

## EDANL's Bylaws

Adoption Date: May 2019

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### Article I: Name and Mission

#### Section 1 – Name

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

#### Section 2 – Mission

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

The Association's mission is to enhance the professional competence of economic development practitioners; to advance economic development as a distinct, recognized, and self-governing profession; and to contribute to the province's economic development well-being.

#### Section 3 - Objectives

- a. The objectives of the Association shall be to provide a medium of conference, learning, and the interchange of ideas and principles, best practices and ethics in the field of economic development in the province of Newfoundland and Labrador, fostering an opportunity for intellectual inspiration and fellowship among colleagues.
- 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, sector and business development, tourism and community economic development, but no member shall be bound thereby.
- c. The membership will actively participate in the area known as industrial, sector and business development, tourism and community economic development.

Economic Development implies any legitimate activity that influences growth and well-being of a community through job creation, retention, improved tax base and quality of life.

- d. Further it may, at the direction of the membership, make representations related to industrial, sector and business development, tourism and community economic development to government bodies at all levels, as well as other organizations and individuals.

### 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 is employed in Economic Development as a private practitioner, business, sector or, organizational representative or a representative of a level of government including persons from other Provinces or Countries.

#### Associate Membership

Associate membership is for additional staff of organizations already holding a primary membership, 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.

#### 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**

- a. Membership period runs for the calendar year, with renewal option.
- b. Membership is vested in the individual, and is not transferable except by that member upon resignation.
- c. Members in good standing are eligible for nomination for election.
- d. Members in good standing who belong to the Association are eligible to vote at the Annual General Meeting and during elections. Voting method will be proposed by the Board of Directors prior to the election and may be in person, electronically or by teleconference. Proxies are not permitted.
- e. Association members shall be good standing and follow the bylaws, policies, procedures, and ethics of the Association.
- f. 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.
- g. 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.

### **Article III: Dues**

#### **Section 1 - 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 2 - Dues to the Association

Proposed changes to membership dues shall be presented to the membership for comment and vote at the Annual General Meeting, 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 IV: Management

### Section 1 - Board of Directors

The Board has responsibility for the overall stewardship of the Association and discharges such responsibility by creating, and approving the Association's strategic plan. The Board also has the oversight of the policies, structures, finances, business and affairs of the Association. Management of the business within this process and structure shall be the responsibility of the Office Manager, if applicable.

While the Board comprises independent Voting Members of the Association, the Board speaks with one voice. There shall be a total of **eight (8) members** of the Association Board of Directors. The President, Vice President, Treasurer, Secretary, Regional Director, two (2) Directors at Large and a Past President shall form the Association's Board of Directors.

A Past President will sit on the Board as ex officio.

### Section 2 – Term

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

### Section 3 – 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 4 – Quorum

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

### Section 5 – 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 shall 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 two-term limitation imposed by these Bylaws.

## **Section 6 – Nominations**

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 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 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. At every Annual General Meeting, a full complement of eight (8) Directors, but in any event no less than 6, shall sit on the Board of Directors at the conclusion of the Annual General Meeting.

Immediately upon the conclusion of the Annual General Meeting, the Board shall hold its first Board Meeting for the Association's new operating year, which operating year shall commence immediately after the conclusion of the Annual General Meeting. The first order of business of such Board meeting shall be the election of the Officers of the Association from among the Directors. An Officer of the Association must be a Director whose term as Director shall not terminate before the next Annual General Meeting. The Directors shall elect from among them firstly the President of the Board, secondly the Vice-President of the Board, followed by the Regional Director, Treasurer, Secretary and Directors at Large in an order that makes sense to the Board.

Board members are to be Association members in good standing and follow the bylaws, policies, procedures, and ethics of the Association.

### **Section 7 – Association Manager (If 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 Board of Directors.

Duties may include:

- a. Preparing Board Agendas in consultation with President and calling regular board meetings
- b. Overseeing and assisting with the Association's operations in an effort to remain in good standing and compliant with any regulations and policies that may be applicable
- c. Preparing an annual written review of the Association's projects, initiatives, and achievements, with the assistance of the Board
- d. Act as a signing officer for the Association
- e. Providing membership assistance and engagement
- f. Organize Association events and assist with sponsorship efforts
- g. Tracking financial transactions
- h. Issuing payments should follow policy set out by the Association
- i. Assisting with financial reporting duties
- j. Sharing documents and information with the membership as required or directed by the Board
- k. Preserving Association documents and ensuring they are current and assessable
- l. Providing primary recordkeeping and administrative functions, including remittances and filings
- m. Acting on behalf of the Association, as directed by the Board
- n. Working with Board of Directors to fulfill Association initiatives and mission
- o. Other duties as determined by the Board of Directors

### **Article V: Duties of Directors**

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

- a. Demonstrating commitment to the Association's mission and activities
- b. Keeping up to date with issues and trends that affect the Association
- c. Attending meetings regularly and being responsive to Association discussions
- d. Contributing skills and knowledge to Association efforts
- e. Assisting with Association activities as needed
- f. Complying with Association bylaws, policies, procedures and ethics
- g. Acting on behalf of the Association, as directed by the Board
- h. Maintaining security of Association materials, documents and confidential information
- i. Declaring conflicts of interest when applicable and refrain from voting on the item in question.
- j. 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:

- a. Preparing Board Agendas and calling regular board meetings
- b. Chairing board meetings, unless an alternate is designated
- c. Acting as signing officer, unless alternate is designated by the Board
- d. Acting as the primary EDANL Emissary and main point of contact for the Association, unless alternate is designated
- e. Overseeing the Association's operations in an effort to remain in good standing and compliant with any regulations and policies that may be applicable
- f. Preparing an annual written review of the Association's projects, initiatives and achievements, with the assistance of the Board
- g. Appointing Board committees as required
- h. Serving as ex-officio member of all standing committees of the Board.
- i. Representing the Association on the Board of the Economic Developers Association of Canada.

### Vice President

The Vice President is responsible for:

- a. Duties assigned by the President and shall act in lieu of the President, when the President is unable to act.
- b. 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
- c. Assisting membership and liaison efforts
- d. Supporting Association functions and activities as it is deemed appropriate
- e. Assisting and guiding fundraising efforts
- f. Acting as signing officer, unless alternate is designated by the Board

### Treasurer

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

- a. Acting as signing officer, unless alternate is designated by the Board
- b. Tracking all financial transactions of the Association and maintaining the cheque book.
- c. Preparing and reporting the financial health of the Association to the Board of Directors.
- d. Preparing or organizing the preparation of Association Financials for the Annual Meeting
- e. Filing annual reports, preparing statements and annual incorporation returns.
- f. Issuing invoicing as approved by the Board of Directors
- g. Accepting, processing and tracking payment of dues and payments from members.
- h. Issuing payment for expenditures approved by the Board of Directors
- i. Serving as Chair of the Finance Committee (if applicable)
- j. Assists in the selection of an auditor, if needed

### Secretary

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

- a. Ensuring the Board follows the reporting protocols as set out in the Association Bylaws and policies.
- b. Recording and making the minutes of Association Board meetings accessible to the membership **within 30 days** of adoption
- c. Providing draft board meeting minutes to the members of the Board for adoption during the next board meeting
- d. Sharing documents and information with the membership as required or directed by the Board
- e. Preserving Association documents and ensuring they are current and accessible
- f. Acting as lead of the Association's recordkeeping and administrative functions

### **Regional Director**

The Regional Director is responsible for working towards a vibrant, connected network including:

- a. Proactively engaging the Association's membership province-wide
- b. Bringing ideas, issues, needs, and queries from the membership to the Board's attention
- c. Suggesting and helping organize network events
- d. Acting as a liaison for the Board across the Province
- e. Serving as Chair of any Regional Committees (if applicable)

### **Directors at Large**

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

- a. Undertaking functions and being project leads, as directed by the Board
- b. Demonstrating commitment to the Association's mission and activities
- c. Attending meetings regularly and keeping up to date with issues that affect the Association
- d. Assisting with event planning, fundraising and membership related activities, as directed by the Board
- e. Acting on behalf of the Association, as directed by the Board
- f. Sitting on committees, as directed by Board

### **Past President**

The Past President is responsible for:

- a. Demonstrating commitment to the organization's mission
- b. Facilitating officer transition
- c. Advising the incoming President of carry-over issues that require action
- d. Supporting Association activities as agreed upon with the Board
- e. Assisting with Awards of Excellence
- f. Assisting with election process
- g. Complying with Association bylaws, policies, procedures and ethics
- h. Serving as a non-voting member of the Board.

## **Article VI: 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 (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 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 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 through alternative means, as decided by the Board.

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 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.

Administrative or event planning meetings may be called by the Board of Directors at any time. Association policies, procedures and bylaws are to be adhered to, with the exception of the meeting minutes distribution requirement.

### **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.

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 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 - 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

Books and records must be maintained and kept current.

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

### **Section 5 – Seal (if applicable)**

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



## **Article VII: 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, 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 provide updates to the Board for review/discussion prior to the next regular Board meeting.

## **Article VIII: 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 Office Manager (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 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, 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**.

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