

BCEDA CONSTITUTION AND BYLAWS

Adopted April 11, 2023

BC Economic Development Association

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**BRITISH COLUMBIA ECONOMIC DEVELOPMENT ASSOCIATION
CONSTITUTION AND BYLAWS**

**INCORPORATED IN 1981
Updated and adopted April 11, 2023**

CONSTITUTION

1. The name of the Association shall be “BRITISH COLUMBIA ECONOMIC DEVELOPMENT ASSOCIATION (BCEDA).”
2. 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 collaborate with other agencies to provide a suite of economic development tools and services
 - d) Provide professional development opportunities to support the skill development of those involved in economic development.
 - e) To provide disaster recovery tools and services to help communities rebuild an economy after a disaster
 - f) To deliver member services and communications to enhance and encourage member engagement
 - g) To expand and engage with Indigenous Nations and to develop programs to provide economic development skills and opportunities
 - h) To enhance the awareness of the Province of BC and Member communities as locations for investment.
 - i) To provide sustained excellence in governance and management of the Association.
 - j) To encourage community-based strategies that aim to improve economic opportunity for all, regardless of social status, race, colour, religion, or sexual orientation.
3. 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. The purposes of the Association may be pursued in conjunction with other bodies having complementary interests to that of the Association. This provision is alterable.
5. The activities and purposes of the Association shall be carried on without personal gain for its members, and any profit or other assets of the organization shall be used solely to promote its objectives. This provision is not alterable.
6. 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 BCEDA. This provision is not alterable.

7. Code of Ethics

The following code of ethics was established by the BCEDA to ensure a high ethical standard for those involved in economic development. All members, including those on the board of directors are expected to follow these. Those that breach the following code of ethics are subject to the outcomes of a violations review as defined in the code of ethics violations policy.

- 7.1 Professional economic developers shall carry out their responsibilities in a manner which brings respect to the profession, the economic developer and the economic developer's constituencies.
- 7.2 Professional economic developers shall practice with integrity, honesty and adherence to the trust placed in them both in fact and in appearance.
- 7.3 Professional economic developers will hold themselves free of any interest, influence, or relationship in respect to any professional activity when dealing with clients which could impair professional judgement or objectivity or which in the reasonable view of the observer, has that effect.
- 7.4 Professional economic developers shall be mindful that they are representatives of the community and need to represent the overall community interest.
- 7.5 Professional economic developers shall keep the community, elected officials, boards and other stakeholders informed about the progress and efforts of the area's economic development program.
- 7.6 Professional economic developers shall maintain in confidence the affairs of any client, colleague or organization and shall not disclose confidential information obtained in the course of professional activities.
- 7.7 Professional economic developers shall openly share information with the governing body according to protocols established by that body. Such protocols shall be disclosed to clients and the public.
- 7.8 Professional economic developers shall cooperate with peers to the betterment of economic development technique, ability, and practice, and strive to perfect themselves in their professional abilities through training and educational opportunities.
- 7.9 Professional economic developers shall assure that all economic development activities are conducted with equality of opportunity for all segments of the community without regard to race, religion, sex, sexual orientation, ethnic or national origin, political affiliation, disability, age, marital status, or socioeconomic status.
- 7.10 Professional economic developers shall abide by the principles established in this code and comply with the rules of professional conduct as promulgated by BCEDA.
- 7.11 Professional economic developers and anyone else participating in BCEDA events and programs shall abide by the BCEDA Bullying, Harassment and Sexual Harassment Policy as described in Appendix A.

8.0 Governance Model: The Board of Directors of the BCEDA act as a "Governing" Board. A governing board is a group of people who are legally accountable for providing the leadership and oversight of an incorporated organization. The President and Chief Executive Officer (CEO) has broad freedom to determine the means that will be used to achieve organizational aims and is responsible for the implementation of the strategy.

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

1. OBJECTS

1.1. MISSION STATEMENT

The British Columbia Economic Development Association (BCEDA) 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

2.1. 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

3.1. Membership in the BCEDA shall be open to all persons who through their business business, employment, volunteer or other activities are involved in the process of economic development. The includes Organizations, Non-Government Agencies, Associations, Local, Regional and Indigenous Governments, employees of Provincial and Federal Governments, Consultants, Private Corporations, Individuals, Retired, Student and Honourary Life members.

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.

- 3.2. If deemed required, all membership applications are subject to acceptance by the Executive of the BCEDA before being considered valid.
- 3.3. Members of the BCEDA agree to comply with, and be subject to, the provisions of these by-laws.
- 3.4. 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.
- 3.5. In the event of any member being thirty (30) days in arrears of annual dues, they shall be given ten (10) days final notice. Failure to pay within the 10 days will results 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.

- 3.6. A member so removed from membership shall be retained upon payment of the membership dues.
- 3.7. 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.
- 3.8. 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.
- 3.9. The Board of Directors may appoint honorary life memberships. Honorary life members are those individuals who are active members honoured for special services rendered to the BCEDA. Such membership shall include all the privileges of active membership without the payment of dues. Honourary Life Membership may also be proposed by ten (10) active members by making a written submission for consideration by the Board of Directors by November 1st of any calendar year. The recommendation for HLM must include a resume of accomplishments and the reasons why the designation should be granted.

4. DUES

- 4.1. The annual dues payable by members of the BCEDA shall be determined annually by the Directors.
- 4.2. The initial payment of dues shall accompany the application for membership.
- 4.3. 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

- 5.1. The BCEDA shall convene in a General Meeting at least once in each calendar year and may be held in-person or by electronic means. This meeting is to be known as the Annual General Meeting.
- 5.2. The date, the place/format 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.
- 5.3. Special General Meetings may be called at the discretion of the Board of 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/format 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.

- 5.4. The entry of such minutes shall be signed by the Chairperson who presides at the meeting at which time they are adopted and the Secretary.
- 5.5. All questions of Parliamentary procedure shall be settled according to Robert's Rules of Order, whenever they are not consistent with the Constitution and By-laws of the BCEDA.

6. FISCAL YEAR

- 6.1. The fiscal year of the BCEDA shall run from January 1 to December 31 of each year.
- 6.2. The annual financial statements of the BCEDA shall be presented to the membership at the Annual General Meeting.

7. QUORUM

- 7.1. A quorum is 20 members present, or such greater number as the members may determine at a General Meeting.
- 7.2. 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.

8. REPRESENTATION & VOTING

- 8.1. Every member in good standing 30 days prior shall be entitled to one vote at the Annual General Meeting.
- 8.2. Voting shall be taken by the usual showing of up-raised hands or by ballot or any other electronic voting method as designated by the Chairperson, except as otherwise specified in these By-Laws.
- 8.3. 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.
- 8.4. Every organization/corporate member shall be entitled to designate one representative as its voting delegate unless otherwise designated in the membership categories. Under no circumstances shall an organization have more than two (2) votes at any meeting.
- 8.5. Proxy voting is not allowed.

9. REFERENDUM

- 9.1. The Board of Directors may submit a question to the voting members for a mail, email or video or tele-conference referendum vote, the ballot for such vote to be accompanied by briefs stating both sides of the question. When so stated in the request, the wishes of the majority of the members voting in attendance or

participating in the vote, shall be final, and the Board will thereupon take action in accordance with the By-Laws.

10. OFFICERS & DIRECTORS

- 10.1. The Board of Directors shall consist of ten (10) persons, plus the past chair for a total of eleven.
- 10.2. Directors shall be elected, half each year, at succeeding Annual Meetings, for overlapping terms of two (2) years.
- 10.3. Two (2) Directors shall be the persons who held the office of Chair and Vice Chair in the preceding year. The Vice Chair shall be Chair Elect without the need of re-elections should their term expire during the year as Vice Chair. The past chair will not be subject to re-election should their term expire during the year as chair.
- 10.4. No one director can service more than ten years on the board of directors unless it is deemed necessary through a board motion to serve out terms on the Executive.
- 10.5. The Board of Directors shall consist of eleven (11) persons, four (4), five (5) or six (6) of whom shall take office at succeeding Annual Meetings, provided that two (2) Directors shall be the persons who held the office of Chair and Vice Chair in the preceding year. The Treasurer shall also be exempt from election if their term expires during their tenure as Treasurer. The remaining Directors shall be elected, half each year, 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 BCEDA, including full fiscal responsibility of the finances.
- 10.6. The terms of the Officers and Directors shall commence immediately following the annual Summit and AGM, and continue until their successors have been duly elected, installed or appointed.
- 10.7. Vacancies on the Board of Directors shall be filled at the sole discretion of the Directors for the unexpired portion of the term.
- 10.8. The Board of Directors may at its sole discretion annually appoint ex-officio members (non-voting) to the board. Generally, ex-officio members should only be pursued from organizations where an MOU is in place between that organization and BCEDA.

11. ELECTIONS

- 11.1. NOMINATIONS
 - a. Each year the immediate Past Chair shall convene a Nominating Committee consisting of: him/herself as Chair, the outgoing Chair, and the Vice Chair, 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 180 days prior to submitting nomination) may be nominated as a candidate for the Board of Directors provided that an initial 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 at least 30 days prior to the AGM. Only nominations for the geographic region that has a vacancy, or a term is expiring will be sought or accepted.
- c. All nominees will be required to state the region as described in 11.1 (c) that they are running for and how they plan on representing the given region ensuring that members voices are heard.
- d. The Nominating Committee, based upon the expirations of terms, will work to ensure that the Board of Directors has representatives from the following geographic regions, with the balance being members at large:
 - i. Cariboo Region.
 - ii. Kootenay Region.
 - iii. Mainland / Southwest.
 - iv. North Coast and Nechako.
 - v. Northeast.
 - vi. Thompson-Okanagan.
 - vii. Vancouver Island / Coast.

The board of directors can waive regional representation if the nomination committee is unable to find a candidate from a specific region. If a candidate is unable to be found for a specific region, an additional representative from a neighbouring region shall be pursued.

BCEDA recognizes that members move from one region to another; in these cases, the board member may be changed to a member at large.

- e. The Nominating Committee will present the names of all nominees to the President and CAO for presentation to the board of directors for approval.
- f. Separate elections shall be held for each vacant position on the Board of Directors based on the region in 11.1(c) in which a director vacancy exists or term expiring.
- g. An election may be by acclamation; otherwise it shall be by secret ballot.
- 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.
- i. Staff of the provincial and federal government shall be ineligible to run for a Board position on BCEDA but may be encouraged to participate as ex-officio members.

11.2. ELECTION PROCEDURES

- a. The CEO of the BCEDA 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 BCEDA shall receive by mail or electronic mail postmarked no later than 90 days prior to 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. Ballots shall be returned through the online voting system to the BCEDA no later than December 31.
- 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 BCEDA for distribution/announcement to the membership, by official press release at the AGM.
- f. Elected Officers, Directors and incumbents to the Board will commence the term of position immediately following the Annual Summit and AGM, for a term as outlined during the election process.
- g. Electronic ballots and records shall be destroyed immediately following assumption of office by the new Board of Directors.

12. EXECUTIVE COMMITTEE

- 12.1. The officers of the BCEDA shall be a Chair, a Vice Chair (Chair Elect), a Secretary, and a Treasurer and the immediate Past Chair
- 12.2. Officers shall be elected by the Board of Directors from among their numbers for a period of one year, at a meeting chaired by the immediate Past-Chair or their designate, following the business session of the Annual Meeting. No officer should be elected to the Executive until having served a minimum of two years on the Board of Directors. Officers may be appointed for an additional term(s) of the same position at the board of directors' discretion but may not serve more than two years in the same position. This may be amended by a board of directors vote if deemed required.
- 12.3. Any office which may be vacated during the year, shall be filled by the Board of Directors subject to clause 11.1(c)
- 12.4. Any five (5) or more members of the Board of Directors lawfully met, shall be a quorum and a majority of such a quorum may do all things within the power of the Board of Directors.
- 12.5. The Directors shall have the general power of administration without borrowing power.

- 12.6. The Board of Directors or, at its request, the Chair, may appoint Task Force or Committee Chairs or designate members of the BCEDA to examine, consider, and report upon any matter or take such action as the membership may direct.
- 12.7. The meetings of the Board of Directors or committee may be attended by members of the BCEDA.
- 12.8. The Chair shall preside at all meetings of the BCEDA. The Chair shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting concerns of interest to the BCEDA. The Chair shall vote only in the case of a tie. Upon an appeal being made from a decision of the present officer, the vote of the majority shall decide. The Chair and Secretary shall sign all papers and documents requiring signature on behalf of the BCEDA unless someone else is designated by the Board of Directors. The Chair shall present a general report of the activities of the year at the Annual Meeting.
- 12.9. The Vice Chair (Chair Elect) or in their absence, the Treasurer, shall act in the absence of the Chair and in the absence of these officers, the meeting shall appoint a Chairperson to act temporarily.
- 12.10. The Treasurer shall meet regularly either in person or virtually to review the current financial status of the BCEDA. They shall make recommendations to the board of directors in consultation with the President and CAO on budget, budgetary changes, investments, and special projects.
- 12.11. The Secretary, shall take minutes when no staff are present, review and sign minutes following adoption by the board and other duties as assigned and agreed upon.
- 12.12. All Directors shall serve as chair or a member of committees or task force, as required by the undertakings of the BCEDA.
- 12.13. The Directors may meet at such places or format as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 12.14. 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.

13. ADMINISTRATION

- 13.1. 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 BCEDA 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.
- 13.2. The senior manager will be remunerated for such services in accordance with the terms of an Employment Contract.

14. EXPENDITURE AUTHORITY & BORROWING POWER

- 14.1. 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.
- 14.2. No debenture shall be issued without the sanction of a special resolution.
- 14.3. 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.

15. AMENDMENTS TO THE CONSTITUTION & BYLAWS

- 15.1. 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.
- 15.2. 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.
- 15.3. 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.

16. REPEAL OF FORMER CONSTITUTION & BY-LAWS

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