

**DRAFT Bylaws**  
**Economic Developers Association of Newfoundland and Labrador**

**Article I: Name and Mission**

**Section 1 - Name**

The name of this association shall be; Economic Developers Association of Newfoundland and Labrador (EDANL), hereinafter termed the Association.

**Section 1A - Mission**

The Association is a provincial professional organization of people working in economic development, and is formed to enhance the profession in Newfoundland and Labrador by providing an active network of communication, information and education.

The Association serves as a forum for analysis and debate of issues of economic importance, thus to develop members' awareness and sensitivity to their ramifications, which will ultimately be reflected in ways to help them to develop as more thoughtful practitioners.

**Section 2 - Objectives**

- a. The objectives of the Association shall be to provide a medium of conference and the interchange of ideas and principles, practices and ethics in the field of industrial, business, tourism, and community economic development. Development implies any legitimate activity that will promote the establishment and expansion of productive, commercial and distributive facilities.
- b. The Association will be a deliberative body. It may submit recommendations to its membership on subjects relating to practices and procedures in the field of industrial, business, tourism and community economic development, but no member shall be bound thereby.
- c. The membership will actively participate in the area known as industrial, business, tourism and community economic development.
- d. Further it may, at the direction of the membership, make representations related to industrial, business, tourism and community economic development to government bodies at all levels, as well as other organizations and individuals.

**Article II: Management**

**Section 1 - Board of Directors**

There shall be a total of six (6) members of the Association Board of Directors.

Directors are elected for one (1) two (2) year term and no director may serve more than two (2) consecutive terms, unless he/she becomes an officer.

### Section 2 – Powers

The Board of Directors shall have the power to manage, operate, and direct the affairs of the Association and shall report its activities to the Association at the annual conference.

### Section 3 – Quorum

All business of the Board shall require a quorum of four (4).

### Section 4 - Executive Officers

The executive officers shall be the President, Vice President, the Treasurer, the Recording Secretary and the Regional Representative. The Past President will sit on the Board as ex officio. These six (6) officers shall form the Association's Executive Committee.

The term of office shall be one term, commencing at the close of the Annual General Meeting at which time they are elected. Officers may be re-elected to a second term, but shall not remain in the same position for more than two (2) consecutive terms.

### Section 5 – Nominations

Any individual member in good standing can be nominated for the Board of Directors, through a nomination from the floor of an Annual General Meeting called for the election of the Board or through prior nomination.

The procedures for nominating and electing officers of the Association's Board are as follows:

- a. Nomination: the Nominations and Elections Committee may entertain self-nominations and recommendations of other Board members.
- b. Vote: the slate of proposed officers for the next year of service shall be offered to the membership during the Annual General Meeting, along with any nominations from the floor, for approval by a simple majority vote of the membership in attendance.
- c. Commencement of Services: the officers elected at the Annual General Meeting will take office after the end of the conference.
- d. Length of Service as Officer: no individual is permitted to serve more than four consecutive years, in the same position, as a member of the Executive Committee of the Board.

### Section 6 - Vacancies on the Board of Directors

The Executive Committee of the Board shall appoint a successor to fill any vacancies and the appointee shall serve until a new Board member is elected to fill the previously vacant position for the remainder or un-expired portion of the term.

Serving out an un-expired term of a former director shall not constitute the term within the meaning of the two-term limitation imposed by earlier sections of this set of Bylaws.

Section 7 - Association Manager (When Applicable)

An Association Manager shall be appointed by the President, with the approval of the Board of Directors. The Association Manager shall report to the Executive Committee of the Board of Directors.

**Article III: Duties of Officers**

The Executive Officers shall perform the duties usually pertaining to their office. Specific responsibilities are detailed below.

President

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

- a. An annual written review of the Association's projects, initiatives and achievements, with the assistance of the Board.
- b. Preparing Board Agendas.
- c. Appointing Board committees and task forces in a timely manner.
- d. Acting and traveling as the primary EDANL Emissary.
- e. Serving as ex-officio member of all standing committees of the Board.
- f. Represent 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 s/he is unable to act. S/he shall also assist and guide fundraising efforts in the private sector.

Treasurer

The Treasurer is responsible for the financial oversight of the Association. The Treasurer is also responsible for:

- a. Preparing and reporting bi-annual budgets of the Association to the Board of Directors.
- b. Serving as Chair of the Finance Committee.
- c. File annual reports, prepare statements and annual incorporation returns.

- d. Accept, process and track payment of Dues with members.

#### Recording Secretary

The Recording Secretary shall take, revise and distribute (within 14 days) the minutes of all Association Board meetings and the minutes of the Annual General meeting.

#### Regional Representative

The Regional Representative proactively engages the Association's membership province-wide and brings their ideas, issues, needs, and queries to the Board's attention.

#### Immediate Past President

The Immediate Past President facilitates officer transition. In addition, the Immediate Past President is responsible for:

- a. Advising the incoming President of carry-over issues that require action.
- b. Serve as a non-voting member of the Board.

### **Article IV: General Guide**

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 (4) 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 Officers or upon the request of three-fifths 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 given on a show of hands 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 by proxy. Voting on any question shall not be valid unless a Director or an alternative chosen by the Board of Directors is present during the counting of the votes. At any meeting, unless a poll is demanded, a declaration by the Chair 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 at Voting Members' Meetings and proceedings at them, including provision for electronic (on-line) voting.

### Section 2 - Annual Meetings

The Annual General Meeting shall be held no later than ninety (90) 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.

A quorum for an annual or special meeting of EDANL shall be 10 members in good standing that are attending in person or by teleconference.

### Section 3 - Special Meetings

Special meetings of the Association may be called by the Executive, or by 10 members in good standing, with due notice.

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 - Executive Committee

There shall be an Executive Committee of the Board of Directors consisting of the Officers, with the Association Manager serving ex-officio except when her or his evaluation is being discussed.

### Section 5 - Books and Records

The books and records of the Association may be inspected by any member of the Association at the annual meeting, 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.

### Section 6 – Seal

The seal of the Association shall be in custody and for the use of the Treasurer.

## **Article V: Committees**

### Section 1 - Board Committees

There shall be standing Board Committees, appointed by the incoming Board President. The President of the Board shall appoint the Chair of each committee and shall be ex-officio member of all Board committees. The President may also create task forces of special committees as required.

The usual term for committee chairs coincides with the term of Board President that appointed the committee chair. In most cases, this will be a term of two years.

All committees shall file written reports and submit them to the Board for review/discussion prior to the next regular Board meeting.

## **Article VI: Membership**

There shall be four (4) classes of membership in the Association: Regular, Corporate, Associate and Honorary Life, that agree to the purposes of the Association.

### Section 1 - Regular Membership

Shall be anyone who is employed in Economic Development as a private practitioner, corporate business representative or representative of a level of government including persons from other Provinces or Countries.

### Section 2 - Corporate Membership

Is open to any of the above categories listed in Section 1, but who require one or more representatives.

### Section 3 - Associate Membership

Associate membership is for students, with a valid student ID, or past members of this Association retired, in transition, or no longer employed in Economic Development that wish to remain in contact with the profession and its members.

### Section 4 - Honorary Life Membership

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

### Membership Rules.

- a. Membership is vested in the individual, and is not transferable except by that member on resignation.
- b. Members in good standing, who have belonged to the Association for a period not less than six (6) months are eligible for nomination for election.
- c. Members in good standing who have belonged to the Association for a period not less than six (6) months, are eligible to vote at the Annual General Meeting. Voting shall be in person or by teleconference Proxies are not allowed.
- d. A member may be suspended or removed from the membership for conduct contrary to the purposes 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 on his own behalf shall be given twenty-one (21) days prior to such meeting.

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

## **Article VII: Dues**

### Section 1 - Membership Dues

Dues of all members are payable by January 1st of the year to which they apply. They shall be paid to the duly elected Treasurer or to a Membership Chairman if such is appointed by the Board of Directors.

New members shall submit their dues with their membership application form.

### Section 2 - Dues to the Association

Dues of members' payable by January 1 of the year to which they apply, shall be established by the membership at the Annual General Meeting.

### Section 3 - Failure to Pay Dues

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

## **Article VIII: Fiscal Policy**

### Section 1 - Fiscal Year

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

### Section 2 - Statement of Dues

Statements of dues shall be sent by the Treasurer to all members. The Treasurer will inform members of their dues renewal prior to the end of the calendar year.

### 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

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 Executive Committee. He/she

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.

#### 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 Executive.

#### 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 – Auditors

Auditors shall be appointed for the succeeding year at the Annual General Meeting.

A review of the books of the Association shall be undertaken within thirty (30) days of the fiscal year end.

The reviewers may be members in good standing of the Association, but shall not be members of the Board of Directors at the time of appointment as reviewers.

Books shall be audited when a Treasurer resigns from the position and leaves the Association for whatever cause or reason.

### **Article IX: 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.

#### 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, 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, 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.