lapses or ceases to exist upon the death or dissolution of the member.

B Membership in or with The Association shall not be considered in effect until persons have been duly approved by The Association and have paid the dues in accordance with the By-law.

C Restrictions in the use of the title may be imposed as a result of disciplinary proceedings or non-payment of dues, fees, levies or assessments.

4.05 Dues

A Dues of Members shall be prescribed by the Board from time to time.

B Dues may be amended at the discretion of the Board.

C Dues shall be payable in advance upon invoicing.

D Persons who are admitted to any category of membership except Student Member after June 30 but on or before September 30 of the year shall be required to pay immediately only that portion of the annual dues chargeable for the remainder of the fiscal year, pro-rated on a semi-annual basis, plus an administrative fee as may be prescribed by the Board from time to time.

E Persons who are admitted to any category of membership except Student Member after September 30 of the year shall be required to pay immediately that portion of the annual dues chargeable for the remainder of the fiscal year, pro-rated on a quarterly basis, plus an administrative fee as prescribed by the Board from time to time, as well as the full annual due for the following fiscal year, payment to be made by January 1.

F Dues, fees, levies or assessments, shall become part of the annual membership dues, and the membership dues shall be considered in arrears until the full invoiced amount has been received.

G When required to maintain or further the interests of The Association, the Board may prescribe a levy or special assessment upon Members.

4.06 Resignations

A Resignations shall be made in writing, addressed to the Executive Director, and shall be submitted to the Membership Committee and the Board before the end of the calendar year, for the following year.

4.07 Termination of Membership

A When membership in The Association is terminated, the Executive Director shall remove the name and member number from the List of Members.

B The Member shall surrender immediately any membership card, certificate, seal or other ARGD/ON property to the Executive Director.

C A former Member whose membership has been terminated shall not in any way hold out to the public that she or he continues to be a Member of ARGD/ON or that she or he is in any way associated with ARGD/ON.

4.08 Non-payment of Dues

A (1) Any Member whose dues remain unpaid by May 31st of each year shall be notified by registered letter.

(2) The letter shall contain quotation of this section of the By-law, with notice that if dues remain unpaid thirty (30) days after date of mailing, membership shall be terminated without further notice.

(3) Payments received from March 1 to April 30 shall be subject to a late payment penalty as prescribed by the Board from time to time, and dues shall not be considered paid in full until receipt of the total amount owing, including all dues, fees, levies and assessments.

4.09 Reinstatement of Members

A (1) The Board shall have the power to reinstate former Members upon recommendation of the Membership Committee.

(2) Such reinstatement shall be subject to the current qualifications for membership in the respective category and payment of any dues or monies in arrears and any reinstatement administrative fee as prescribed by the Board from time to time.

(3) An application for reinstatement, accompanied by certified payment of the applicable fees, shall be submitted in writing to the Membership Committee who shall make its recommendation to the Board.

(4) Where the Board proposes to refuse an application for reinstatement, written notice of such intentions, with reasons, shall be sent to the applicant with notification of the right to a hearing.

(5) Upon receipt of written notice as described in 4.09 A (4), an applicant shall submit a request in writing, accompanied by certified payment of a filing fee and any dues or monies in arrears to The Association. A hearing will then be held by the Membership Committee where a determination will be made in accordance with the procedures and powers set out in section 4.01 D to 4.01 P inclusive.

4.10 Notice of Change

A (1) Any Registered Member or Provisional Member who changes the nature of his or her professional activities or status must advise the Membership Committee within thirty (30) days.

(2) Following the review of the nature of such change, the Membership Committee shall determine whether (a) the change results in professional activities in conflict with Article 3.02 A and whether the Member shall be reclassified as eligible for membership in another category, and (b), whether the status of a Provisional Member is eligible for membership as a Registered Member, and shall submit their recommendations to the Board.

(3) Where a Member refuses to accept a reclassification upon written notice by the Board, she or he shall have the right to a hearing.

(4) Where an application for reclassification, accompanied by any filing fee prescribed and published from time to time by the Board, is received by the Board, the Membership Committee shall hold a hearing and make a determination in accordance with the procedures and powers set out in Sections 4.01 D to 4.01 P inclusive.

B It is incumbent upon any Member to advise the Membership Committee of any change of address or change of ownership within ninety (90) days of such change.

C (1) Any Associate Member who changes the nature of his or her business activities must advise the Membership Committee of the change within ninety (90) days of such change.

(2) Following the review of the nature of such change, the Membership Committee shall determine whether the change results in activities in conflict with Article 3.05 or 3.09.

(3) Where a Member refuses to accept a reclassification upon written notice by the Board, he or she shall have the right to a hearing.

(4) Where an application for reclassification accompanied by any filing fee prescribed and published from time to time by the Board is received by the Board, the Membership Committee shall hold a hearing and make a determination with the procedures and powers set out in Sections 4.01 D to 4.01 P inclusive.

5.00 RULES OF PROFESSIONAL CONDUCT

5.01 Rules of Professional Conduct

The Board will develop and, from time to time, alter, amend and/or repeal, a Rules of Professional Conduct which enunciates principles of what is and is not acceptable ethical behaviour of Members. Each Member will, upon admission and thereafter, on request, be provided with a copy of the Rules of Professional Conduct.

5.02 *Grievances*

A A grievance alleging a breach of the Rules of Professional Conduct or that a Member is unfit due to Incapacity may be made by any Member, by any member of the public, or by The Association through a decision of the Board to so proceed.

B The Board, upon learning of any situation or circumstance that may give rise to a grievance, shall at its next regularly scheduled meeting or a special meeting specifically called by the Board for that purpose, consider such circumstance or situation where in the opinion of a majority of the Board it is in the best interests of The Association to do so, and shall, as the representative of The Association, file a written grievance with the Grievance Committee.

5.03 *Grievance Committee Procedure*

A There shall be a Grievance Committee as described in Article 7.07 "Grievance Committee."

B Except as set out in this By-law, the Grievance Committee may establish its own procedures.

C All grievances must be made in writing, in confidence, to the Executive Director. A grievance shall be immediately referred to the Grievance Committee. No action shall be taken by the Committee unless:

(1) the Member whose conduct or capacity is to be investigated has been notified of the grievance and given a maximum of forty-five (45) days in which to submit in writing to the Grievance Committee any explanations or representations the Member may wish to make concerning the matter;

(2) the Grievance Committee has considered the representations of the complainant and the Member relating to the grievance; and

(3) the Grievance Committee has examined all such records and other documents, in addition to the representations referred to in section 5.03 C (1) above, which, in its sole discretion, believes should be examined.

D The Grievance Committee shall, within ninety (90) days of notifying the Member against whom the grievance has been lodged, determine whether the grievance is frivolous or in the opinion of the Committee otherwise unworthy of pursuing, and if so, shall dismiss the grievance. Where the Committee determines that a grievance should proceed the Committee may, where in the opinion of the Committee it is appropriate, attempt to facilitate the mediation or other consensual resolution of the grievance. For all grievances which have not been dismissed by the Committee as frivolous or otherwise unworthy of pursuing, or which have not been successfully mediated, the Committee shall refer such grievances to the Discipline Committee for a hearing.

E For the purposes of carrying out its duties set out in section 5.03 (D) above, the Grievance Committee may take such action as it considers appropriate in the circumstances and that is not inconsistent with this By-law.

F The determination of the Grievance Committee shall:

(1) be made in writing; and

(2) be served on the Member in question and the complainant by registered mail, and

(3) may be appealable to the Divisional Court as contemplated by the Act.

G Where a grievance has been dismissed by the Grievance Committee as being frivolous or otherwise unworthy of pursuing, the complainant shall have the right to request the Discipline Committee to review the Grievance Committee's position on the grievance.

H Notwithstanding section 5.03 D above, for the purpose of maintaining the integrity of the standards of The Association, the Board shall have the right to refer a grievance to the Discipline Committee for a hearing, despite a mediated solution of the grievance having been reached by the Grievance Committee, to the satisfaction of both the complainant and the Member.

I For the purposes of maintaining the integrity of the standards of The Association, the Grievance Committee shall have the right to refer the grievance and surrender all documents to the Discipline Committee for a hearing, where, in its opinion, it is desirable to do so, notwithstanding the successful mediation of a grievance to the satisfaction of the Member and the complainant.

5.04 *Discipline Committee Procedure*

A There shall be a Discipline Committee as described in Article 7.08 "Discipline Committee."

B Except as set out in this By-law, the Discipline Committee may establish its own procedures.

C When so directed by the Grievance Committee, the Discipline Committee shall hold a hearing to consider and determine whether a Member has breached the Rules of Professional Conduct, or whether a Member is unfit due to Incapacity.

D In dealing with a grievance, the Discipline Committee shall:

(1) notify the Member in writing of the nature and substance of the grievance made against him;

(2) forward to the Member a copy of the grievance;

(3) give all parties an opportunity to inspect any material the Committee will consider, in advance of a hearing;

(4) give all parties the right to appear before the Committee at a hearing with witnesses and counsel if so requested to answer the grievance.

(5) The Discipline Committee has the power to swear in witnesses, accept testimony under oath and require witnesses to produce in evidence any documents, drawings or materials specified by the Committee.

(6) The Discipline Committee shall give all parties the right to cross-examine witnesses as may be reasonably required for full and fair disclosure of the facts in relation to which such witnesses have given evidence.

E Upon considering the grievance and having afforded the Member an opportunity to answer the grievance at a hearing, the Discipline Committee shall:

(1) dismiss the grievance and decide that no further action be taken,

OR

(2) determine whether the Member has breached the Rules of Professional Conduct or is unfit due to Incapacity.

F The decision of the Discipline Committee and its reasons shall:

(1) be made in writing;

(2) be served on the Member in question and the complainant by registered mail; and

(3) may be appealable to the Divisional Court as contemplated by the Act.

G Where so requested by a complainant, the Discipline Committee shall review a determination by the Grievance Committee that a grievance is frivolous or otherwise unworthy of pursuing, and, where in the opinion of the Discipline Committee the disposition of the matter by the Grievance Committee was unreasonable, the Discipline Committee may proceed to hold a hearing on the merits of the grievance. While the complainant has a right to request the Discipline Committee to review the dismissal of the grievance by the Grievance Committee, the Discipline committee shall not be required to hold a hearing as part of such review.

H Where the Discipline Committee commences a hearing and a committee member becomes unable to act, the remaining committee members, if they constitute a quorum, may complete the hearing despite the absence of the withdrawing committee member.

I All hearings conducted by the Discipline Committee shall be conducted in private except where the Member against whom the grievance has been made requests that it be open to the public.

J Discipline Committee members holding a hearing shall not have taken part before the hearing in any investigation or consideration of the subject matter of the hearing, and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or representative of a party, except upon notice to, and opportunity for both parties to participate.

5.05 Penalties and Sanctions

A Where the Discipline Committee finds that a Member has breached the Rules of Professional Conduct or is unfit due to Incapacity, the Committee may take such action against the Member as the Committee determines to be appropriate in the circumstances, including and limited to any or all of the following:

(1) ordering the Executive Director to remove the name of the Member from the List of Members;

(2) suspending the Member for a period of not more than three (3) years;

(3) reprimanding the Member;

(4) permitting the Member to maintain his or her membership upon such terms and conditions as the Discipline Committee may deem appropriate;

(5) requiring the Member to take the Registered Graphic Designer Qualification Examination, within a six-month period before resuming practice;

(6) ordering the Member to pay a sum.

5.06 Confidentiality

A All Committees established hereunder, all ARGD/ON Members, employees, agents, and /or consultants having knowledge of or involved with the keeping of any records relating to, or the conduct of, any disciplinary proceedings shall maintain total confidentiality except where disclosure is required in the course of carrying out their duties, by law or by this By-law.

B All disciplinary hearings conducted by the Discipline Committee shall be conducted in private except where the Member against whom the grievance is alleged requests that it be open to the public, unless the possible disclosure of intimate financial or personal matters outweighs the desirability of holding the hearing in public.

6.00 MANAGEMENT

6.01 Board of Directors

A The affairs of The Association shall be managed by a board of directors, hereinafter known as the "Board."

B The Board shall be composed of such number of directors as may be determined from time to time by the Board by by-law and shall include:

(1) not fewer than nine persons and not more than 35 persons in total, provided that it shall initially consist of 15 persons;

(2) the past president of The Association if willing and able and still a Registered Member;

(3) the Executive Director of ARGD/ON as a non-voting director; and

(4) one student member as selected by the Board; and

(5) no more than one additional person, not necessarily a Member, who is not a Registered Member, as selected by the Board.

C Every Director shall be eighteen (18) or more years of age and no undischarged bankrupt shall become a Director.

D The Nominating Committee shall:

(1) solicit nominations from the Members from across Ontario and prepare a listing of one or more qualified candidates for each Director's office which will be vacant and for which an election is to be held at every Annual Meeting, commencing with the meeting held in 1997. For purposes of

preparing the listing of candidates who will be presented for election at an Annual Meeting, the Nominating Committee shall use reasonable efforts to ensure that the Members are given a fair opportunity to apply for such office on the Board. The Nominating Committee shall establish from time to time qualifications and criteria, in addition to the qualifications set out in the Corporations Act and the By-laws, to be applied to each applicant equally, which must be satisfied by an applicant in order for such applicant to be included on the listing of candidates for a Director's office, prepared by the Nominating Committee, provided that such qualifications and criteria established by the Nominating Committee must be ratified by resolution by the Board;

(2) circulate to Members, not less than thirty (30) days prior to the Annual Meeting, the names of the candidates for election to the Board at such Annual Meeting. The listing of candidates so proposed by the Nominating Committee shall be ratified by resolution by the Board prior to its circulation to the Members;

(3) make recommendations to the Board of the names of individuals to fill vacancies on the Board that occur from time to time.

E A Director, if otherwise qualified, is eligible for re-election to the Board upon the expiration of such Director's term.

F At every Annual Meeting, commencing with the meeting held in 1997, a number of Directors equal to the number of Directors retiring shall be elected for a term of one (1) year by the Members eligible to vote from among the listing of candidates for office proposed by the Nominating Committee.

G Where:

(i) the number of candidates nominated on the Board is equal to the number of offices to be filled, the Corporate Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices on the Board to be so filled; and

(2) the number of candidates nominated on the Board is greater than the number of offices to be filled, the election to fill such offices shall be by ballot.

H The Board may prescribe from time to time the form of ballot to be used for the election of Directors.

I The Board shall be responsible for long- and short-range planning, setting policy, monitoring all operations, hiring the top staff person, and ensuring that adequate governing documents are in place and regularly reviewed.

J Directors have a fiduciary relationship with The Association and shall comply with the provisions of the Act, the regulations and the By-laws and shall exercise the powers and discharge the duties of their office honestly and in good faith and shall exercise the same degree of care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances in furtherance of the objects of The

Association in order that the public interest may be served and protected. All Directors shall:

(1) familiarize themselves with the Act, the regulations and the By-laws and with such other records and documents as may be necessary as background knowledge for the purpose of performing the duties of their office;

(2) attend meetings of the Board prepared to take part in the discussions and decisions taken at its meetings unless unavoidably detained by illness, urgent prior commitment or other emergency, always contributing in a concise, clear and carefully thought-out manner;

(3) serve on the Committees which the Board may appoint under the provisions of the By-laws and the Act;

(4) be present at and participate in the Annual Meeting or General Meetings;

(5) provide liaison to at least one committee or task force, and participate in the meetings of that committee unless unavoidably detained by illness, urgent prior commitment or other emergency;

(6) provide guidance and leadership to such committees or task forces, carefully considering the position of colleague, assisting constructive decision-making and striving to secure consensus;

(7) perform such duties as may be requested by the Board with respect to liaison with other organizations, community events and in any other way which promotes understanding of The Association's purpose and programmes;

(8) disclose any interest they may have, other than as Director, in any matter coming before the Board, a committee or task force and thereafter withdraw from its meeting and neither vote nor be counted in the quorum in respect of such matter;

(9) ensure that confidential matters coming to their attention as Board members are not disclosed except as required for the performance of their duties or as may be directed by the Board;

(10) stay informed about The Association's programmes, policies, and services and about federal and provincial legislation which could affect their liability as directors and employers;

(11) stay informed about the needs and trends within the graphic design industry.

6.02 Resignations, Removal and Replacement of Directors

A The office of a Director shall automatically be vacated:

(1) if the Director does not within ten (10) days after election or appointment as a Director become a Member, or ceases to be a Member;

(2) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;

(3) if the Director is found to be a mentally incompetent person or becomes of unsound mind;

(4) if the Director by notice in writing to The Association resigns office which resignation shall be effective at the time it is received by the Corporate Secretary or at the time specified in the notice, whichever is later;

(5) if at a Special Meeting, a resolution is passed by the at least two thirds (2/3) of the votes cast at the Special Meeting removing the Director before the expiration of the Director's term of office;

(6) if the Director fails to attend at least seventy-five percent (75%) of the meetings of Directors held in any year during such Director's term of office; or

(7) if the Director dies.

B A vacancy occurring in the Board shall be filled as follows:

(1) if the vacancy occurs as a result of the removal of any Director by the Members in accordance with paragraph 6.02 A (5) above, it may be filled upon the vote of a majority of the Registered Members and any Director elected to fill a removed Director's place shall hold office for the remainder of the removed Director's term;

(2) any other vacancy in the Board may be filled for the remainder of the term by the Directors then in office, if they shall see fit to do so, so long as there is a quorum of Directors in office provided that if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Member; or

(3) otherwise such vacancy shall be filled at the next Annual Meeting at which the Directors for the ensuing year are elected.

If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

6.03 *Power of Directors*

A The Board may direct the affairs of The Association in all things and make or cause to be made for The Association, in its name, any kind of contract which The Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as The Association is by the Act or otherwise authorized to exercise and do.

B The Board shall have power to authorize expenditures and employ and pay salaries to the employees on behalf of The Association from time to time. The Board shall have the power to make expenditures for the purpose of furthering the objects of The Association.

C The remuneration of all Directors shall be determined from time to time by resolution of the Board. All Directors shall also be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties.

D Any Director who is also a Grievance Committee member or a Discipline Committee member is automatically disqualified from participating in any discussion at the Board regarding the initiation of a grievance against any Member on behalf of The Association.

6.04 *Officers*

A The President of The Association

(1) shall be elected from among the Directors who are Registered Members, by the Board;

(2) shall be the Chief Executive Officer of The Association;

(3) shall preside at all Annual, General, Special Meetings and Board meetings;

(4) shall, with the Corporate Secretary, sign all written contracts of The Association which have been approved by the Board;

(5) shall be a committee member of all committees "ex-officio";

(6) shall perform all other duties that may be prescribed from time to time by the Board, including being the primary candidate for serving as The Association's representative to the Society of Graphic Designers of Canada

B The Past President of The Association

(1) shall be appointed Chair of the Nominating Committee if willing and able and a Registered Member;

(2) shall be a prime candidate for serving as one of The Association's representatives to the Society of Graphic Designers of Canada

C The Vice President of The Association

(1) shall be elected from among the Directors who are Registered Members, by the Board.

(2) There may be more than one Vice President, in which event the title "Vice President" shall be suffixed by the appropriate ordinals.

D The Corporate Secretary of The Association

(1) shall be appointed from among the Directors who are Registered Members, by the Board;

(2) shall keep a record of the proceedings of all Annual, General, and Special Meetings, all proceedings of the Membership Committee, all Board meetings, and all disciplinary proceedings conducted by the Grievance Committee, the Discipline Committee and if requested in advance, furnish any party to such proceeding with a transcript thereof at the party's own expense;

(3) shall keep a record of affirmative and negative votes and abstentions on any motion;

(4) shall give all notices and shall perform such other duties as may be prescribed by the Board;

(5) shall advise all Registered Members of all nominations at least 30 days prior to the date of the Annual Meeting, and arrange for the printing of the ballots for the elections at that meeting;

(6) shall read the minutes of the previous meeting of all Board, Annual, General and Special Meetings respectively;

(7) shall, along with the President, sign all adopted minutes;

(8) shall be responsible for the safekeeping of all books, records, papers and seals of The Association, which shall be kept in a secured area at the head office, or at a chartered bank.

E The Treasurer of The Association

(1) shall be appointed from among the Directors who are Registered Members, by the Board, immediately following the Annual Meeting;

(2) shall oversee the receipt and disbursement of the funds of The Association and keep a true and accurate record of accounts;

(3) shall oversee the deposit of all monies in the name of The Association in such banks or other registered financial institutions as may be designated by the Board;

(4) shall make payments only in the manner prescribed by the Board, and make reports, as required by the Board, from time to time;

(5) shall prepare an Annual Report of finances, in conjunction with the Auditors of The Association, to be forwarded to all Members at least fourteen (14) days prior to the Annual Meeting;

(6) shall see that invoices for annual dues are sent to all Members no later than October 1st of each year.

(7) All cheques, notes and evidences of indebtedness of The Association shall be signed by the Treasurer and either the President or Vice President. The Executive Director shall have the authority to sign cheques as co-signer with the Treasurer in the absence of either the President or the Vice President.

(8) The books of account of The Association shall be closed as of December 31st each year, and audited by a Chartered Accountant.

6.05 Resignations, Removal and Replacement of Officers

A Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

(1) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporate Secretary or at the time specified in the resignation, which is later;

(2) the appointment of a successor;

(3) that Officer ceasing to be a Director or Member;

(4) the meeting at which the Directors annually appoint the Officers;

(5) that Officer's removal;

(6) that Officer's death.

B All Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

C In case of the absence or inability to act of any Officer

of The Association or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

6.06 Professional Staff

The administration and management of The Association shall be performed by a contract staff person carrying the title of Executive Director.

He or she shall:

(1) be the senior staff person appointed by the Board subject to an employment contract not exceeding two years, open to renewal by each newly elected Board for periods not exceeding two years;

(2) shall have never been accredited as a Registered Member;

(3) be responsible solely to the Board;

(4) act as Registrar, maintaining the List of Members of The Association, and otherwise complying with the applicable provisions of the Act;

(5) attend meetings of the Members, oversee the recording of the proceedings of such meetings and enter the same in a book kept for that purpose;

(6) employ and may terminate the employment of staff necessary to carry on the work of The Association and he or she shall determine their compensation;

(7) manage and direct all functions and activities of The Association and perform such other duties as may be specified by the Board;

(8) make annual recommendations to and prepare a report for the Board on the operations of The Association.

6.07 Indemnification

A Except as otherwise provided in the Corporations Act, no Director or Officer for the time being of The Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expenses happening to The Association through the insufficiency or deficiency of title to any property acquired by The Association or for or on behalf of The Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to The Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to The Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.

B Every Director or Officer or other person who has undertaken or is about to undertake any liability on behalf of The Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of The Association, from and against:

(1) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and

(2) all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Association shall also indemnify any such person in such other circumstances as the Corporations Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Corporations Act or law.

6.08 Conflict of Interest

A A Director who is in any way directly or indirectly interested in a contract or proposed contract with The Association shall make the disclosure required by the Corporations Act. Except as provided by the Corporations Act, no such Director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon Directors by section 71 of the Corporations Act (or such other successor or replacement section) and specifically subject to the provisions contained in that section, it is declared that no Director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place or profit under The Association or by reason of being otherwise in any way directly or indirectly interested or contracting with The Association as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with The Association in which the Director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Corporations Act, no contract or arrangement entered into by or on behalf of The Association in which any Director shall be in any way directly or indirectly interested shall be voided or voidable and no Director shall be liable to account to The Association or any of its Members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

B The Board in its discretion may submit any contract, act or transaction with The Association for approval or ratification at any Annual Meeting or at any General Meeting or Special Meeting called for the purpose of considering the same and, subject to the provisions of section 71 of the Corporations Act (or such other successor or replacement section), any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at such meeting (unless any different or additional requirement is imposed by the Corporations Act) shall be valid and as binding upon The Association and upon all the Members as though it had been approved, ratified or confirmed by every Member.

7.00 COMMITTEES

7.01 Committee Appointments

A There shall be standing committees appointed by the Board, as described in this Article, on each of which there shall be a Director.

B The Board shall appoint such other committees as required from time to time.

C The Board reserves the right to limit the powers of all committees.

D When requested to implement Board policy, committees will only accept responsibility to do so provided that they report their plans, progress, evaluation and funding requests to the Board for approval.

7.02 Finance Committee

The Finance Committee shall:

A be formed to include the Officers and any other Registered Members deemed necessary;

B have the Treasurer as Chair; and

C supervise the accounts of The Association and the preparation of all required financial reports.

7.03 Education Committee

The Education Committee shall:

A consist of a minimum of three Members who will be responsible to organize and conduct matters related to education-related activities of The Association; and

B include in their duties the supervision of scholarships, liaison with graphic design schools and the production of studies within The Association and related organizations.

7.04 Membership Committee

The Membership Committee shall:

A consist of a minimum of five (5) Registered Members, including one Director, and a Chair who may or may not be the aforementioned Director. Two of the Registered Members shall have served on the Committee the previous year, if such individuals are available and willing,

- B meet monthly,
- C have sole responsibility for:
 - (1) the review, examination and recommendation to the Board of applications for membership in the category applied for, and;
 - (2) examining membership status on an annual basis; and
 - (3) considering all requests for membership status change, including resignations, termination, and reinstatements, and
 - (4) holding hearings and making decisions on membership applications, membership reinstatement applications and membership reclassification in accordance with the provisions of section 4.01 of this By-law.
- D present recommendations to the Board for approval. A letter, signed by the President and Corporate Secretary shall then be sent to the applicant or Member, informing him or her of the decision reached; and
- E establish and maintaining services available to Members, including but not limited to an advisory service for members and non-members regarding rules of professional conduct, ethics and principles.

7.05 Communications Committee

The Communications Committee shall:

- A consist of a minimum of two Members whose duty it shall be to investigate and report to the Board on ways of bringing about public relations and publicity favourable to The Association, including planning, presentation, suggested media and procedure; and
- B be responsible for:
 - (1) facilitating communications between The Association and Members,
 - (2) facilitating communication between The Association and potential Members,
 - (3) encouraging communication of The Association's mission and activities to the people, corporations, governments and institutions of Ontario,
 - (4) informing students of accredited academic institutions of The Association's mandate, activities, and the availability of membership,
 - (5) stewardship of The Association's corporate identity and external communications strategy.

7.06 Nominating Committee

- A The Past President shall be appointed Nominating Committee Chair for a one-year term. If the Past President is unavailable, another Director who is a Registered Member will be appointed by the Board.
- B The Nominating Committee Chair shall appoint the Nominating Committee members, subject to the approval of the Board, no later than the October meeting of the Board preceding the year in which an election of Directors is to take place.
- C The Nominating Committee shall include at least five

- (5) Registered Members in good standing who are not Directors, from across Ontario.

7.07 Grievance Committee

- A The Board shall establish a Grievance Committee comprised of at least three (3) Registered Members, and including one Director, all in good standing, none of whom are Discipline Committee members.
- B The Board shall name one of the Grievance Committee members to be its Chair.
- C The Grievance Committee shall, upon receipt of a written grievance received from the Executive Director, review all grievances and attempt where appropriate, to mediate and informally resolve them.
- D The Grievance Committee shall refer non-frivolous grievances to the Discipline Committee for a hearing, and in so doing, shall surrender all documents to the Discipline Committee held during their review.
- E Grievance Committee members are not eligible to be Discipline Committee members. If a Grievance Committee member files a grievance against a Member, that committee member shall forthwith resign from such committee and be replaced for the purpose of adjudicating that particular grievance.

7.08 Discipline Committee

- A The Board shall establish a Discipline Committee comprised of at least three (3) Registered Members, including at least one Director, none of whom are Grievance Committee members.
- B The Board shall name one of the Discipline Committee members to be its Chair.
- C The Discipline Committee shall upon a referral from the Grievance Committee, hold a hearing to consider a grievance alleging a breach of the standards of practice or that the Member is unfit due to Incapacity.
- D Discipline Committee members are not eligible to be Grievance Committee members. If a Discipline Committee member files a grievance, that committee member shall forthwith resign from the committee and be replaced for the purpose of adjudicating that particular grievance.

7.09 Events Committee

The Events Committee shall:

- A consist of a minimum of five (5) Members from a minimum of five (5) different municipalities whose duty it shall be to consider funding requests for events from an annual budget set aside for this purpose.
- B only consider funding and/or other support for event requests that:
 - (1) are made in writing and signed by no less than three Registered Members,
 - (2) are submitted within a minimum of days prior to the

event as set from time to time in advance by the Events Committee,

(3) include a plan to publicize the event to all Members, and

(4) demonstrate intention of furthering the objectives of The Association.

C be responsible for:

(1) facilitating publicity of all approved events to all Members,

(2) liaising with the Education Committee regarding events,

(3) generating and soliciting ideas for events, and

(4) encouraging grassroots activity and culture.

7.10 By-law Committee

A The By-law Committee shall consist of a minimum of three (3) Registered Members in good standing, two (2) of whom shall be Directors.

B The By-law Committee shall convene from time to time and as directed by the Board, to amend the By-law pursuant to section 12 of this By-law.

8.00 MEETINGS

8.01 Board of Directors

A Board meetings may be held at any place within Ontario.

B A Board meeting may be convened by the President, a Vice-President or any two Directors at any time. The Corporate Secretary, when directed or authorized by any of such Officers or any two Directors, shall convene a Board meeting. The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in this By-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a Director may in any manner and at any time waive notice of a Board meeting and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that Board meetings may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meeting.

A meeting of the Board following the election of Directors shall be held immediately thereafter. For such meeting or for a Board meeting at which a Director is appointed to fill a

vacancy in the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

C No error or accidental omission in giving notice of any Board meeting shall invalidate such meeting or make void any proceedings taken at such meeting.

D Any Board meeting may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned Board meeting is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

E The Board may appoint a day or days in a month or months for regular Board meetings at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

F The number of Directors which shall form a quorum for the transaction of business shall be two thirds (2/3) of the Directors. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.

G Each Director is authorized to exercise one (1) vote. Questions arising at any meeting of Directors shall be decided by a majority of votes, if consensus cannot be achieved. In case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

H If all the Directors consent, a Board meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear or see the words of each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.

8.02 Members

A Subject to compliance with the Corporations Act, the Annual Meeting shall be held on such day in each year and at such time as the Directors may by resolution determine at any

place within Ontario or, in the absence of such determination, at the place where the head office of The Association is located.

B Other meetings of the Members may be convened by order of the President or Vice-President or by the Board at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of The Association is located. The Board shall call a General Meeting on written requisition of not less than one tenth (1/10) of the Members.

C Subject to the Corporations Act, thirty (30) days' written notice of any Annual, Special, or General Meeting shall be given in the manner specified in this By-law to each voting Member. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

D A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of business on the grounds that the meeting is now lawfully called.

E No error or omission in giving notice of any Annual or Special Meeting or any adjourned meeting of the Members shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

F A quorum at any meeting of the Members (unless a greater number of Members and/or proxies are required to be present by the Corporations Act or By-law) shall be persons present being not less than two (2) in number and being or representing by proxy not less than two (2) Members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of this By-law with regard to notice shall apply to such adjournment.

G In the event that the President is absent and there is not a Vice-President present who is a Director and a Member, the persons who are present and entitled to vote shall choose another Director as chairperson of the meeting and if no Director is present or if all the Directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

H The chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before

or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

8.03 Proxies

A At all fully constituted Annual, General and Special Meetings, any Registered Member may appoint any other Registered Member to vote on his or her behalf by proxy.

B The following is an approved form of proxy.

"I, _____ a Registered Member of The Association of Registered Graphic Designers of Ontario do hereby appoint _____ or failing her, or him, _____ as my substitute and proxy to vote for me and on my behalf at the _____ Meeting of the said Association to be held on the _____ day of _____, and at any adjournment thereof.

Dated this _____ day of _____.

Signature of Member."

C All proxies must be in the hands of the Corporate Secretary prior to the start of the meeting.

8.04 Voting

A At any Annual, General, or Special Meeting, each Registered Member shall be entitled to one vote, or to one vote by proxy, on any motion.

8.05 Association Matters

A The matters to be dealt with by The Association at all meetings shall be determined by the presiding Officer, but the following shall be the general procedure: Minutes of the preceding meeting, Reports of Officers, Reports of Committees, Unfinished Association matters, New Association matters.

B Robert's Rules of Order shall govern the conducting of all meetings, when not inconsistent with the By-law.

9.00 FINANCE

9.01 Borrowing

A The Board may from time to time:

- (1) borrow money on the credit of The Association;
- (2) issue, sell or pledge securities of The Association; and
- (3) charge, mortgage, hypothecate or pledge all or any of

the real or personal property of The Association, including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or any other debt, or any other obligation or liability of The Association.

B From time to time the Board may authorize any Officer or employee of The Association or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given theretofore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by The Association as the Board may authorize, and generally to manage, transact and settle the borrowing of money by The Association.

9.02 Financial Year

The financial year of The Association shall terminate on the last day of December in each year or on such other date as the Board may from time to time by resolution determine.

9.03 Auditors

The Members shall at each Annual Meeting appoint an auditor to audit the accounts of The Association for report to Members who shall hold office until the next following Annual Meeting; provided, however, that the Board may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Members or by the Board if they are authorized to do so by the Members and the remuneration of an auditor appointed by the Board shall be fixed by the Board. The Members may by resolution passed by at least two thirds (2/3) of the votes cast at a General Meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

9.04 Banking

The Board shall designate the Officers and any other persons who are authorized to transact the banking affairs of The Association. The resolution shall provide to the designated Officer or other persons the power:

- (1) to operate The Association's accounts with the financial institution;
- (2) to make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any cheque, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (3) to issue receipts for and orders with respect to the property of The Association;
- (4) to execute any agreements with respect to the banking affairs of The Association; and
- (5) to authorize any Officer of the financial institution to do any act or thing on The Association's behalf to facilitate the banking affairs.

9.05 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of The Association may be signed by:

(1) any one (1) of the President or a Vice-President together with any one (1) of the Corporate Secretary or the Treasurer.

(2) any two (2) Directors; or

(3) any one (1) of the aforementioned Officers together with any one (1) Director;

and all contracts, documents and instruments in writing so signed shall be binding upon The Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of The Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of The Association when required may be affixed to any instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board.

10.00 DISSOLUTION

10.01 Not For Profit

The Association shall be carried on without the purpose of gain for its Members and any surplus derived from carrying on the affairs and business of The Association shall be applied solely in promoting and carrying out its objects and shall not be divided among its Members.

10.02 Dissolution

Should The Association be dissolved for any reason, its remaining assets and property, after payment of or provisions for all of the debts, liabilities and obligations of The Association, shall be distributed or disposed of to one or more non-profit organizations with similar objectives which carry on their work in the Province of Ontario as determined by the Board.

11.00 NOTICES

11.01 Service

Any notice or other document required by the Act, the Corporations Act or the By-laws to be sent to any Member or

Director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or facsimile to any such Member or Director at their latest address as shown in the records of The Association and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Corporate Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

11.02 Signature to Notices

The signature of any Director or Officer to any notice or document to be given by The Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11.03 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the Act, the Corporations Act or the By-laws of The Association the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

11.04 Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 11.01 of this By-law and put into a Post Office or into a letter box. A certificate of an Officer in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of The Association as the case may be.

12.00 AMENDMENT OF BY-LAWS

12.01 Enactment

A By-laws of The Association may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

B The Board may enact the by-laws consistent with this by-law, and every repeal, amendment or reenactment thereof, is effective only until the next General Meeting and unless confirmed thereat, with or without variation, ceases to have any effect.

13.00 REPEAL OF PRIOR BY-LAWS

13.01 Repeal

Subject to sections 13.02 and 13.03 hereof, all prior by-laws, resolutions and other enactments of The Association heretofore enacted or made are repealed.

13.02 Exception

The provisions of section 13.01 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

13.03 Proviso

Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

14.00 EFFECTIVE DATE

14.01 Effective on Passing

This by-law shall come into force without further formality upon its enactment.

*The Association of
Registered Graphic Designers
of Ontario
L'association des
graphistes agréés
de l'Ontario*

Amendments

AMENDMENT NO 1

TO THE GENERAL BY-LAW OF THE ASSOCIATION OF
REGISTERED GRAPHIC DESIGNERS OF ONTARIO

(hereinafter called the "Association").

BE IT RESOLVED that the General By-law of The Association
be amended in the following manner:

Section 3.09 (B) of the General By-law is hereby deleted in its
entirety and replaced with the following:

3.09

B Persons who do not qualify for admission as a
Registered Member pursuant to paragraph A above, will be
admitted as a Registered Member entitled to use the
designations "Registered Graphic Designer" and "R.G.D.",
provided that such person submits to The Association by no
later than June 30, 1998 the following:

- (1) the prescribed application form;
- (2) the prescribed professional fee;
- (3) satisfactory evidence to establish that:
 - (i) the applicant has achieved five (5) years of
relevant work experience as a graphic designer
or
 - (ii) that the applicant has achieved successful
completion of a recognized graphic design education
program and a minimum of two (2) years of relevant
work experience as a graphic designer, such program
and work experience totaling no less than five (5)
years experience; and
- (4) two (2) reference letters establishing the good
character of the applicant, both from Registered
Members, or one from a Registered Member and the
other from a client or employer of the applicant.

Section 3.10 of the General By-law is hereby deleted in its
entirety and replaced with the following:

3.10 *Expiration of Membership of Practitioners "Grandfathering"*

The time for submitting applications for Registered
membership pursuant to section 3.09 expires June 30, 1998.
This amendment to the General By-law shall come into force
without further formality upon its enactment.

ENACTED this 9th day of December, 1997.

AMENDMENT NO 2

TO THE GENERAL BY-LAW OF THE ASSOCIATION OF REGISTERED GRAPHIC DESIGNERS OF ONTARIO

(hereinafter called the "Association")

WHEREAS the 1997 Annual Meeting of The Association was held on November 15, 1997;

AND WHEREAS the General By-law of The Association currently provides that an Annual Meeting of The Association is to be held each year before April 30th;

AND WHEREAS it is in the best interests of The Association to defer the holding of the 1998 Annual Meeting in the manner provided for herein;

AND WHEREAS the Corporations Act provides an annual meeting is to be held not more than fifteen (15) months after the holding of the last preceding annual meeting.

NOW THEREFORE BE IT RESOLVED that the General By-law of The Association be amended in the following manner:

Section 1.01 (A)(13) of the General By-law is hereby deleted in its entirety and replaced with the following:

(13) "Annual Meeting" means a meeting of The Association open to all Members of The Association held each year before the 30th day of June for the purpose of reading the results of any election ballots and considering any other business, provided however that, notwithstanding the foregoing, the annual meeting to be held in 1998 shall be held on or before February 15, 1999 at the same time as the holding of the annual meeting for 1999.

Section 6.04 (E) (5) of the General By-law is hereby deleted in its entirety and replaced with the following:

(5) shall prepare an Annual Report of finances, in conjunction with the Auditor of The Association, to be forwarded to all Members at least fourteen (14) days prior to the Annual Meeting, provided however that, notwithstanding the foregoing:

(i) the Annual Report of finances for the year ended December 31, 1997 will be forwarded to all Members by no later than June 30, 1998, notwithstanding that the Annual Meeting to be held in 1998 is to be held on or before February 15, 1999; and

(ii) the Annual Report of finances for the year ended December 31, 1998 shall be made available to all Members by no later than the day of the Annual Meeting for 1999.

This amendment to the General By-law shall come into force without further formality upon its enactment.

ENACTED this 1st day of April, 1998.

AMENDMENT NO 3

TO THE GENERAL BY-LAW OF THE ASSOCIATION OF REGISTERED GRAPHIC DESIGNERS OF ONTARIO

(hereinafter called the "Association")

BE IT RESOLVED that the General By-law of The Association be amended in the following manner:

WHEREAS it is alleged that notice has not been received by a group of 30 designers of a deadline to submit applications for Registered membership under Section 3.09 of By-Law No.1, Special Provision for Membership of Registered Practitioners/Educators "Grandfathering";

AND WHEREAS the 30 designers have agreed to apply for Registered membership under the Grandfathering provisions which have allegedly for the first time come to their attention at this time;

AND WHEREAS the 30 designers have also agreed to sign a written certification that they were not aware of the deadline to apply under the above-noted provisions, and that they would have otherwise applied in a timely manner;

AND WHEREAS the 30 designers have agreed to pay the full membership fee payable annually for the year 1998, provided they are approved;

NOW THEREFORE BE IT RESOLVED that the General By-law of The Association be amended in the following manner:

that the said 30 individual graphic designers, on a proper application being signed, a certification noted above being executed, payment of the annual fees for 1998 being paid in full, and on meeting the Association's qualifications, shall be approved for Registered membership in accordance with this amendment to By-law No. 1.

This amendment to By-law No. 1 shall come into force without further formality upon its enactment.

ENACTED this 15th day of September, 1998.

AMENDMENT NO 4

TO THE GENERAL BY-LAW OF THE ASSOCIATION OF REGISTERED GRAPHIC DESIGNERS OF ONTARIO

(hereinafter called the "Association")

WHEREAS the General By-law of the Association currently provides that the audited financial statement be forwarded to all Members;

AND WHEREAS it is in the best interests of the Association not to forward the audited financial statement to Student members but to forward the statement to them upon request, and to make copies available at the Annual Meeting;

AND WHEREAS there is no requirement imposed by law which obligates the sending of audited financial statements to all members.

NOW THEREFORE BE IT RESOLVED that the General By-law of the Association be amended in the following manner:

Section 6.04(E)(5) of the General By-law is hereby deleted in its entirety and replaced with the following:

"(5) shall prepare an Annual Report of finances, in conjunction with the Auditors of the Association, to be forwarded to all Members at least fourteen (14) days prior to the Annual Meeting, except Student members, to whom it will be forwarded upon individual request and made available at the Annual Meeting;"

This amendment to the General By-law shall come into force without further formality upon its enactment.

ENACTED this 14th day of March, 2001.

*The Association of
Registered Graphic Designers
of Ontario
L'association des
graphistes agréés
de l'Ontario*

BY-LAW #2

OF THE GENERAL BY-LAW OF THE ASSOCIATION OF
REGISTERED GRAPHIC DESIGNERS OF ONTARIO

(hereinafter called the "Association").

BE IT ENACTED as a By-law of The Association as follows:

Until changed by By-law, the Board of Directors of The
Association shall be fixed at fifteen (15) Directors.

Enacted as a by-law of The Association this 30th day of
September, 1997.

By-Law #2