



edanl

Economic Developers Association
of Newfoundland and Labrador

Bylaws

Adoption Date: April 17, 2026

Article I: Names, Mission, Vision, and Mandate

Section 1 – Names

The legal name of the association is 'Newfoundland and Labrador Economic Developers Association Inc.' The association shall do business as (DBA) 'Economic Developers Association of Newfoundland and Labrador Inc.(EDANL)', hereinafter referred to as 'the Association'.

Section 2 – Mission

To build the capacity of those engaged in economic development in Newfoundland and Labrador and advance the practice as a distinct and recognized profession.

Section 3 – Vision

A robust community of economic development practitioners contributing to the economic well-being of Newfoundland and Labrador.

Section 4 – Mandate

EDANL's mandate is to:

1. Provide training and professional development opportunities for those involved in economic development in Newfoundland and Labrador;
2. Foster a community of practice for economic developers in Newfoundland and Labrador through the organization of events and the sharing of experience, insights, tools, and resources; and
3. Share the stories and successes of practitioners to advocate for recognition of and investment into economic development in Newfoundland and Labrador.

Article II: Membership

Section 1 – Membership Classes

Any person involved or having interest in Economic Development and wishing to be a member, shall make application to the Association for consideration by Board of Directors and/or the Office Manager.

There shall be four (4) classes of membership in the Association

Primary Membership

Shall be anyone who engages in economic development as part of their employment or practice.

Associate Membership

Shall be anyone who is the second (or more) employee of an organization already holding a primary membership.

Student Membership

Shall be individuals attending post-secondary education on a full-time basis.

Corporate Membership

Corporate Membership shall be open to any business, sector, or organization involved in economic development or a level of government that is interested in a bulk number of memberships, as agreed upon by the Board.

Honorary Life Membership

Individual EDANL members, who have given long-time service to the Association and/or profession, and having received the President's Award, shall be considered for this category. This membership category provides for a waiver of dues for the lifetime of the member.

Section 2 - Membership Rules

The membership period is between January 1 – December 31.

Membership is vested in the individual and is not transferable except by that member upon resignation.

Members in good standing are eligible for nomination for election.

Members in good standing are eligible to vote at the Annual General Meeting and any 'Special Vote' that is initiated. See Article VI for voting rules.

Association members shall be good standing and follow the Bylaws and Code of Ethics of the Association.

Membership may be terminated, with written notice of a member's resignation, or upon failure to pay fees due as set out by these bylaws.

A member may be suspended or removed from the membership for conduct contrary to the purposes and ethics of the Association, by a majority vote of the Board of Directors, provided that written notice of the action and the member's right to appeal shall be given **twenty one (21) days** prior to such meeting.

Section 3 - Membership Dues

Dues of all members are payable to the Association upon notice receipt. Invoicing and payments shall be coordinated by the Treasurer or a Membership Coordinator if such is appointed by the Board of Directors.

New members shall submit a membership application form for consideration.

Section 4 - Changes to Membership Dues

Proposed changes to membership dues shall be presented to the membership for comment and vote at the Annual General Meeting ('AGM'), or through an alternate forum that is acceptable to the membership.

In the case of special circumstances requiring an increase in membership dues, a ballot shall be mailed to all dues-paying members in good standing. Approval of such a measure requires a majority vote from ballots received from at least **50 percent** of the membership.

Section 3 - Failure to Pay Dues

Any member not paying dues within **ninety (90) days** of the due date shall be removed from membership until receipt of dues.

Article III: Management

Section 1 - Board of Directors

EDANL's Board of Directors ('the Board') comprises independent Voting Members of the Association. The Board shall consist of eight (8) Directors; however, the Board is deemed to function with as few as six (6) Directors.

Each of the Board Directors are to be duly elected through election by the Membership, with the exception of one position reserved for a Past President who will sit on the Board as an ex officio but will not have voting rights within the Board.

The decision to replace any vacant position on the Board that may result from the resignation or removal of a Director is at the sole Discretion of the Board.

While the Board comprises independent Voting Members of the Corporation, the Board speaks with one voice. The Board has responsibility for the overall stewardship of the Association via oversight of its policies, structures, finances, business and affairs of the Association.

The Board will be responsible for the oversight and management of Association staff (if applicable).

Section 2 – Terms

Directors shall be elected for a term of two (2) years and may be elected for three (3) consecutive two (2) year terms; notwithstanding this, in any event, no Director shall serve as a

Director for more than six (6) consecutive years.

Where at least twelve (12) months have elapsed since the expiry of any such three (3) consecutive two (2) year terms, a Director may be re-elected to the Board of Directors, and upon such re-election that Director may serve as Director for three (3) consecutive two (2) year terms.

Board terms shall be staggered such that four (4) Director positions will be elected at each AGM. This will ensure continuity and resiliency.

Section 3 – Eligibility

Members are eligible to be elected to the Board given (1) their membership in good standing; and (2) they do not exceed term limitations as outlined in Section 2.

Section 4 – Powers

The Board of Directors shall have the power to manage, operate, and direct the affairs of the Association in accordance to due diligence, the Association's bylaws, policies and procedures and shall report its activities to the Association at the annual conference.

Section 5 – Quorum

All business of the Board shall require a quorum of 50% plus 1.

Section 6 – Vacancies

Any director may resign at any time by giving written notice to the Board of Directors. Outgoing board members are to surrender all Association related materials upon completion of the term to provide succession for incoming board members.

Should any director be absent without reasonable cause or notice from three (3) consecutive board meetings, the seat shall be declared vacant by the Board.

A member of the Board of Directors may be removed or suspended from the Board of Directors for conduct contrary to the purposes and ethics of the Association by a majority vote of the Board, at a meeting designated for that purpose, provided that written notice of the action and the right to appeal shall have been given **twenty-one (21) days** prior to such meeting.

The Board may choose to appoint a successor to fill any vacancies to serve the balance of the term until a new Board member is elected to fill the previously vacant position.

Serving out an un-expired term of a former director shall not constitute the term within the meaning of the three-term limitation imposed by these Bylaws.

Section 7 – Nominations and Elections

The Board is to notify its membership of the nomination and election process prior to the

election.

Any individual member in good standing can be nominated for the Board of Directors. The procedures for nominating and electing officers of the Association's Board are as follows:

Nomination: The Association may entertain self-nominations and recommendations of other Board members. If nominated by a third-party, the nominated individual will be notified and must first accept their nomination before being considered for election.

Vote: The voting procedure to be used in respect of the foregoing elections may include the use of voting cards, mail-in ballots, electronic ballots or such other means the Board or Nominations Committee deems appropriate in its sole discretion. The distribution of all forms of ballots shall be at the discretion of Board or Committee.

Nominations for the Board open **21 days** prior to the scheduled vote. Nominations for the Board close **7 days** prior to the scheduled vote. Members will be presented with a list of Board nominees at least **3 days** prior to the scheduled vote.

An election may be by acclamation; otherwise it shall be by secret ballot. Counts shall be completed and witnessed.

Any tie vote amongst two (2) or more nominees shall be broken by a decision of the majority of members of the Board or Committee.

The proposed officers for the next term of service shall be offered to the membership during the Annual General Meeting, for approval by a simple majority vote of the membership in good standing in attendance.

The only position not requiring vote is the Past President position which shall be acclaimed by a former president, beginning with the most recent, and moving on to next recent and so on in the event of unavailability.

Commencement of Services: the board members elected at the Annual General Meeting will take office after the end of the Annual Meeting and Conference.

Section 8 – Board Officers

Immediately upon the conclusion of the AGM, the Board shall hold its first Board Meeting for the Association's new operating year

The first order of business of such Board meeting shall be the election of the Officers of the Association from among the Directors. The Directors shall elect from among them firstly the President of the Board, secondly the Vice-President of the Board, followed by the Treasurer, Secretary, and Directors at Large in an order that makes sense to the Board.

Article IV: Duties of Directors

All directors are responsible for supporting the Association's strategic plan, mission and activities as determined by the Board, including:

- Demonstrating commitment to the Association's mission and activities

- Keeping up to date with issues and trends that affect the Association
- Attending meetings regularly and being responsive to Association discussions
- Contributing skills and knowledge to Association efforts
- Assisting with Association activities as needed
- Complying with Association bylaws, policies, procedures and ethics
- Acting on behalf of the Association, as directed by the Board
- Maintaining security of Association materials, documents and confidential information
- Declaring conflicts of interest when applicable and refrain from voting on the item in question.
- Be respectful to fellow board members and staff (if applicable) at all times
- The duties of the directors shall be prescribed by the bylaws, customarily reflective of the office, and those in which the Board shall prescribe. In event of an officer manager position creation, overlapping duties shall revert to supportive capacities for the Directors, as approved by the Board of Directors.
- Specific position responsibilities are detailed in bylaws but are not exhaustive.

President

The President is the Chairperson of the Board of Directors of the Association. The President is responsible for the following:

- Preparing Board Agendas and calling regular board meetings.
- Chairing board meetings, unless an alternate is designated.
- Acting as signing officer, unless alternate is designated by the Board.
- Acting as the primary EDANL emissary and main point of contact for the Association, unless alternate is designated.
- Ensuring the Association remains in good standing and compliant with applicable regulations and policies.
- Ensuring the Association's adherence to Strategic Plan and reporting progress to the membership on an annual basis.
- Preparing an annual written review of the Association's projects, initiatives and achievements, with the assistance of the Board.
- Appointing Chairs and Vice-Chairs for Standing Committees
- Maintaining ongoing dialogue with and support to Chairs of Standing Committees
- Appointing additional Board committees as required
- Representing the Association on the Board of the Economic Developers Association of Canada.

Vice President

The Vice President is responsible for:

- Duties assigned by the President and shall act in lieu of the President, when the President is unable to act.
- Assisting with overseeing the Association's operations in an effort to remain in good standing and compliant with any regulations and policies that may be applicable
- Assisting membership and liaison efforts
- Supporting Association functions and activities as it is deemed appropriate
- Assisting and guiding fundraising efforts
- Acting as signing officer, unless alternate is designated by the Board
- Acting as Vice-Chair of a Standing Committee, as assigned to by the President

Treasurer

The Treasurer is responsible for the financial oversight of the Association including:

- Acting as signing officer, unless alternate is designated by the Board
- Tracking all financial transactions of the Association and maintaining the cheque book.
- Preparing and reporting the financial health of the Association to the Board of Directors.
- Preparing or organizing the preparation of Association Financials for the AGM

- Filing annual reports, preparing statements and annual corporate returns.
- Issuing invoices as approved by the Board of Directors
- Accepting, processing and tracking payment of dues and payments from members.
- Issuing payment for expenditures approved by the Board of Directors
- Assists in the selection of an auditor, if needed
- Acting as Vice-Chair of a Standing Committee, as assigned to by the President

Secretary

The Secretary is responsible for the administrative function of the Association including:

- Ensuring the Board follows the reporting protocols as set out in Bylaws.
- Recording and making the minutes of Association Board meetings accessible to the membership within 30 days of adoption
- Providing draft board meeting minutes to the members of the Board for adoption during the next board meeting
- Sharing documents and information with the membership as required or directed by the Board, preserving Association documents and ensuring they are current and accessible to all current Board members
- Acting as lead of the Association's recordkeeping and administrative functions
- Acting as Vice-Chair of a Standing Committee, as assigned to by the President

Directors at Large

Directors at Large are responsible for supporting the Association's strategic plan, mission and activities as determined by the Board, including:

- Undertaking functions and being project leads, as directed by the Board
- Demonstrating commitment to the Association's mission and activities
- Attending meetings regularly and keeping up to date with issues that affect the Association
- Chairing and assuming responsibility for one of the Association's four (4) standing committees outlined in Article VI
- Acting on behalf of the Association, as directed by the Board
- Acting as Chair of a Standing Committee, as assigned to by the President

Past President

The Past President is responsible for:

- Demonstrating commitment to the organization's mission
- Facilitating officer transition
- Advising the incoming President of carry-over issues that require action
- Supporting Association activities as agreed upon with the Board
- Complying with Association bylaws, policies, procedures and ethics
- Serving as a non-voting member of the Board
- Acting as Vice-Chair of a Standing Committee, as assigned to by the President

Article V: General Guidelines

The Association shall be guided by the latest edition of Robert's Rules of Order at all points not expressly provided for by the Association Bylaws.

Section 1 - Meetings of the Board

The Board of Directors shall meet at least four () times a year. Such meetings may be conducted in person or, if agreed to by the Board, by means of electronic or other

communication facilities that permit all persons participating in the meeting to hear each other and a person participating in such a meeting shall be deemed to be present at the meeting.

A regular meeting of the Board of Directors shall take place at the start of the Annual General Meeting, and the new Board shall meet at the conclusion of the Annual General Meeting.

A meeting of the Board of Directors may be called at any time by the unanimous consent of the Board members or upon the request of two-thirds of the membership of the Board of Directors. The President, or in his or her absence, the Vice-President shall preside at all meetings of the Board.

Every question submitted to any meeting of Board shall be decided by a majority of votes unless otherwise specifically provided by statute or by these Bylaws.

Each Member shall be entitled to one vote if present at a meeting in person or through alternative means, as decided by the Board.

Voting on any question shall not be valid unless a Director is present during the counting of the votes or have opted to provide a vote prior to the meeting to the Board, as agreed upon.

Board decisions requiring motions shall be passed by majority vote.

At any meeting, unless a poll is demanded, a declaration by the President that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

If a vote or a motion is tied, the motion is lost. The Board may make additional rules about the method of voting including provision for electronic on-line voting.

The Secretary shall distribute the draft minutes of a board meeting to the Board of Directors prior to the next scheduled board meeting. Adopted minutes shall be provided to the membership within 30 days of the date of adoption.

Section 2 - Annual Meetings

The Annual General Meeting shall be held no later than **one hundred and eighty (180) days** after the end of the fiscal year, and at a time and place designated by a previous Annual General Meeting, or failing this, by a motion of the Board of Directors.

Section 3 - Special Meetings

Special meetings of the Association may be called by the Board or by written request made to the board by at least 10 members in good standing.

Notice of special meetings shall be sent to members in good standing **at least twenty (20) days** prior to the meeting. The agenda for a special meeting shall only include items for which the meeting was called, except with the unanimous consent of the members present to include other items.

Section 4 - Voting

A quorum for an annual or special meeting of EDANL shall be one third (1/3) of the members in good standing.

The method for voting will be proposed by the Board of Directors prior to any vote and may be done in person, electronically or by teleconference. Proxies are not permitted.

Section 5 - Books and Records

The books and records of the Association may be inspected by any member of the Association at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the office or officers having charge of same. Each member of the Board shall, at all times, have access to such books and records, which may be seen at a place designated by the Board of Directors.

Books and records must be maintained and kept current.

All passwords must be kept confidential and updated upon any board member changes.

Article VI: Committees

Section 1 - Board Committees

Committees may be created by the Board of Directors as required.

The President of the Board shall appoint the Chair of each committee, upon agreement.. The President may also create task forces or special committees as required.

Each committee will have a Terms of Reference (TOR) which is agreed to by the Chair and approved by the Board of Directors.

Section 2 - Standing Committees

There shall be four (4) standing committees:

Operations and Governance – responsible for establishing and enforcing policies and procedures, budgeting, annual review of bylaws and committee terms of references, and staff oversight.

Training and Professional Development - responsible for the Association's efforts to develop, deliver, and/or facilitate training and professional development resources and activities for members.

Activities and Network - responsible for the organization of the association's annual conference, awards program, AGM, and other events; responsible for guiding and supporting regional practitioner networks (RPNs).

Communications and Advocacy - responsible for the Association's efforts to engage with members, promote the economic development profession, and advance advocacy priorities.

These standing committees are designed to support the mission, vision, and mandate of the Association as described in Article I. Each committee will have a TOR which is agreed to by the Chair and approved by the Board of Directors.

Article VII: Fiscal Policy

Section 1 - Fiscal Year

The fiscal year of the Association shall be from January 1st to December 31st.

Section 2 - Statement of Dues

Statements of dues shall be sent by the Treasurer (or staff if applicable) to all members. The Treasurer will inform members of their dues renewal.

Section 3 - Unpaid Dues

Any member whose dues are unpaid, as of **April 1st** of the current calendar year shall be dropped from the membership roster and immediately sent a notice. Once dues are paid for the calendar year, members in question shall be reinstated with full membership privileges.

Section 4 - Accounting of Funds

Funds for the operation of the Association shall be raised by annual fees from members, event fees, and by special fund-raising projects.

All the moneys belonging to the Association shall be deposited in a chartered bank, to be designated by the Board of Directors, and such moneys may only be drawn out by cheque, bearing the signature of two signing officers.

The Treasurer of the Board of Directors shall keep an accounting of all funds and shall make or authorize proper disbursements upon the order of the President or Board of Directors.

The Treasurer, along with any one of two (2) designated members of the Board of Directors shall pay by cheque, all liabilities of the Association as they become due, and the expenditures are approved by the Board.

Section 5 - Financial Institution

All funds of the Association shall be kept on deposit with a bank or banks as may be from time to time selected by the Board of Directors.

Section 6 - Borrowing Powers

The Association shall not borrow money, or issue debentures, except by sanction and the

specific directions of a special resolution of the General membership.

Section 7 - Remuneration

No director or member shall receive any remuneration for duties performed on behalf of the Association. Directors or officers may be reimbursed for reasonable expenses incurred while performing such duties.

Section 8 - Purchasing Powers

The funds and property of the Association shall be used and applied to and for such purposes only as may best promote the Association, its mission, objectives, activities, events and strategic plan.

The Board of Directors shall have the power to enter into any employment or other contracts to provide administrative service, funding opportunities, professional development, event planning and/or any consulting service to achieve the objectives of the Association.

Purchase decisions should follow the policy set out by the Board of Directors.

Section 9 – Financial Reporting

Auditors or an Accountant, if required, may be appointed for the succeeding year at the Annual General Meeting.

A review of the books by the Treasurer of the Association shall be undertaken **within thirty (30) days of the fiscal year end** and reported to the Board of Directors, with a Financial Report to be provided to the membership at the Annual Meeting.

Reviewers may be used to ensure financial accuracy. Reviewers may be members in good standing of the Association, but shall not be signing officers of the Association.

Books shall be reviewed when a Treasurer resigns from the position and leaves the Association for whatever cause or reason. All financial reports and records must be obtained from the outgoing Treasurer and measures taken to maintain security of financial account information.

Article VIII: Amendments

Section 1 - Required Votes

These Bylaws may be amended by an affirmative vote of two-thirds of the membership, eligible to vote at a meeting called for amendments, or through electronic polling, where deemed appropriate.

Section 2 - Amendment Procedures

Intent to propose an amendment to the Bylaws and an explanation of the purpose of the amendment must be submitted, in writing, to the Secretary **at least twenty (20) days prior to a**

meeting of the Board of Directors.

The Secretary, through the Association Manager (if applicable), shall submit, in writing, all such proposals to the membership **at least ten (10) days prior to a Board meeting**. Notice may be given through the Association newsletter, email, or at a general meeting previous to the one intended for making the changes.

Section 3 – Annual Review of Bylaws

An annual review of the Association Bylaws will take place at the Annual General Meeting.

Proposals to amend the Bylaws and an explanation for the purpose of the amendment need to be submitted to the Secretary **at least twenty (20) days prior to the annual general meeting**.

The Secretary will submit, in writing, all such proposals to the membership for review/consideration **at least ten (10) days prior to the annual general meeting**.
