

EXISTING BY-LAWS (as of May 2014) Approved by IC New NFP Act	Revisions (____)
1. NAME, HEAD OFFICE AND CORPORATE SEAL	
1.1 The name of the corporation shall be ECONOMIC DEVELOPERS ASSOCIATION OF CANADA - ASSOCIATION CANADIENNE DE DEVELOPPEMENT ECONOMIQUE	
1.1.1 EDAC's mission is to enhance the professional competence of Economic Development officers and ensure placement of qualified people in the field of Economic Development; to advance Economic Development as a distinct, recognized, and self- governing profession; and to contribute to Canada's economic well-being. EDAC (an Association of Members) engages with partner organizations, Provincial / Territorial Associations and other related business organizations nationwide.	
1.2 The head office of the Corporation shall be in Canada, and at such place therein as the Directors may from time to time by resolution determine. Existing Head Office – (since 1997) – 7 Innovation Drive, Suite 200, Flamborough, ON L9H 7H9	
1.3 The corporate seal of the Corporation shall be circular in form and shall bear the name of the Corporation and the year of its incorporation. The President, any Vice-President, the Secretary, Treasurer or any other officer or director of the Corporation designated by the Board of Directors shall have authority to affix the corporate seal of the Corporation to any document requiring the same.	
2. MEMBERSHIP	
2.1 Classification	
2.1.1 Membership on a voting basis is available to individuals who subscribe to the purposes of the Association. General membership is open on a dues- paying basis to persons who are charged with the responsibility for performing in the field of economic development..	
2.1.2 Honourary Life Membership in the Economic Developers Association of Canada is open to persons who have distinguished themselves through meritorious service in the field of Economic Development. To be considered for Honourary Life Membership, an individual shall (i) be a member in good standing; (ii) have reached the age of 60, or have a minimum of 20 years' service in the profession; and (iii) be retired or devote no more than 30% of his or her working time towards paid services in the field of Economic Development. Honourary Life Members are exempt from the payment of annual dues and are not eligible to hold office. A nomination can be made by any member in good standing, and must be supported by five members in good standing of the Association. The nomination must include a Resume which outlines the candidate's accomplishments in the field of Economic Development. Approval of Honourary Life Membership is by a vote of the Board of Directors, after consultation with the Past President's Council. Honourary Life membership status may also be bestowed on Candidates who do not meet the above criteria, provided the nomination receives the unanimous approval of both the Past President's Council and the Board of Directors. Should the Honourary Life Member have gained Ec.D. certification prior to retiring, he/she shall continue to have the privilege to use the Ec.D. certification at no further cost or recertification provided that the	

	"Ec.D." is followed by (Ret.) to signify retirement from active economic development.	
2.1.3	A retired member category may be established by the Board to allow for retired EDAC members to continue to participate in the association and maintain their Ec.D. Certification if appropriate. Members of the retired member category are exempt from the payment of annual dues and are not eligible to hold office.	
2.2	Application Procedure	
2.2.1	Criteria for establishing the eligibility of candidates for the classifications of membership shall be established by the Board of Directors. A membership Director shall be appointed from the Board of Directors by the Board of Directors to review and act upon applications for membership subject to the approval of the board.	
2.2.2	A Candidate for Membership shall forward an application to the CEO who shall submit it to the Membership Director for review. The Membership Director shall submit his/her recommendation to the Board of Directors and take whatever action is approved by the Board.	
2.3	General Qualifications and Regulations	
2.3.1	Membership in any classification is vested in the individual and is not transferable to another individual except that a member in good standing upon resigning, or the employer upon such member's death, may request transfer of his/her membership to another qualified individual employed by the same firm or organization by submitting the transfer request in writing to the CEO. Such requests for transfer shall be reviewed by the Membership Director and acted upon in accordance with the action approved by the Board of Directors. To compensate the organization for the issuance of a new Membership Certificate and necessary details, a transfer fee of an amount may be established by the Board.	
2.3.2	A member of any classification whose dues and other indebtedness to the Association have been paid may resign his/her membership in good standing by written communication to the CEO.	
2.3.3	A member of any classification not paying dues within ninety (90) days of the due date shall be dropped from membership.	
2.3.4	A member of any classification may be suspended or expelled from membership in the Association for unethical conduct or for conduct contrary to the Member's Code of the Association by a majority vote of the Directors present and voting at a regular or special meeting of the Board provided that written notice of the proposed action and of the member's right to appear in his own behalf at such meeting shall have been given at least twenty (20) days prior to such meeting. Reinstatement of suspended or expelled members shall be at the discretion of the Board.	
2.4	Dues	
2.4.1	Membership dues and payment deadlines therefor shall be established by the Board of Directors no less than sixty (60) days in advance of the year in which they are to become effective and dues so established shall not exceed such maximum as may be from time to time established by the voting membership at an Annual or Special Meeting of the Association.	

2.4.2	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 per cent of the membership.	
2.4.3	Membership Categories: Category A Category A Members shall be entitled to receive notice of and to attend all meeting of the members of the Corporation and each Category A member shall have one (1) vote at each such meeting.  Principal Membership - Member with operating budget over \$100,000 Principal member with operating budget under \$100,000 Additional Member Additional Member – 3 or more Student Member EDO's in Transition Members with operating budget less than \$50,000 Ec.D. Members Retired Ec.D. Members	
	Category B Miscellaneous members Category B members shall not be entitled to receive notice of any meeting of the members of the Corporation and as such Category B members shall not have a vote at any meetings pertaining to the Corporation	
3.	BOARD OF DIRECTORS	
3.1	General	
3.1.1	The Board of Directors shall consist of a maximum of twenty (22); minimum of (13) voting members of the Association in good standing elected in the manner prescribed herein for a term of two years. In addition the immediate Past President of the Association will be a full member of the board for one year which may be an exception to the normal maximum of six (6) consecutive years of service as a director.	
3.1.1.1	The voting members of the Board of Directors will be constituted as follows: 1) fourteen (15) members of one appointee from each of the Provincial [10], Territorial [3] , First Nations [1] and Inuit [1] Economic Development Associations [the "Member Associations"], and,  1) a maximum of six (6) Board members nominated and elected at large by the membership Each member appointed by a Member Association shall fulfill a liaison role between EDAC/ACDE and that Member Association and perform whatever coordinating role that may be appropriate. All appointees/nominees must be members in good standing with EDAC/ACDE. The Association in conjunction with the Member Associations will endeavor to ensure that the Board will be structured in such a manner that no more than 50% of the Board members will change in a given year. The Appointees will be required, by law, to be endorsed by election to the board at the appropriate annual meeting and conform to the Association's Standard Guidelines e.g. 2 year terms. Self-nominees will be reviewed by the immediate Past President or the chairperson of the nominating committee after receipt at the Associations office. Nominees for election will be voted on by the membership in the manner prescribed by the Board of Directors.	
3.1.1.2	In addition there will be two non-voting members of the Board: 1) the Chairperson of the Annual EDAC/ACDE	

	conference and, 11) the representative of Foreign Affairs & International Trade	
3.1.1.3	A board member may, when unable to attend a meeting, designate an alternate to attend that meeting, but that attendance will not count towards the minimum attendance requirements of the member.	
3.1.2	All business of the Board of Directors shall require a quorum which shall consist of fifty percent (50%) plus one.	
3.1.3	The Board of Directors shall meet annually during the Annual Conference of the members of the Association. Other meetings of the Board may be called by the CEO at the direction of the President and may be held either at the head office or elsewhere.	
3.1.4	Notice of any meeting of the Board of Directors shall be delivered or mailed by the CEO to each Director not less than fifteen (15) days (exclusive of the day on which the notice is delivered or mailed, but inclusive of the date for which the notice is given) before the meeting is to take place; provided always that meetings of the Board of Directors may be held at any time without formal notice if all of the Directors are present or those absent have waived notice or have signified their consent, in writing or by cable, telegram or fax addressed to the CEO, to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Director.	
3.1.5	The unexpired term of Director appointed by one of the Member Associations whose seat becomes vacant through resignation, death, disqualification, change of occupation or otherwise, shall be filled by a member in good standing by that one of the Member Associations to complete the unexpired term. When that one of the Member Associations is not able to appoint a member to the Board, the vacant seat may be filled by the Board of Directors, with a member in good standing represented by that Member Association, or, if no such member exists by any member in good standing. Such unexpired portion of the term to be filled, shall, at the discretion of the Board of Directors, not count towards the maximum three consecutive two year terms.	
3.1.5.1	The unexpired term of an elected Director whose seat becomes vacant through resignation, death, disqualification, change of occupation or otherwise, shall be filled by the Board of Directors with a member in good standing to complete the unexpired term. Such unexpired portion of the term to be filled, shall, at the discretion of the Board of Directors, not count towards the maximum three consecutive two year terms.	
3.1.6	When a Director is absent from three consecutive duly called Board meetings without providing written justification, such Director shall be requested to tender his or her resignation.	
3.1.7	Subject to the provisions of the Canada Corporations Act [“the Act”], the Directors may, by resolution passed at a meeting specifically called for such purpose, remove any Director from office and fill at the same meeting the vacancy created by such removal.	
3.1.8	The Directors, Executive Committee Members, and/or Officers may, at the discretion of the Board, be reimbursed for traveling and other expenses properly incurred by them in attending the meetings of the	

	Board or of any committee thereof. Nothing herein contained shall preclude any Director from serving the Association in any other capacity and receiving remuneration therefore.	
3.1.9	A Director or Officer who is party to, or who is a Director or Officer of or has material interest in any person who is a party to, a material contract or proposed material contract with the Association shall disclose the nature and extent of his or her interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Association's business would not require approval by the Board, and a Director interested in the contract so referred to the Board shall not vote on any resolution to approve the same except as provided by the Act.	
3.2	Powers and Duties	
	All powers of the Association, except those expressly conferred by law or by the By-Laws upon the members of the Association, may be exercised by the Board of Directors. Without limiting its powers, the Board shall act as follows.	
(1)	Direct the affairs of the Association either itself or through its officers, committees or other representatives.	
(2)	Control the care, appropriation and investment of all funds of the Association.	
(3)	Elect the officers.	
(4)	Engage staff or services as may from time to time be expedient and establish the salaries or honoraria to be paid to persons so engaged.	
(5)	Rule whenever necessary on the eligibility and the classification of candidates for membership.	
(6)	Delegate duties to the Executive Committee which acts in its behalf between Board meetings.	
(7)	Rule whenever necessary on the professional certification of members.	
3.3	Nominations and Elections	
3.3.1	The immediate past president of the Association shall be ex officio chairman of the nomination committee and shall have the power to add to his committee as may be deemed necessary. Failing the ability of the past president to serve, the chairman of the nomination committee shall be appointed by the President.	
3.3.1.1	Officers shall be elected for a six year term, serving the first year as Secretary, the second year as Treasurer, the third year as Second Vice-president, the fourth year as First Vice President/President-elect, the fifth year as President, and the sixth year as immediate Past-President.	
3.3.2	A nomination shall be made on a form obtainable from the CEO and shall be signed by at least two (2) voting members in good standing.	
3.3.3	Directors whose terms are due to expire may be nominated for re-election, but shall not be eligible for more than three consecutive terms. <b>(Sept 22, 2009)</b>	
3.3.3.1	Directors whose terms are due to expire may be nominated for re-election, but shall not be eligible for more than four consecutive terms. <b>(SEPT 22, 2009)</b>	
3.3.4	Notification of appointments shall be delivered to the	

	CEO no later than ninety (90) days prior to the date set for the Annual Meeting.	
3.3.4.1	Nominations for directors at large shall be delivered to the CEO no later than sixty (60) days prior to the date set for the Annual Meeting.	
3.3.5	In the event that the CEO has not received by the date set for closing of nominations sufficient nominations to fill the vacancies which will occur that year the Nomination Committee shall fill out the slate of nominations.	
3.3.6	In the event that following the date set for closing of nominations the CEO shall have received nominations in excess of the number of directors required to be elected, the CEO shall cause ballots to be printed containing the names of all the nominees and shall distribute such ballots by mail to members entitled to vote at least thirty (30) days prior to the date set for the Annual Meeting of the Association. The ballots shall be marked and folded by such members in such manner as to maintain	
	the secrecy of the vote being conducted and shall be returned to the CEO prior to the time set for the first business session of the Annual Meeting. The stub of the ballot containing the name of the member so voting shall not be folded inside the ballot and shall be detached by the CEO upon receipt by him/her of the ballot after he/she has satisfied himself/herself that the member named is entitled to participate in the vote being conducted and prior to counting of the ballots by the scrutineers. The President shall appoint at least three (3) scrutineers from among the members entitled to vote present at the Annual Meeting who shall count the ballots immediately following the first business session of the Annual Meeting.	
3.3.7	Each Director so elected shall hold office on the Board until the election of his successor unless he shall resign or his position becomes vacant by death, removal or other causes.	
4.	OFFICERS	
4.1	General	
4.1.1	The Officers of the Association shall be a President, a First Vice President, a Second Vice President, a Treasurer, a Secretary, and the immediate past president. Each officer shall have the usual power and duties of his respective office and shall have such further powers and duties as are hereinafter provided.	
4.2	Powers and Duties	
4.2.1	The President shall be the chief officer of the Association shall preside at all meetings of the members, of the Executive Committee and of the Board of Directors, and shall be a member ex officio of all regular and special committees of the Association.	
4.2.2	The Vice-Presidents shall have such duties as may be assigned to them by the President and they shall act in lieu of the President, in order of their title, when the President is unable to act.	
4.2.3	The Treasurer shall, subject to the direction and under the supervision of the Board of Directors, have general charge of the financial concerns of the Association including collection of dues and other	

	monies owing to the Association, and the care and custody of funds and valuable papers, except his or her own bond, and he shall have the power to endorse for deposit or collection all notes, cheques, drafts and other obligations for the payment of money payable to the Association or its order, and to accept drafts on behalf of the Association. The Treasurer shall keep, or cause to be kept, accurate books of account and shall make full report of all transactions at the Annual Meeting of the Board of Directors or at any time upon demand of the President of the Board of Directors.	
4.2.4	The CEO shall give notice of meetings of the Association, shall keep accurate minutes of all meeting of the members and of the Board of Directors, shall supervise elections and shall perform such other duties as may be required of him/her by the President of the Board. He/she shall keep in safe custody the corporate seal of the Association.	
4.2.4.1	The CEO, working with a conference committee, is responsible for the general co-ordination of the program portion of the Annual Meeting and Conference. In the absence of the CEO, a temporary secretary shall be chosen.	
4.2.5	All officers and staff members directly concerned with handling the finances of the Association shall be bonded in such amounts as the Board may determine the expense of such bonds to be paid by the Association.	
4.2.6	Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by either the President or a Vice-President and by the Secretary or the Treasurer or another Director, and the seal of the Association shall be affixed to such instruments as require the same.	
	Contracts in the ordinary course of the Association's operations pursuant to budgets and policies previously approved by the Board of the Executive Committee may be entered into on behalf of the Association by the President, a Vice-President, the Treasurer, the Secretary or any person authorized by the Board. Notwithstanding any provisions to the contrary contained in the By-Laws of the Association, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Association may or shall be executed.	
5.	<b>COMMITTEES</b>	
5.1	The Executive Committee of the Association shall consist of the elected officers. The president shall be the presiding officer. Three members of the Committees shall constitute a quorum. The Executive Committee shall have such powers as may be delegated to it by the Board of Directors and shall act for the Board in the interim between Board meetings. Actions of the Committee, which may be taken upon votes registered by telephone and confirmed by letter to the presiding officer, shall be valid until the next succeeding meeting of the Board when they shall be reviewed and acted upon by the Board.	
5.2	In addition to the Executive Committee and other committees established by the By-Laws, there shall be a By-Laws Committee which shall serve as the body to interpret the By-Laws. It shall also have the power to initiate proposed amendments to the By-Laws, submitting such to the Board of Directors through the Secretary according to the provisions and the schedules for amendments set forth in the By-Laws, and shall carry out such other functions and duties as	

	may be required of it by the Board of Directors.	
5.3	The President shall establish such other committees, standing or otherwise, which are deemed necessary by the Board of Directors to further the purposes of the Association.	
5.4	The President, except as otherwise provided, shall have the authority to appoint the committee chairmen and vice chairmen, the latter after consultation with the respective chairmen. The committee chairmen are responsible to the Executive Committee and to the Board of Directors. Committee Chairmen shall select their own members and shall give the rosters to the CEO.	
5.5	The Board of Directors shall annually review the committee structure and prescribe such changes as are required to advance the work of the Association.	
5.6	The President shall appoint the Vice Presidents to chair each of the Professional Development Committee and the Professional Services Committee.	
<b>ADVISORY BOARD</b>		
6.	<b>President's Forum</b>	
	The President's Forum shall consist of eight (8) most recent presidents of the Association, who have retained membership in the Association and are in good standing. The immediate past president shall be the chairperson of the President's Forum and shall preside at all meetings. President's Forum members may attend and participate in Board Meetings without voting privileges.	
7.	<b>MEETINGS</b>	
7.1	The Annual Meeting of the Association shall be held during the Annual Conference of the Association at the time and place selected by the Board of Directors. The agenda for the Annual Meeting shall be established by the Executive Committee but business considered at the Annual Meeting shall not be limited thereto. Notice of the Annual Meeting shall be mailed to all members of the Association not less than thirty (30) days in advance of the meeting date.	
7.2	Special Meetings of the Association may be called by the Board of Directors at its own instigation or shall be called by the Executive Committee within ninety (90) days after receiving a written petition signed by 10% of the voting membership but in no case less than 25 voting members in good standing of the Association. In either case notice of a Special Meeting shall be mailed to members of the Association not less than thirty (30) days in advance of the meeting date.	
8.	<b>AUDITORS</b>	
	Auditors shall be appointed for the succeeding year at the Annual Meeting, and they shall audit the books of the Association at least once in each year. An audited financial statement shall be presented by the Treasurer at each Annual Meeting and at other times required by the Board of Directors.	
9.	<b>FISCAL YEAR</b>	
	The fiscal year of the Association shall be from January 1 to December 31.	
10.	<b>BANKING</b>	
	All funds of the Association shall be kept on deposit with such chartered Bank or Banks as may from time to time be selected by the Board of Directors.	



	Cheques, promissory notes, bills of exchange or other negotiable instruments or any securities given under the Bank Act or other law authorizing the giving of the same, made, drawn, accepted, endorsed or executed in the name of the Association and signed by such Director or Directors and/or such officer or officers or other person or persons as may from time to time be so authorized by the Board of Directors, shall be binding on the Association.	
11.	<b>RULES AND REGULATIONS</b>	
11.1	The Board of Directors shall be empowered to formulate and adopt, as supplementary to these By-Laws but not inconsistent therewith, such rules and regulations as may be deemed essential to the proper conduct of the Association and to change the same upon majority vote at any regular or special meeting of the Board.	
11.2	The rules contained in Boumot's Rules of Order as amended shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or the special rules of the Association.	
11.3	The business documents of the Association and its general communications should be available to the members in English and French.	
12.	<b>AMENDMENTS</b>	
	These By-Laws may be amended in the following manner:	
	All proposed amendments to these By-Laws shall be submitted in writing to the Secretary over the signature of no less than ten (10) voting members of the Association or by the action of the Board of Directors. Such proposals must be submitted to the Secretary at least four months before the Annual Meeting at which action on them may be taken.	
(2)	The Secretary shall refer each proposal for amendment to the By-Laws Committee whose duty it shall be to consider the proposal and report its recommendations thereon within one month to the Secretary.	
(3)	The Secretary shall then send the Committee report to the sponsors of the proposal who shall notify him within two weeks of their acceptance or rejection of any recommendation for modification made by the By-Laws Committee. The report of the sponsors together with the report of the Committees shall then be transmitted to the Board of Directors for its approval or rejection by mail vote not less than two months prior to the Annual Meeting.	
(4)	When the Board of Directors rejects unanimously a proposal for amendment, this action shall be final for the calendar year in which the proposal was made.	
(5)	When the Board of Directors approves a proposal for amendment, or rejects it by only a majority vote, the proposal shall be submitted, together with the vote of the Board and Committee, to the voting members of the Association not less than one month prior to the next Annual Meeting and shall be placed on the agenda of the business session of such meeting for acceptance or rejection without further amendment. A majority vote of the Association members present and voting is required for passage of the amendment, which then becomes effective immediately.	
(6)	It shall be the responsibility of the Secretary to	

	facilitate and expedite the progress of a proposed amendment through the steps outlined in sub-sections (1), (2) and (3) of Section 11. In the event of failure of the By-Laws Committee or the sponsors of a proposed amendment to fulfill their duty to report their respective recommendations within the time limits set forth, such failure shall be deemed by the Board to signify the assent of the body concerned to the proposed amendment.	
(7)	The present By-Laws when repealed or amended shall be enforced and acted upon only after approval of said repeal or amendment has been obtained from the Minister of Consumer and Corporate Affairs.	
13	EFFECTIVE DATE	
13.1	These By-Laws supersede any previous By-Laws and amendments thereto.	
13.2	These By-Laws shall become effective immediately upon approval thereof at any Annual Meeting of the Association, provided the members have been properly notified in advance that the subject would be a matter of business at such meeting	