

BY-LAWS
Of the
Economic Developers
Association

PREAMBLE

"The name of the Society is E.D.A. Alberta (an Association of Economic Developers), promoted as Economic Developers Alberta (EDA).

This document sets forth the general By-laws of EDA Alberta. These By-laws regulate the transaction of the business and affairs of EDA Alberta.

The lawful purpose and pursuits of the EDA Alberta are defined by its Objects duly filed and registered with the Registrar of Corporations in the Province of Alberta."

1. DEFINITIONS AND GENERAL INTERPRETATION

1.01 Definitions

Unless otherwise provided in these By-laws, the following items have the following meanings:

- (a) **"Act"** means the *Societies Act* R.S.A. 2000, c.S-14 and any statute that may be substituted therefore, as from time to time amended, and includes all regulations enacted thereunder;
- (b) **"Affiliate Member"** means a Member of EDA who meets the criteria set out in these By- laws;
- (c) **"Board"** means the duly elected or appointed Board of Directors of EDA as set out in these By-laws;
- (d) **"By-law(s)"** means these and any other by-laws of EDA hereafter passed, as amended from time to time;
- (e) **"Director(s)"** means the members of the Board of EDA;
- (f) **"EDA"** means E.D.A. Alberta (an Association of Economic Developers), a society incorporated in the Province of Alberta pursuant to the Act;
- (g) **"Electronic Means"** means a telephonic, electronic or other

communication facility that permits all participants to hear and communicate with one another;

- (h) **"Executive Officer"** means the executive administrator of the EDA;
- (i) **"Honorary Life Member"** means a Member of EDA who meets the criteria set out in these By-laws;
- (j) **"Full Member"** means a Member of EDA who meets the criteria set out in these By- laws;
- (k) **"Member(s)" or "Membership"** means any person(s) duly approved as a Member of EDA as set out in these By-laws;
- (m) **"Officer(s)"** means any person occupying the position of Officer, by whatever name called, who is duly elected or appointed by the Board of the EDA;
- (n) **"Person"** means an individual;
- (o) **"Policy"** means the policy duly approved and adopted by the Board of EDA, including all associated procedures, which may be amended by the Board of EDA from time to time, for the purpose of managing the affairs of EDA provided such policies do not conflict with any provision of these By-laws;
- (p) **"Register"** means the register or registry of all Members as held by the EDA;
- (q) **"Special Resolution"** has the meaning ascribed to that term in the Act:
 - (i) a resolution passed
 - (a) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (b) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy,
 - (ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or
 - (iii) a resolution consented to in writing by all of the Members who would have been entitled at a general meeting to vote on the resolution in person, or where proxies are permitted, by proxy;

- (r) **"Society"** means EDA Alberta (an Association of Economic Developers);
- (s) **"Voting Representative"** has the meaning ascribed to that term as set-out in these By-laws; and
- (t) **"Year"** means a 12-month period.

1.02 Number and Gender

Words importing the singular number only in these By-laws include the plural number and vice versa and words importing one gender only in these By-laws include all genders.

1.03 Headings

The use of headings in these By-laws is for convenience and ease of reference only and shall not affect the meaning or interpretation of these By-laws.

1.04 Interpretation of the Board

In the event of any dispute as to the intent or meaning of the By-laws, the interpretation of the Board of Directors shall be final and conclusive.

1.04 Jurisdiction

The territorial jurisdiction of EDA is the Province of Alberta.

2. MEMBERSHIP

2.01 Number of Members

There is no limit to the number of Members of EDA in any category of Membership.

2.02 Categories of Membership

Members of EDA shall belong to one of the following categories of Membership:

(a) Full Member

Individuals employed by a non-profit, municipal, provincial, federal or indigenous organization whose primary business is economic development. Full members are entitled to those rights afforded to members under the act

and these Bylaws, including the right to vote. No individual shall be entitled to hold more than one membership.

(b) Affiliate Member

Individuals who have an interest in and are supportive of the objectives of the EDA who do not meet the requirements for Full Membership. Affiliate members are entitled to those rights afforded to members under the act and these Bylaws, excluding the right to vote. No such individual shall be entitled to hold more than one membership.

(c) Honorary Life Member

An 'Honorary Life' Member shall be any person who, by resolution of the Board, is deemed to have given distinguished service or support to EDA. 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.

The Board may establish such categories of members, or membership criteria of the Society as it deems fit from time to time, subject to approval of the membership at the annual general meeting or special meeting.

The Board may discontinue one or more categories of members from time to time provided that the status of existing members in that category is not thereby affected until the next Annual General Meeting of the Society.

2.03 Member Status and Eligibility

A Person shall become a Full Member or Affiliate Member of EDA upon satisfaction of the following:

- (a) Submission of a membership application to the Association in the form prescribed by the Board from time to time;
- (b) Approval of the membership application by the Executive Officer in accordance with the membership criteria established by the Board; and
- (c) Payment in full of the applicable membership fees as set-out in these By-laws.

2.04 Minimum Age

No Person shall be a Member of the Society unless that Person has attained 18 years of age.

2.05 Rights and Obligations of Members

All Full Members in good standing have the following rights and privileges:

- (a) Receive notice as set out in these By-laws and attend General and Special Meetings of the Membership;
- (b) Vote on resolutions at Annual General Meetings and Special Meetings of the Membership as set out in these By-laws;
- (c) Inspect the records of EDA as set out in these By-laws unless:
 - i. The inspection would impair the privacy rights or free association of the members;
 - ii. The inspection would impair EDA's lawful purpose;
 - iii. The inspection is not in the best interests of EDA; and
- (d) Enjoy such other rights and privileges as prescribed by these By-laws and provided by EDA from time to time.

All Affiliate Members in good standing have the following rights and privileges:

- (a) Receive notice as set out in these By-laws and attend General and Special Meetings of the Membership;
- (b) Enjoy such other rights and privileges as prescribed by these By-laws and provided by EDA from time to time.

All Honorary Life Members in good standing have the following rights and privileges:

- (a) Receive notice as set out in these By-laws and attend General and Special Meetings of the Membership;
- (b) Enjoy such other rights and privileges, including voting rights, as prescribed by these By-laws and provided by EDA from time to time.

All Members have the following duties and obligations:

- (a) Pay annual membership fees in full, as set-out in these By-laws, on or before the date such payment becomes due;
- (b) Comply with the terms and conditions of all agreements in place between the Full or Affiliate Member and EDA; and

(c) Comply with these By-laws and EDA Policies.

All Members have the right to attend all advocacy, social and networking events of EDA. At its discretion, the Board may charge a fee for such events. Such fees are in addition to and separate from membership fees.

2.06 Register of Members

EDA shall maintain a register of Members containing the following particulars of each Member:

- (a) Full name, address and email of each Full Member, Affiliate Member, and Honorary Life Member;
- (b) Category of Membership;
- (c) Date that Membership became active;
- (d) Date that Membership category changed; and
- (e) Date that Membership was terminated.

Members are obligated to notify EDA in writing of any change to any of the above-noted information within thirty (30) days of the change becoming effective. Any Full Member is entitled to inspect the Register of Membership at the registered office of EDA during regular business hours upon the provision of ten (10) days' written notice.

2.07 Annual Membership Fees

- (a) Annual membership fees applicable to each category of Membership, the date upon which annual membership fees are due and the form of payment of such fees, shall be determined by the Board. At its sole discretion, the Board may impose a common date for annual membership fee payment or use the anniversary date of the membership application approval.
- (b) If annual membership fees remain unpaid for a period of forty-five (45) days after they become due, the Member will immediately be suspended and no longer considered a Member in good standing pending receipt of payment. The Member will receive notice in writing of such suspension. If annual membership fees remain unpaid for sixty (60) days, the Board may commence expulsion proceedings.
- (c) Annual membership fees are not refundable, in whole or in part, as a result of

termination of membership as set out in these By-laws.

- (d) The Board, by resolution, may waive the membership fee for an individual or Membership category.

2.08 Voting Rights of Members

All Full Members and Honorary Life Members in good standing are entitled to vote on resolutions at Annual General Meetings and Special Meetings subject to the following restrictions:

- (a) Full Members and Honorary Life Members are entitled to vote on each and every resolution;
- (b) Affiliate Members are not entitled to vote on any resolutions.

2.09 Transfer of Member Status

Membership in the society is non-transferrable or assignable.

2.10 Limitation of Liability of Members

No Member, in the Member's individual capacity, is liable for a debt or liability of EDA.

2.11 Termination of Membership

A Membership in EDA terminates on the occurrence of one or more of the following events:

- (a) Withdrawal

A Member may withdraw its Membership in EDA upon written notice which shall be effective on the thirtieth (30th) day after receipt by EDA.

- (b) Death

Upon notification of the death of a Member, the Membership will terminate.

- (c) Expulsion

Notwithstanding section 2.03 herein, the Board may expel a Member from Membership in EDA on sixty (60) days' written notice if, in the opinion of the Board, the Member is not in good standing, has willfully failed to comply with

the requirements of EDA as described in these By-laws or EDA's Policies; or is otherwise guilty of conduct detrimental to the interests, reputation of the EDA. Such notice may be waived in exceptional circumstances where, in the opinion of the Board, continued Membership of the Member during the notice period would imperil the viability of EDA.

Prior to the Board making a decision regarding expulsion, the Member will be afforded the opportunity to make representations to the Board and/or take steps to remedy the issue to the satisfaction of the Board. If the Board is satisfied by the representations and/or steps taken by the Member to remedy the issue, the notice of expulsion will be null and void.

Expulsion decisions shall be made in the unfettered discretion of the Board and are not subject to appeal.

The decision of the Board is effective on the date of the decision notwithstanding that notice of the decision may occur later.

On termination, all rights, claims and interest of the terminated Member, including but not limited to a refund of membership fees, are forfeited by such Member.

3. MEETINGS OF MEMBERS

3.01 Annual General Meetings

EDA shall hold Annual General Meetings as follows:

- (a) The Annual General Meeting will be held on such day in each year and at such time as the Board may determine;
- (b) Notice of the time and place of each Annual General Meeting shall be sent by e-mail, mail, courier delivery, or by personal delivery not less than twenty-one (21) days (inclusive of the day of mailing and of the day for which notice is given) prior to the meeting at the address or email in the Register of Members to all Members. Such notice shall also be provided to the Auditor of EDA and each Director. Such notice will include the meeting agenda.
- (c) Annual General Meetings shall be held in the jurisdiction of EDA at a specified location determined by the Board.
- (d) The following business shall be conducted:
 - (i) Consideration of the financial statements;
 - (ii) The election of Directors;

- (iii) Receipt of the Auditor' s report; and
- (iv) Other business provided the notice of the Annual General Meeting states the nature of the other business in sufficient detail, including the wording of any proposed resolution, to permit Members to form a reasoned judgment thereon; and
- (e) Resolutions will be decided on the basis of a simple majority of the votes cast on the question. In the case of a tie, the vote shall be considered a lost vote.

3.02 Special Meetings

EDA may hold Special Meetings as follows:

- (a) A Special Meeting of EDA may be called at any time by the Chairperson or Vice-Chair upon the instructions of the Directors or upon receipt by the Board of a petition signed by not less than thirty-three (33%) percent of the voting Members.
- (b) Notice of the time and place of a Special Meeting shall be sent by e-mail, mail, courier delivery, or by personal delivery not less than twenty-one (21) days (inclusive of the day of mailing and of the day for which notice is given) before the meeting to the at the address or email in the Register of Members to all Members. Such notice shall also be provided to each Director.
- (c) Special Meetings shall be held in the jurisdiction of EDA at a specified location determined by the Board.
- (d) Business at the Special Meeting must be set out in the notice of Special Meeting in sufficient detail, including the wording of any proposed resolution, to permit members to form a reasoned judgment thereon. No other business may be considered at the Special Meeting except by unanimous consent of the members present.
- (e) All resolutions at Special Meetings are Special Resolutions and, to pass, the proposed resolution must pass as a Special Resolution.

3.03 Omission of Notice

The accidental omission to give notice of any meeting of members of the Society to or the non-receipt of any notice by, any person, or any error in any notice not affecting

the substance thereof, shall not invalidate any resolution passed or any proceeding taken at any such meeting.

3.04 Waiver of Meeting Notice

Where there is a question of proper notice, attendance at the meeting will be deemed waiver of notice of the meeting, except where the Member or their voting representative attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.05 Meeting Quorum

Thirty-three (33%) percent of the Full Members and Honorary Life Members, represented in person or by proxy, entitled to vote at an Annual General Meeting or a Special Meeting shall constitute a quorum for the transaction of business at a meeting. No more that $\frac{1}{2}$ of eligible votes may be proxies. If such quorum is present at the opening of the meeting, the business of the meeting may proceed, notwithstanding that a quorum is not present throughout the meeting.

If a quorum for a meeting of members of the Society is not present within 30 minutes of the time fixed for the meeting, it shall be adjourned to the same day in the next week at the same time and place and a quorum for the transaction of business at the adjourned meeting shall consist of the lesser of: one sixth of the members in good standing or five members (or, in each case their designated proxies).

3.06 Casting Votes

Votes at meetings of members shall be given by one of the following methods:

- (a) Voting shall be by show of hands or voice vote for those physically present at the meeting;
- (b) Roll call vote for those who are not physically present at the meeting but who are participating in the meeting by Electronic Means;
- (c) Electronic voting devices;
- (d) Secret ballot;
- (e) Advance ballot, including e-mail or electronic ballots, provided that:
 - i. The identity of the voter can be authenticated;
 - ii. The votes are gathered in a manner that permits their subsequent verification;

- iii. The tallied votes can be presented anonymously, in such a way as to be impossible to identify how an Member voted.
- (f) Proxy: a proxy must be executed by a duly authorized Voting Representative and is valid only at the meeting in respect to which it is given or any adjournment of that meeting. Before voting the proxy, such Member must produce and deposit the proxy with the Board of Directors in writing. The Board of Directors shall have complete discretion to determine if the proxy is valid or sufficient.

3.07 Participation by Electronic or Other Means

A Member or any person entitled to attend a meeting of members of the Society may participate in the meeting by Electronic Means provided that the Board may, from time to time, establish policies relating to the manner by which such Electronic Means will be implemented. A person participating in such meeting by those means is deemed for the purposes of the Act to be present at the meeting.

3.08 Resolution in Lieu of Meeting

A resolution in writing signed by all the members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the members of the Society. Any such resolution may be signed in counterpart and delivered by electronic means.

3.09 Meeting Chair

Meetings will be presided over by the Chair or, in his or her absence, the Vice-Chair. If neither the Chair nor Vice-Chair is present within fifteen (15) minutes after the time fixed for the holding the meeting, a Director will preside.

4. Governance of the Society

4.01 Number of Directors

- (a) The Board shall consist of such number of Directors as the Board may determine from time to time at an Annual General Meeting, provided that there shall be no less than nine (9) Directors and no more than thirteen (13) Directors.

4.02 Election or Appointment of Directors

The terms and conditions governing the election or appointment of Directors are as follows:

- (a) The Board of Directors will consist of a majority of elected directors (**the “Elected Directors”**), as well as the number of appointed Directors as determined by the Board (**the “Appointed Directors”**), excepting section 4.03. The Appointed Directors shall be determined and appointed by the Board at its sole discretion. Such appointments shall be made on merit in the context of constituency and geographic representation needs, skills, experience, independence, knowledge and other qualities which the Board requires to be effective, including regard for gender diversity, racial and/or ethnic diversity and diversity of location within Alberta.
- (b) A Nominating Committee, consisting of the Chair, Vice Chair, three (3) Full Members and the Executive Officer shall be appointed by the Board of Directors each year to make nominations and generally to oversee and supervise the election of Directors at the Annual General Meeting. To the extent that the Nominating Committee finds it practical and useful to do so, it shall request each nominee for Director to file with it, before nominations are made by the Nominating Committee:
- (i) resume of their activities;
 - (ii) completion of a skills matrix;
 - (iii) a brief statement of their reasons for allowing their names to stand for election;
 - (iv) a statement of the level of their commitment to the affairs of the Association; and
 - (v) signed consent to being a Board Member.

Such information shall be used by the Nominating Committee in its deliberations. The slate of nominees shall be approved by the Board and the Nominating Committee shall advise the Members at the Annual General Meeting of the Nominating Committee's slate of candidates for Elected Director positions.

- (c) Members shall elect qualified individual Elected Directors nominated by Full Members and/or Honorary Life Members at the Annual General Meeting;
- (d) Directors shall be elected by secret ballot and the Directors elected to fill vacant positions shall be that number of candidates who received the highest number of votes.
- (e) If a meeting of the members fails to elect the number or the minimum number of directors required by the By-laws by reason of disqualification or death of any candidate, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected

constitutes a quorum.

4.03 Term of Directors

- (a) Subsequently, Elected Directors shall be elected for staggered terms of two (2) or three (3) years as determined by the Board of Directors at its sole discretion, commencing on the date of the Annual General Meeting at which the Director was elected. Appointed Directors shall take office immediately upon appointment.
- (b) Where a vacancy for an Elected Director is filled in accordance with (d) below, such partial term served prior to the next Annual General Meeting shall not be deemed to be a term;
- (c) No Director is entitled to remain as a Director for more than four (4) consecutive two (2) year terms; and
- (d) Any Elected Director vacancy occurring in the Board between each Annual General Meeting shall be filled in a timely manner by a person(s) appointed by the majority of the Board provided that such newly appointed Director(s) hold office only until the next Annual General Meeting and meet the qualifications of Directors set out in Section 4.04 of these By-laws.

4.04 Qualifications of Directors

To be elected or appointed, Directors shall:

- (a) Not be younger than eighteen (18) years of age; an un-discharged bankrupt; or declared a mentally incompetent person or incapable of managing his or her affairs by a court of competent jurisdiction;
- (b) Be a Full Member in good standing;
- (c) Not be an employee or contractor of EDA;
- (d) Not be a current Director who has remained a Director for four (4) consecutive two (2) year terms;
- (e) Be present at the meeting when elected or appointed and did not refuse to act as Director or, be absent from the meeting when elected or appointed, but consented to act as Director before the meeting or within thirty (30) days thereafter.

4.05 Powers of Directors

The Directors shall, subject to the Act and these By-laws, have full control and management of the affairs of EDA, to govern the business of EDA and exercise all such powers of EDA that are not required to be exercised by the Members, including retaining an Executive Officer.

4.06 Directors' Duty

When exercising their powers, Directors have a fiduciary obligation to EDA to at all times act in the best interest of EDA absent considerations of self-interest. Every Director of EDA shall exercise their powers and discharge their duties honestly, in good faith and with the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.07 Removal of Directors

The terms and conditions governing the removal of a Director are as follows:

- (a) A Director who ceases to meet all of the qualifications set out in Section 4.04 of these By-laws is deemed to have resigned effective immediately;
- (b) Any Director may be removed for any reason by a Special Resolution passed by the Members at a meeting of EDA;
- (c) Any Director who, with or without notice to the Board, is absent from three (3) consecutive Board meetings or fails to attend a minimum of two thirds of the regularly scheduled meeting of the Board in a Year, may be removed by the Board by a resolution passed by a majority of at least two thirds of the Directors present at a meeting of the Board duly held and constituted;
- (d) Any Director who is incompetent, unable or unwilling to handle his or her elected or appointed tasks, willing breaches these By-laws or Policy, or conducts themselves in an improper or unbecoming manner which is likely to endanger the interest or reputation of EDA, including a conflict of interest, may be removed by a resolution passed by a majority of at least two thirds of the Directors present at a meeting of the Board duly held and constituted; and
- (e) Any Director who resigns from the Board by providing thirty (30) days written notice to the Chair. The Board may choose to waive the notice requirement in their unfettered discretion.

Any Director who is removed from the Board, for reasons other than Section 4.07 (e) of these By-laws, has the right to receive notice of and reasons for such removal but such

Director has no right to appeal such removal. A Director removed from the Board may not become an employee or contractor of EDA within a Year of removal.

4.08 Meetings of the Board of Directors

The terms and conditions governing meeting of the Board are as follows:

- (a) The Board shall meet regularly and as often as necessary, but in no case less than four (4) times a Year;
- (b) Meetings are called by the Chair or by the Vice-Chair;
- (c) Meetings of Directors and of any committee of Directors may be held at any place;
- (d) Notice of meetings of the Board shall be given to each Director of not less than two (2) days before the meeting is to take place. Such notice may be delivered, telephoned or emailed. Notice is waived and a meeting may be held at any time if all of the Directors are either present at the meeting or, those not present, have provided their consent in writing for the meeting to proceed in their absence;
- (e) For the first meeting of Directors to be held following the election of Directors at an annual or special meeting of the members or for a meeting of Directors at which the Director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to newly elected or appointed director(s) in order for the meeting to be duly constituted, provided a quorum of the Directors is present;
- (f) The accidental omission to give notice of any meeting of members of the Society to or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance thereof, shall not invalidate any resolution passed or any proceeding taken at any such meeting.
- (g) A quorum at any meeting of the Board is fifty percent (50%) of the Directors plus one;
- (h) Every question to be decided by the Directors shall be decided by a majority of the votes cast on the question with each Director being entitled to one vote except where otherwise specified in these By-laws. A tie vote shall be considered a lost vote;
- (i) Motions and voting on motions can occur via Electronic Communication and any Director may participate in a meeting of the Board by means of

telephone or other communication facility that permits all persons participating in the meeting to hear each other and any Directors participating in a meeting by such means are deemed to be present at the meeting.

4.09 Circulated Resolutions

Any resolution consented to at any time by signatures of all the Directors shall be as valid and effective as if passed at a meeting of Directors duly called, constituted and held for that purpose. Any such resolution may be signed in counterpart and delivered by portable document format or any other electronic means.

4.10 Remuneration of Directors

The Directors may be reimbursed for their reasonable out-of-pocket expenses in respect of the performance by them of their duties as may be determined by the Board from time to time. No Director shall be paid any remuneration for services rendered to EDA in acting as a Director.

4.10 Designation of Officers

The Officers of EDA shall be as follows:

- (a) Chair;
- (b) Vice-Chair;
- (c) Secretary and Treasurer
- (d) Executive Officer of the EDA; and
- (e) Any other Officer designated by the Board.

4.11 Qualifications of Officers

Each Officer described in Section 4.10 (a)-(c) of these By-laws shall be a Director who has served as a Director for not less than one (1) year.

4.12 Election or Appointment of Officers

The terms and conditions governing the election or appointment of Officers, other than the Executive Officer, are as follows:

- (a) The Chair, Vice-Chair, Secretary and Treasurer shall be elected by the Board at the first meeting of the Board following the Annual General Meeting;
- (b) The Chair, Vice-Chair and Secretary and Treasurer shall be elected for a term of one (1) year commencing on the date of the Board Meeting at which the Officer was elected;
- (c) No Officer, other than the Executive Officer, is entitled to hold the same designated office for more than four (4) consecutive terms;
- (d) In order to ensure a smooth transition of leadership and maintain continuity in its governance, the Vice-Chair shall automatically succeed to the position of Chair upon the completion of the Chair's term, subject to the following:
 - (ii) If at the end of the Vice Chair's term as a Director, the Vice Chair is due to assume the position of Chair in the same year, the Vice Chair's term as a Director may be extended for an additional term to align with the commencement of their term as Chair;
 - (iii) The decision to extend the Vice Chair's term as Director shall be made by a two-thirds majority vote of the Board of Directors. This decision should be reached no later than 60 days before the end of the Vice Chair's current term as a Director.
- (e) Any vacancy occurring in the positions of Chair, Vice-Chair or Secretary and Treasurer, shall be promptly filled by persons appointed by the Board at their next meeting provided that such newly appointed Officer shall hold office only for the balance of the term of such office; and
- (f) The Board may, from time to time, determine that other persons are required to fulfill a specific task or duty. Such person need not be a Director, however, must be a Member in good standing and can be removed at any time in the unfettered discretion of the Board.

4.13 Duties and Responsibilities of Officers

Every Officer of EDA shall exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of EDA and exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- (a) The Chair shall:
 - (i) preside at the Annual General Meeting, Special Meetings and Board Meetings;

- (ii) at his or her discretion, appoint a person to Chair any meeting;
- (iii) be an ex-officio Member of all Committees of the Board;
- (iv) at his or her discretion, appoint a person to fulfill a specific duty or task of the Board or these By-laws;
- (v) supervise the Executive Officer; and
- (vi) perform such other duties as may be specified by the Board or these By-laws;

(b) Vice Chair shall:

- (i) perform the Chair' s duties and responsibilities in the Chair' s absence;
- (ii) give all notices required to be given by these By-laws;
- (iii) supervise the retention of all books kept for notices, register of members and minutes of all Annual General Meetings, Special Meetings and Board Meetings ;
- (iv) supervise the custody of the corporate seal of EDA and all books, papers, records, documents and other instruments belonging to EDA other than those in the custody of the Secretary and Treasurer; and
- (v) perform such other duties as may be specified by the Board or these By-laws.

(c) Secretary and Treasurer shall:

- (i) be the custodian of all accounting books and records;
- (ii) be responsible for monitoring the financial affairs of EDA including the expenditures as compared with budgeted expenditures and recommend corrective action when required, control the deposit of money, the safekeeping of securities and the disbursement of funds of EDA;
- (iii) render to the Board an accounting of all his or her transactions as Secretary and Treasurer and of the financial position of EDA when requested by the Board to do so;
- (iv) in conjunction with EDA's Auditor, present audited financial statements of

EDA to the Board and Membership at the Annual General Meeting; and

- (v) perform such other duties as may be specified by the Board or these By-laws.

Additionally, the Secretary and Treasurer is responsible for doing, or making arrangements for:

- (i) issuing notices Members' and Directors' meetings;
- (ii) taking minutes of General Meetings and Directors' meetings;
- (iii) keeping records of the Society in Accordance with the Act, and conducting the correspondence of the Board; and
- (iv) filing the annual report of the Society and making any other filings with the registrar under the Act.

(d) Executive Officer shall:

- (i) manage the business and affairs of EDA in accordance with Policy and these By-laws;
- (ii) manage all staff and administrative functions of EDA;
- (iii) attend Annual General Meetings, Special Meetings and Board Meetings and provide such information and input as requested, but will not have a vote at any such meetings; and
- (iv) perform such other duties as may be specified by the Board or these By-laws.

4.14 Duties of Officers May Be Delegated

In case of the absence or inability or refusal to act of any Officer of the Society or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

4.15 Remuneration of Officers

The Officers may be reimbursed for their reasonable out-of-pocket expenses in respect of the performance by them of their duties as may be determined by the Board from

time to time. No Officer, other than the Executive Officer, shall be paid any remuneration for services rendered to EDA in acting as an Officer.

5. COMMITTEES

5.01 List of Committees

The Board will form the following Committees:

- (a) Executive Committee:
- (b) Finance and Audit Committee;
- (c) Any other committees as may be established from time to time by the Board.

5.02 Committee Composition

Except as otherwise provided in these By-laws or by the Board, each committee shall consist of at least three (3) Directors and all Committee members must be Full Members in good standing or Honorary Life Members. The Chair of the Board of Directors shall be ex-officio on all committees.

5.03 Committee Terms of Reference

All Committees shall report to the Board. Each committee will have terms of reference that specify the subject matter of responsibility, membership, mandate and authority of the committee as approved by the Board. The Finance and Audit Committee and the Executive Committee are standing committees of the Board. The status of all other committees is determined at the sole discretion of the Board.

6. FINANCIAL MATTERS

6.01 Accounts

The Board shall cause accounts to be kept of all assets and liabilities of EDA, all money received and expended by EDA and all matters in respect of which receipts and expenditures took place.

6.02 Fiscal Year

The fiscal year shall be January 1 to December 31 of each year.

6.03 Banking Arrangements and Signing Officers

The banking business of EDA shall be transacted with such banks, trust companies or other corporations carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution. Any such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time prescribe or authorize.

6.04 Auditor

At each Annual General Meeting, members entitled to vote may appoint an auditor who is a qualified registered professional accountant under Alberta's *Regulated Accounting Profession Act*, as amended, or the Board may appoint two (2) Members to the Finance and Audit Committee specifically for that purpose, to conduct the Annual Audit and prepare the Audited Financial Statements (the "Auditor"). If an Auditor is not appointed at the Annual General Meeting, then they shall be appointed at a later date, but must be appointed prior to the next Annual General Meeting to ensure financial statements are audited in time. The Board is authorized to negotiate and execute an engagement or retainer letter with the Auditor, only if the auditor is a professional accountant, regarding the scope and form of the audit, based on advice from the Audit and Finance Committee.

6.05 Annual Audit and Audited Financial Statements

The books, accounts and records of EDA shall be audited at least once yearly by the Auditor of EDA, or the Members appointed by the Board to conduct the audit, and an audited financial statement will be prepared setting out EDA's assets, liabilities, income and expenses on an annual basis and presented at each Annual General Meeting.

6.06 Corporate Borrowing

For the purpose of carrying out its objects, EDA may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

7. CONFLICT OF INTEREST

7.01 General

A Director or Officer of the Society who is a party to a material contract or proposed

material contract with the Society, or is a director or an officer of or has a material interest in any person or entity who is a party to a material contract or proposed material contract with the Society shall disclose fully the nature and extent of the interest held by such director or officer. No such director of the Society shall vote on any resolution to approve such contract.

If a material contract is made between the Society and one or more of its directors or officers, or between the Society and another person of which a director or officer of the Society is a director or officer or in which such person has a material interest:

- (a) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors or committee of directors that authorized the contract, and
- (b) a director or officer or former director or officer of the Society to whom a profit accrues as a result of the making of the contract is not liable to account to the Society for that profit by reason only of holding office as a director or officer, if the director or officer disclosed the director's or officer's interest in accordance herewith and the contract was approved by the directors or the members and it was reasonable and fair to the Society at the time it was approved.

8. GENERAL ADMINISTRATION

8.01 Books and Records

The Board shall ensure that all necessary books and records of EDA required by the Act or these By-laws or by any other applicable statute or law are regularly maintained and properly kept by EDA.

8.02 Registered Office

The registered office of EDA shall be in the Province of Alberta, and at such place therein as the Board may determine from time to time.

8.03 Inspection of Records by Members

The Board may, in its sole discretion, determine whether, to what extent, at what time and place and under what conditions the accounts, records and documents of EDA, or any of them, shall be open to the inspection of members except as conferred by the Act or these By-laws.

8.04 Seal and Signing Officers

Deeds, transfers, assignments, contracts, obligations, certificates and other documents and instruments that require the corporate seal of EDA to be affixed thereto shall be signed by two individuals on behalf of EDA as approved by the Board, provided one person is a Director and the other person is the Executive Officer to whom such authority has been delegated or another Director.

8.05 Notice

Any notice to be given, sent, delivered or served pursuant to the Act, these By-laws or otherwise to a Member, Director, Committee Member or Auditor shall be sufficiently given if delivered:

- (a) personally to the intended recipient;
- (b) personally to the address of the Member, Director or Committee Member recorded in the Register of Member or, in the case of the Auditor, to the business address on record;
- (c) by regular mail, registered mail or courier delivery to the Member's, Director' s or Committee Member's address recorded in the Register of Members or, in the case of the Auditor, to the business address on record. Any such notice given by mail shall be deemed to have been sent and received three (3) days after it is posted or provided to the courier; and
- (d) by e-mail, to the Member's, Director' s or Committee Member's e-mail address recorded in the Register of Members or, in the case of the Auditor, the business email on record. Any such notice given by e-mail shall be deemed to have been sent and received one day after it was sent;
- (e) The accidental omission to give notice or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate such notice or any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- (f) Where a notice is required by the Act, these By-laws or otherwise to be given, the giving of such notice may be waived or the time for the notice may be waived or abridged with consent in writing of every person entitled to such notice, whether before or after the time prescribed.

9. AMENDMENT OF BY-LAWS

9.01 Amendment of By-laws

The By-laws of EDA shall not be rescinded, altered or added to except by Special

Resolution of the members of EDA and no rescission, alteration or addition to a By-law shall be effective until it has been registered by the Registrar under the Act.

10. DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

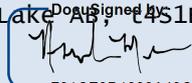
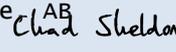
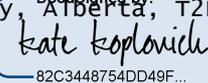
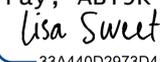
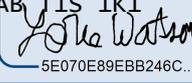
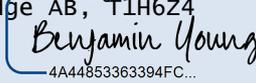
10.01 Dissolving EDA

EDA shall not pay any dividends or distribute its property among members.

10.02 Distributing Assets

If EDA is dissolved, any funds or assets remaining after the satisfaction of EDA's debts and liabilities, shall not be paid to or distributed among the members, but shall be given or transferred to a not-for-profit institution or an institution that is a registered charity under the Income Tax Act (Canada) and has consistent objects and objectives of EDA. Such institution or institutions shall be determined by the Members at or before the time of dissolution.

THESE BYLAWS have been signed by the Directors of EDA this 27 day of March 2024.

NAME	FULL ADDRESS	SIGNATURE
Amanda Mercer	9 Fern Glade Cres, Sylvan Lake AB, T4S1B9	 DocuSigned by: Amanda Mercer 791CE3D1333A49C...
Amy Oshanyk	Box 554, 4606 51 Ave, Bon Accord AB, T0A0K0	 DocuSigned by: Amy Oshanyk 28D96E1B171543E...
Chad Sheldon	104 Mackenzie Way SW, Airdrie AB	 DocuSigned by: Chad Sheldon E5808974405F4A6...
Hetti Huls	11301 101 B Street, Grande Prairie AB, T8V 2X9	 DocuSigned by: Hetti Huls 051775F050024DC...
Kate Koplovich	14, 110 10 Avenue NE, Calgary, Alberta, T2E0W7	 DocuSigned by: Kate Koplovich 82C3448754DD49F...
Lisa Sweet	213 Falcon Drive, Fort McMurray, AB T9K 0R9	 DocuSigned by: Lisa Sweet 33A440D2973D41C...
Lorie-Anne Watson	5 Elizabeth Street Okotoks AB, T1S 1K1	 DocuSigned by: Lorie-Anne Watson 5E070E89EBB246C...
Rhonda Woods	PO Box 2104, whitecourt, AB T7S1P8	 DocuSigned by: Rhonda Woods 9D8DB545DFCD49D...
Shane Olson	5303 50th Avenue, Lamont, AB	 DocuSigned by: Shane Olson 0BB641CDF0F4462...
Tom Mansfield	9th floor, 10111 - 104 Avenue, Edmonton AB T5J0J4	 DocuSigned by: Tom Mansfield 2D24587E104B4F9...
Benjamin Young	3582 30 Street N, Lethbridge AB, T1H6Z4	 DocuSigned by: Benjamin Young 4A44853363394FC...
