

**BRITISH COLUMBIA ECONOMIC DEVELOPMENT ASSOCIATION
CONSTITUTION**

INCORPORATED IN 1981

CONSTITUTION

- 1.0** The name of the Association shall be “BRITISH COLUMBIA ECONOMIC DEVELOPMENT ASSOCIATION.”
- 2.0** **The goals of the Society are:**
- a) To be the voice of economic development for communities in BC.
 - b) To establish economic development as a core service of the local, regional and provincial government.
 - c) To raise the standards of achievement for the position of economic development practitioner.
 - d) To provide a range of services that will help members achieve those standards.
 - e) To expand membership by recruiting more practitioners from under-represented fields, including First Nations economic development offices and the private sector.
 - f) To enhance the awareness of the Province of BC and Member communities as locations for investment.
- 3.0** In the event of the winding up or the dissolution of the Association, all the funds and assets of the Association remaining after the payment to employees of the Association or any arrears of salaries or wages, and after the payments of any debts of the Association, shall be given, transferred and distributed to such organizations that, determined by the members of the Association, to be in similar purpose of the Association, and shall be designated by the members of the Association at the time of winding up or dissolution of the Association. This provision is not alterable.
- 4.0** The purposes of the Association may be pursued in conjunction with other bodies having complimentary interests to that of the Association. This provision is alterable.
- 5.0** The activities and purposes of the Association shall be carried on without personal gain for its members, and any income, profits, or other accerations to the Association shall be used in promoting the purpose of the Association. This provision is not alterable.
- 6.0** No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association. This provision is not alterable.

**BRITISH COLUMBIA ECONOMIC DEVELOPMENT ASSOCIATION
BY-LAWS**

INCORPORATED IN 1981

BYLAWS

1. OBJECTS

1.0 MISSION STATEMENT

The British Columbia Economic Development Association is the lead association of economic development practitioners, dedicated to providing services in support of its members, their professional development needs, activities, profile and economic development goals.

2. INTERPRETATION

2.0 In these by-laws, unless otherwise specified:

- a) "BCEDA" shall mean the British Columbia Economic Development Association.
- b) The "Directors" shall mean the Board of Directors of the Society, as duly elected by the membership at the Annual General Meeting.
- c) Where the singular person is used, it shall include the plural.
- d) Where the masculine gender is used, it shall include the feminine.

3. MEMBERSHIP

3.0 Membership in the BCEDA shall be open to all persons who through their business, employment, volunteer or other activities are involved in the process of economic development.

There shall be a variety of classes of full membership as approved by the BCEDA Board in order to reflect the needs of the ever changing environment of the Economic Development Industry.

3.1 All membership applications are subject to acceptance by the Executive of the BCEDA before being considered valid.

3.2 Members of the BCEDA agree to comply with, and be subject to, the provisions of these by-laws.

- 3.3 Membership in BCEDA shall continue from the time the application is accepted until a member has resigned in accordance with these by-laws, or has been removed from membership by action of the Board as provided herein.
- 3.4 In the event of any member being ninety (90) days in arrears of annual dues, they shall be given ten (10) days final notice. Failure to pay within the 10 days will result in the member being removed from the membership roll unless arrangements to pay such dues are made that are satisfactory to the Board of Directors.
- 3.5 A member so removed from membership shall be retained upon payment of the membership dues.
- 3.6 Any member with an active membership of a minimum of 60 days shall be considered a member in good standing and be eligible for nomination and voting purposes.
- 3.7 The Directors may, by a two-thirds (2/3) majority vote, remove from the roll of members, any member who in the opinion of the Board, commits any action through which these by-laws are contravened, a violation of the BCEDA Code of Ethics, or through which discredit may fall on the BCEDA. A member so removed, may appeal the order of the Directors to the membership at any Annual General Meeting. A simple majority vote of the members present at such meeting shall be finally determinative.

4. DUES

- 4.0 The annual dues payable by members of the BCEDA shall be determined annually by the Directors.
- 4.1 The initial payment of dues shall accompany the application for membership.
- 4.2 Dues are payable on a calendar year basis (January to December). The rates may be prorated after March 31, and July 1 of each year but only for new members and not members who did not renew the current or previous year. Any refund of dues must be requested in writing and approved by the Directors, and will be in the amount of the discounted partial-year rate as determined from time to time.

5. MEETINGS

5.0 The BCEDA shall convene in a General Meeting at least once in each calendar year. This meeting is to be known as the Annual General Meeting.

5.1 The date, the place and the hour of the Annual General Meeting shall be fixed at least three weeks in advance by the Board of Directors, and notice shall be delivered to the membership in writing.

5.2 Special General Meetings may be called at the discretion of the Directors, or when at least ten (10) members have sponsored a petition directed to the Chair requesting that such a Special General Meeting be called. Notice of date, time, place and agenda for such a meeting shall be provided to the members at least fourteen (14) days before the date for which the meeting is called.

6. QUORUM

6.0 A quorum is 20 members present, or such greater number as the members may determine at a General Meeting.

6.1 If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present, or until the meeting is adjourned or terminated.

7. REPRESENTATION & VOTING

7.0 Every member in good standing 60 days prior shall be entitled to one vote at the Annual General Meeting.

7.1 Voting is by show of hand, unless by resolution of the majority of members present, voting is by ballot.

7.2 Unless otherwise provided for in these by-laws, no motion or amendment shall be carried at any Annual or Special General Meeting unless it has received a majority of the votes cast.

7.3 Every organization/corporate member shall be entitled to designate one representative as its voting delegate. In addition to the designated vote of the organization members, the representative may also have an additional vote by holding a membership in their own name. No member shall have more than two (2) votes at any meeting.

7.4 Proxy voting is not allowed.

8. POLICY & RESOLUTIONS

8.0 In order that any policy statement or resolution, other than a by-law amendment be included on the agenda of any General Meeting:

- a) It must be approved by the Directors prior to the plenary sessions. If approved by the Directors for presentation at the Annual General Meeting, there must be an affirmative vote in favour of discussing such resolutions and/or policy statement by a majority of the accredited members present at same Annual Meeting.
- b) Declarations, statements and resolutions shall become part of the policy of the BCEDA when they have received the approval of the majority present at an Annual General Meeting, or when they have been submitted in referendum to the membership and have received the prescribed.

8.1 Referendum: The Board of Directors may at its discretion submit any question by referendum to the members. This shall be done by the Chair or his designate, mailing the proposal with pertinent information and ballot form to the members. If within twenty-one (21) days from the posting of the ballots, replies from at least thirty-five (35) percent of the members have been received and an affirmative vote by at least two-thirds (2/3) of the replies indicate, it shall be effective as if passed as a resolution at an Annual General Meeting.

9. OFFICERS & DIRECTORS

9.0 The Board of Directors shall consist of eleven (11) persons consisting of:

- a) the Chair
- b) The First Vice-Chair (Chair Elect)
- c) the Second Vice-Chair
- d) the Secretary (exception outlined in item #11.5)
- e) the Treasurer (exception outlined in item #11.5)
- f) the Immediate Past Chair
- g) Five (5) Directors

9.1 The First Vice-Chair shall be President Elect negating the need for an election of the position of Chair. Each term will last for a period of two years.

9.2 The remaining Directors shall be elected at succeeding Annual Meetings, for overlapping terms of two (2) years. Directors may be elected for succeeding terms. The Board of Directors shall have supervision of the general activities of the Council, including full fiscal responsibility of the finances of the Council.

9.3 The term for Secretary and Treasurer shall be two (2) years.

9.4 The terms of the Directors shall be two years elected on a rotating basis, with two Directors being elected in one year and three in the next.

9.5 The terms of the Officers and Directors shall commence at the beginning of the annual fiscal year, January 1st, following the final results of said year's election, and continue until their successors have been duly elected, installed or appointed.

9.6 Vacancies on the Board of Directors shall be filled by the Directors for the unexpired portion of the term or until the next general meeting.

10. ELECTIONS

10.1 NOMINATIONS

- a) Each year the immediate Past Chair shall convene a Nominating Committee consisting of: him/herself as Chair, the current Chair, the 1st Vice Chair and 1 member at large, for the purpose of seeking nominations to fill vacancies on the Board of Directors for the subsequent year. The Chair will have the authority to add members of the Nominating Committee from the roster of current active members of BCEDA where one or more of the persons on the mandated committee is/are not available.
- b) Any active member of BCEDA in good standing (minimum 60 days prior to submitting nomination) may be nominated as a candidate for the Board of Directors provided that a BCEDA nomination form with the signatures of four (4) nominators, being active members of BCEDA in good standing and the signature of the nominee is received by the Nominating Committee on or before March 31 of the election year (or 60 days prior to AGM – whatever comes first).
- c) The Nominating Committee, upon receipt of nominations, shall be empowered to seek additional nominations to ensure the presentation of a cross section of candidates having regard to factors such as economic regions, as well as local, regional and first nation governments/agencies.
- d) The Nominating Committee will present the names of all nominees to the President and CAO for presentation to the board of directors for approval.
- e) Separate elections shall be held for each vacant position on the Board of Directors.
- f) An election may be by acclamation; otherwise it shall be by secret ballot.
- g) All nominations received shall be presented at the Annual General Meeting.
- h) The Chair of the Nominating Committee shall present a Final Nomination Report to the membership, and outline the voting procedure for the election of officers to the upcoming fiscal year.

10.2

ELECTION PROCEDURES

- a) The CEO of the Association shall have prepared a ballot listing all candidates in alphabetical order along with a condensed 150 word biography of each candidate. The ballot shall indicate the number of directors to be elected.
- b) Each active member of the Association shall receive by mail or electronic mail postmarked no later than 60 days following the AGM, a ballot or link to the online voting system on which to record his/her choices for the Board of Directors.
- c) Procedures shall be enacted to ensure confidentiality of the ballot and verification of the elector as an Active member in good standing.
- d) If by mail, ballots shall be returned to the offices by mail to the appointed election scrutinizing body for counting and reporting.
- e) The final results of the election shall be provided back to the Chair of the Nominating Committee, and the Chair in turn shall forward a Results Report to the CEO of the Association for distribution/announcement to the membership, by official press release, no later than 120 days following the AGM.
- f) Elected Officers, Directors and incumbents to the Board will commence the term of the election on the first day of the Annual Fiscal Year of the Association (January 1st), for a term as outlined during the election process.

11.

DUTIES OF OFFICERS & DIRECTORS

11.0

The Chair, shall:

- Preside at all meetings of the BCEDA.
- Be an ex-officio member of all committees.
- Exercise general supervision over the affairs of the Association.
- Maintain close liaison with the Association's Administration/Senior Manager.

11.1

In the absence or inability of the Chair to act, the First Vice-Chair or next senior member of the Board of Directors shall act in his capacity.

11.2

The First Vice-Chair shall, in addition, perform such other duties as may be required of them and shall be held normally as potential successor to the Chair.

11.3

The Secretary, or his/her designate shall:

- a) Conduct the correspondence of the Society
- b) Issue notices of meetings
- c) Keep minutes of all meetings of the Society and Directors

- 11.4 The Treasurer, or his designate shall:
- a) Keep such financial records, including books of account as are necessary to comply with the Society Act, and
 - b) Render financial statements to the Directors, members and others when required.
- 11.5 The offices of Secretary and Treasurer may be held by one person, who shall be known as the Secretary-Treasurer.
- 11.6 All Directors shall serve as chair or a member of committees, as required by the undertakings of the Association.
- 11.7 The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 11.8 The Directors may from time to time, fix the quorum necessary for the transaction of business, and unless so fixed, the quorum shall be the majority of the Directors then in office.

12. ADMINISTRATION

- 12.0 The administration of the BCEDA shall be in the charge of any such senior manager or secretary as the Board may appoint. He shall keep or have kept, the minutes of the proceedings of the Association and have the care and custody of its books and records, and attend to the publication of reports. This will be done in accordance with the current Board of Directors, under the direct supervision of the current Chair.
- 12.1 The senior manager will be remunerated for such services in accordance with the terms of an Employment Contract.

13. EXPENDITURE AUTHORITY & BORROWING POWER

- 13.0 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 13.1 No debenture shall be issued without the sanction of a special resolution.
- 13.2 The members may, by special resolution, restrict the borrowing powers of the Directors, but any such restriction imposed expires as at the next Annual General Meeting.

14. FISCAL YEAR

- 14.0 The fiscal year of the BCEDA shall commence on the first day of January in each year, and terminate on the thirty-first day of December of the same year

15. BYLAWS

15.0 Parliamentary procedure shall govern at all meetings of the BCEDA and of the Board as set forth in “Rules of Order” by Robert.

16. AMENDMENTS TO THE CONSTITUTION & BYLAWS

16.0 On being admitted to membership, each member is entitled to, and the Society shall give him, without charge, a copy of the constitution and by-laws.

16.1 Any amendments to the constitution and by-laws may be proposed by the Directors or members provided that at least two-thirds (2/3) majority of the members present at the Annual General Meeting ratify presentation.

16.2 Any proposed amendment, to become effective, must be ratified by an affirmative vote of at least two-thirds (2/3) of the accredited delegates present at such Annual General Meeting.

17. REPEAL OF FORMER CONSTITUTION & BY-LAWS

17.0 With the adoption of the Constitution & By-Laws, all former Constitution & By-Laws are hereby repealed.