

Article I: NAME AND OBJECTIVES

1.1 Name

The name of this association shall be: EDA Alberta (An Association of Economic Developers), promoted as Economic Developers Alberta (EDA).

1.2 Objectives

The Economic Developers Alberta is a professional organization formed to enhance the economic development profession in the Province of Alberta, providing an active network of communication, information and education.

1.3 Definitions

“Association” shall mean EDA ALBERTA.

“Board” shall mean the board of directors of EDA ALBERTA. “Director” shall mean a member of the Board.

Words in the singular include the plural and words in the plural include the singular. Words imparting male persons include female persons and corporations.

“Send”, “transmit” or “convey” in writing shall include postal, electronic, personal or telephone/fax means as determined by the Board or Chief Executive Officer.

“Manager” shall also mean “Chief Executive Officer” or CEO.

“Audit” means a review engagement by an independent accounting firm

Article 2: MEMBERSHIP

2.1 Classes

There shall be two classes of membership in the Association: **Voting** and **Non-Voting**.

The Board shall have the authority to establish and revise non-voting categories of membership as required.

2.2 Categories

Voting Members:

Active Professional (Individual) - Shall be an individual that supports the objectives of EDA, and is employed in economic development in Alberta as a municipal, provincial or federal Aboriginal government employee; as a private practitioner. Active Professional members have full rights to vote in the affairs of EDA and otherwise enjoy the benefits of membership as from time to time defined by resolution of the Board. Memberships are non-transferable.

Active Professional - Basic (Group) - Covers up to 5 individuals in the same organization that are employed in economic development in Alberta as a municipal, provincial or federal Aboriginal government employee or an economic development organization. Active Professional-Basic group members have full rights to vote in the affairs of EDA and otherwise enjoy the benefits of membership as from time to time defined by resolution of the Board. Memberships are non-transferable.

Active Professional - Enhanced (Group)- Covers 6-10 individuals in the same organization that are employed in economic development in Alberta as a municipal, provincial or federal Aboriginal government employee or an economic development organization. Active Professional- Enhanced group members have full rights to vote in the affairs of EDA and otherwise enjoy the benefits of membership as from time to time defined by resolution of the Board. Memberships are non-transferable.

Honorary Life (Individual) - An 'Honorary Life' member shall be any person that, by resolution of the Board, is deemed to have given distinguished service or support to the Association. An Honorary Life member shall enjoy such entitlements to benefits and rights to vote as from time to time defined by resolution of the Board. This membership category provides for a waiver of dues for the lifetime of the Honorary Life Member. All EDA Immediate Past Presidents are provided with an Honorary Life membership upon completion of their term. It is to recognize their commitment to the organization. Memberships are non-transferable.

Non-Voting Members:

General Professional (Individual): Shall be an individual that supports the objectives of EDA, but is not directly employed in the economic development field in Alberta. This includes:

- Elected Officials
- Economic Development Committee or advisory board members
- Students
- Economic Development Alumni
- Unemployed economic development professionals/those seeking re-employment in the field
- Private sector individuals

General Professionals do not have the power to vote or hold office or receive awards or scholarships. Memberships are non-transferable.

For Profit- Basic (Group) - Covers up to 5 individuals in the same for-profit organization. For Profit- Basic Group members do not have the power to vote or hold office, receive awards or scholarships, or host major EDA events. Individual names can be changed during the year.

For Profit- Enhanced (Group) - Covers 6-10 individuals in the same for profit organization. For Profit- Enhanced Group members do not have the power to vote or hold office, receive awards or scholarships, or host major EDA events. Individual names can be changed during the year.

Not For Profit- Basic (Group) - Covers up to 5 individuals working in the same not for profit organization (i.e. Government Department, educational institution or association). Not for Profit Basic members do not have the power to vote or hold office, receive awards or scholarships, or host major EDA events. Individual names can be changed during the year.

Not For Profit- Enhanced (Group) - Covers 6-10 individuals working in the same not for profit organization (i.e. Government Department, educational institution or association). Not for Profit-Enhanced members do not have the power to vote or hold office, receive awards or scholarships, or host major EDA events. Individual names can be changed during the year.

Reciprocal- These are provided to the CEO/ED of EDA's sister economic development organizations. EDA is also provided with a reciprocal membership in each of the organizations. They do not have the power to vote or hold office, receive awards or scholarships, or host major EDA events.

2.3 Eligibility for Membership

Membership in the Association shall be available to persons and representatives of a corporation or business or associations, whether incorporated or unincorporated, interested in furthering the objectives of the Association. Membership in the Association is open to any person who:

- a) Is a resident of Canada and/or carrying on business in Canada;
- b) Is at least eighteen (18) years of age; and
- c) Has paid the membership dues set by the Board.

2.4 Membership Rules

- a) Active Professional memberships are vested in the individual or individuals assigned to the membership when originally purchased.
- 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 to the Board of Directors.
- c) Voting members in good standing are eligible to vote at member meetings. Voting may be in person or by proxy in accordance with the Societies Act.
- d) A member in good standing may resign by submitting a written resignation to the President. A resigned member may resume membership upon payment of current dues.
- e) A member whose conduct has been in the reasonable opinion of the Executive Committee, prejudicial to the Association or inconsistent with its objectives and bylaws may be removed from membership and any office by two thirds majority vote of the Executive Committee. The member shall be notified at least twenty-one days in advance of the vote as to the reason for removal, and will be given the opportunity to respond in person, in writing, or by an authorized representative, provided however that removal of members shall be at the Executive Committee's sole discretion.

Article 3: DUES

3.1 Membership Dues

Dues of all renewing members are payable by January 1st of the year to which they apply. They shall be paid to the EDA Administration Office if such is appointed by the Board or to the EDA ALBERTA office. New members shall submit their dues with their membership application.

3.2 Dues of the Association

The amount of membership dues shall be established annually by the Board at least thirty days prior to becoming effective.

3.3 Failure to Pay Dues

A renewing member is granted a forty-five (45) day grace period to allow for payment of the current year dues and will remain in good standing for the grace period specified. Any member not paying dues within the grace period specified shall be removed from membership.

Article 4: FISCAL POLICY

4.1 Fiscal Year

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

4.2 Statement of Dues

The Association shall send statements of dues to all members and inform members of their dues renewal prior to the end of the calendar year.

4.3 Corporate Borrowing

The CEO and the President are hereby authorized to borrow from time to time by way of corporate credit card such sums as may be necessary to meet the needs of the Association. The total amount which may be borrowed at any one time under this bylaw shall be approved annually by the Board with the condition that all corporate credit card balances must be paid in full upon receipt of invoice.

Article 5: DIRECTORS

5.1 Board of Directors

The affairs of the Association shall be governed by a Board of Directors comprised of eleven (11) Directors. Seven (7) Directors shall be elected by the members of the Association; two (2) are automatically appointed (President and Immediate Past President); and two (2) shall be appointed, one (1) from each of the respective economic development agencies from Calgary and Edmonton. The Nominating Committee may also appoint non-voting representatives from the provincial or federal government, or other organizations as they see fit.

The Immediate Past President is a voting member of the Board.

The Board may bestow upon a member the title of Honorary Director and such member shall be entitled to all the privileges of a Director except voting privileges. Term shall be for the term of the current President and can be renewed by the Board for successive terms.

5.2 Eligibility

Any person is eligible to be a Director of the Association who:

- a) Meets the eligibility requirements for Active Professional membership in the Association set out in Article 2.02;
- b) Resides in the Province of Alberta;
- c) Is not an employee or contractor of the Association;
- d) Is not an employee of the Province); and
- e) Is otherwise legally competent to conduct business and enter contracts under the laws of Canada and its provinces.

5.3 Term of Office

Terms of office shall be two (2) years staggered on odd and even years so that fifty (50%) percent of the terms expire each year. No Director shall be eligible to serve more than three (3) consecutive terms except in the case of an Immediate Past President. A member who has served three (3) full consecutive terms shall not be eligible to serve again as a Director before the passing of one year unless that person becomes a member of the Executive Committee.

The length of service for an appointed Director is at the discretion of the President and the appointing body.

5.4 Election of Directors

Directors shall be elected by a majority of the members in attendance at the annual general meeting of the Association.

The election of Directors shall be conducted by secret ballot. The candidate or candidates with the largest number of votes shall be deemed elected where the number of candidates exceeds the number of directors to be elected.

5.5 Nomination of Directors

Nominations for Director positions shall be submitted in writing to the Chair of the Nominating Committee at least 30 days in advance of the annual general meeting ("AGM") at which the election is to be held. The Chair of the Nominating Committee will provide the list of Nominees to the membership at least two weeks prior to the AGM. Nominations can also be taken from the floor of the AGM.

5.6 Vacancies

Any vacancy in a Director position during the term of that director position, however caused, may be filled by a majority vote of the remaining Directors so long as a quorum of Directors remains in office. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacant Director positions. A Director so elected shall remain in office for the remainder of the term of the vacancy filled.

The Directors shall not fill a vacancy occurring during the sixty (60) day period immediately preceding the annual general meeting.

5.7 Meetings

The Board shall meet at least four (4) times each year, one (1) of which meetings shall coincide with the annual general meeting. The Board may as an alternative to meetings in person, use teleconferencing or other electronic means such as video conference.

All meetings of the Board shall require the majority of voting Directors to be in attendance to constitute a quorum.

5.8 Removal of a Director or Officer

A Director or officer shall automatically cease to hold office if:

- a) A resolution to that effect is passed by a two-thirds majority of the members of the Association voting at a meeting duly called for that purpose; or
- b) The Director or officer ceases to be eligible as a member under the terms of clause 5.02 of this by-law; or
- c) By resolution of the Board, where the member has missed 3 consecutive meetings without cause and notice; or
- d) They are an ex-officio, non-voting member that is no longer with the organization they have been asked to represent; and
- 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 vote of seventy-five percent (75%) of the board of Directors, provided that written notice of the offending action and the right to appeal on his own behalf shall have been given to such Director twenty-one (21) days prior to such removal or suspension, provided however that removal or suspension of a director or officer shall be at the Board's sole discretion.

5.9 Conflict of Interest

Where a Director, either on their own behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, that person:

- a) Shall disclose his interest fully at a meeting of the Board.
- b) Shall disclose his interest and the general nature thereof prior to any consideration of the matter in the meeting;
- c) Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- d) Shall not in any way whether before, after or during the meeting influence the voting.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the Director, be deemed to be also the pecuniary interest of the Director.

Every declaration of conflict and the general nature thereof shall be recorded in the minutes of the meeting.

5.10 Remuneration of Directors and Officers

The Directors and officers shall receive no remuneration for acting as such and no Director or officer shall directly or indirectly receive any profit from his position. Directors and officers may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

5.11 Resignation of Directors

Directors who resign from the Board shall submit their resignation in writing personally, electronically, or by fax to the President. The resignation shall become effective upon receipt of the notice or if acceptable by the Board such later date as stated in the notice, not to exceed thirty (30) days after the date of notice.

Article 6: POWERS OF DIRECTORS

6.1 General and Specific Powers

The Directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the Societies Act, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law and, without limiting the generality of the foregoing, shall have the following powers in particular: 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 general meeting.

6.2 Powers of Individual Directors

No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Association except as provided in this bylaw or by resolution of the Board. No individual Director shall have any authority to act on behalf of the Association with respect to the transaction of the affairs of the Association except as provided in this bylaw or by resolution of the Board.

6.3 Directors' Accountability

The Board and individual Directors represent the membership of the EDA ALBERTA and are directly accountable to said membership. They also have a fiduciary duty to those who provide funds to the Association and to its staff for the sound administration of the Association. In addition, they have a general duty of trust to those served by the Association and to the general public.

Every Director of the EDA ALBERTA shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interests of the Association, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

Article 7: OFFICERS AND DUTIES

7.1 Executive Officers

The Vice President and the Secretary/Treasurer shall be elected by the members at the Annual General Meeting. Those executive officers, along with the President, Immediate Past President and CEO shall form the Association's Executive Committee.

The term of office for Vice President shall be one year, commencing at the close of the annual general meeting at which they are elected. At the expiry of that term, the Vice President shall automatically assume the position of President. The Secretary/Treasurer position shall be a one year term as outlined under Item 5.03 Term of Office. The Immediate Past President term will be for one (1) year following the expiry of his term as the President. At the expiry of the first term of the President, Vice President and Immediate Past President, the members may elect to extend the terms of these offices for an additional one year term, in which case no new Vice President would be elected.

To be eligible for election to an officer's position, a person must have served at least one (1) year as a Director immediately prior to such election.

7.2 President

The President shall, when present, preside as chairman at all meetings of the Association and the Board, generally oversee and supervise the business and governance of the Association including the passing of resolutions and other such duties as may from time to time be prescribed by the Board or that are otherwise incidental to this office.

The President shall provide an annual written review of the performance of the Association's central office and the Chief Executive Officer, with the assistance of the Board.

The President shall appoint Board committees and task forces in a timely manner, act and travel as the primary EDA Emissary and serve as ex-officio member of all standing committees of the Board.

The President shall serve for a term of one year and shall not be eligible for more than two consecutive terms.

7.3 Vice-President

The Vice-President shall, in the absence of the President, preside over meetings of the Association and of the Board and its Executive Committee and otherwise exercise all the powers and duties of the President. The Vice-President shall be elected at the annual general meeting to the position of Vice-President with the understanding that they will assume the President's position without a vote, at the expiry of the President's term. The Vice-President shall be responsible for corporate fundraising in conjunction with the Chief Executive Officer.

7.4 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 need action.
- b) Serving as a voting member of the Board.

7.5 Secretary/Treasurer

The Secretary/Treasurer shall be responsible for ensuring there is a full and accurate account of all receipts and disbursements of the Association in proper books of account.

The Secretary/Treasurer shall be responsible to present regular financial reports to the Board of Directors and at the annual general meeting. The Secretary/Treasurer shall also perform financial oversight through the adherence to the Board approved "Financial Oversight Policy".

The Secretary/Treasurer shall be responsible for custody of the corporate seal; and records all meetings of the members, the Board and its Executive Committee; and such other duties as may from time to time be assigned by the Board.

7.07 Chief Executive Officer (CEO)

The Board may appoint a Chief Executive Officer to manage the affairs of the Association under the general direction of the Board. The CEO shall hold office at the pleasure of the Board or until the person resigns the office.

The CEO shall be accountable to the Board through the Executive Committee for the proper and legal conduct of the business of the Association according to the policies from time to time established by the Board. They shall be responsible for the organization of the work of the Association and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the policies from time to time established by the Board.

The CEO shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board.

The CEO shall disburse the funds of the Association, taking proper vouchers therefore and shall render to the Board at regular meetings thereof or whenever required, an account of all such transactions and the financial position of the Association.

The CEO shall take, revise and distribute (within 14 days) the minutes of all Association Board meetings, and the minutes of the annual general meeting. They shall also be responsible for giving notices; signing of minutes; signing of membership certificates; and, such other duties as may from time to time be assigned by the Board.

Article 8: INDEMNIFICATION

8.01 Director Indemnification

Every Director and officer of the Association and their executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Association, from and against:

- a) All costs, charges and expenses whatsoever that the Director sustains or incurs with respect to any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, related to the execution, in good faith, of the duties of their office or in respect of any such liability;
- b) All other costs, charges and expenses which they sustain or incur in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by their own willful neglect or default. The Association shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Association.

Article 9: GENERAL GUIDE

9.1 Annual Meetings

The annual general meeting shall be held no later than one hundred twenty (120) 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.

Notice of an annual general meeting shall be transmitted to members in good standing at least twenty one (21) days prior to the meeting. A quorum for an annual general meeting of EDA shall be 25 members in good standing, represented in person or by proxy, of which no more than ½ of eligible votes be proxies.

9.2 Special Meetings

Special meetings of the Association may be called by the Executive, or by 25 members in good standing, with 21 days' notice. A quorum for a Special Meeting of EDA shall be 25 members in good standing, represented in person or by proxy, of which no more than ½ of eligible votes be proxies.

The Association shall transmit notice of Special Meetings to members in good standing, at least twenty one (21) days prior to the special meeting. The agenda for a Special Meeting shall only include items for which the meeting was called, provided additional agenda items may be added with the unanimous consent of the members present.

9.3 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.

9.4 Seal

The seal of the Association shall be in the custody of the Secretary/Treasurer and for the use of the Chief Executive Officer in matters approved by the Board of Directors.

9.5 Auditing

The books, accounts and records shall be audited at least once each year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the society. The fiscal year end of the society in each year shall be December 31.

The books and records of the society may be inspected by any member of the society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

Article 10: AMENDMENTS

10.1 Changing the By-laws

These by-laws may be rescinded, altered or added to only by "Special Resolution".

10.2 Special Resolutions

Special Resolution means a resolution passed at a meeting of which not less than 21 days' notice specifying the intention to process the resolution has been duly given, and by the vote of not less than 75% of those members attending in person or by proxy, of which no more than ½ of eligible votes be proxies.

Article 11: DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION

11.1 Dividends and Property Distribution

The Association does not pay any dividends or distribute its property among its Members or Directors.

11.2 Dissolution of the Association

If the Association is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization that has objects similar to those of EDA Alberta (An Association of Economic Developers).

11.3 Member Selection of Recipient Organization on Dissolution

Members are to select the organization to receive the assets by special resolution. In no event do any Members or Directors receive any assets of the Association.

Debated, voted on, and passed by the general membership on October 29, 2015.

Matt Cornall, President



Leann Hackman-Carty, CEO


