

**CONSTITUTION AND BYLAWS
OF THE
SASKATCHEWAN ECONOMIC
DEVELOPMENT ASSOCIATION
INCORPORATED**



Revised May 3, 2018

CONSTITUTION

ARTICLE I – NAME

The name of this organization shall be Saskatchewan Economic Development Association Incorporated, hereinafter termed the Association.

ARTICLE II – OBJECTIVES

- (a) The objectives of the Association shall be to work towards increasing the capacity of communities to grow and direct their economic future.
- (b) The Association shall provide programs and services and the interchange of ideas and principles, practices and ethics in the field of economic development. Economic Development is recognized as a multi-dimensional approach that views economic, environmental and social well-being as interdependent.
- (c) The Association will actively participate or support the practice of economic development. The Association may, at the direction of the membership, make representations related to economic development to government bodies at all levels, as well as other organizations and individuals.

ARTICLE III – MEMBERSHIP

- (a) The Association shall be composed of five classifications: Active, Retired/In Transition, Student, Honourary Life and Corporate members.

ARTICLE IV – GOVERNMENT

The government of the Association, the direction of its affairs and the control of its property shall be vested in a Board of Directors, which shall consist of up to ten (10) members nominated and elected in such a manner as prescribed in the Bylaws.

ARTICLE V – MEETINGS

The Annual, General and Special meetings of the Association shall be called in accordance with the Bylaws.

ARTICLE VI - REFERENDA

The Board of Directors may submit a question to the voting members for a mail referendum vote, the ballot for such vote to be accompanied by briefs stating both sides of the question. When so stated in the request, action taken therein by a majority of members voting shall be final.

ARTICLE VII – FUNDS

- (a) Funds for the operation of the Association shall be raised by annual fees from members, and by special assessments, which may be levied by the Board of Directors.
- (b) The Board of Directors, subject to the Bylaws, shall prescribe the forms and procedure for receiving and disbursing all funds due as entrusted to the Association. All the monies belonging to the Association shall be deposited in a chartered bank or other financial institution to be designated by the Board of Directors, and such monies may only be drawn out by cheques bearing the signatures of any two (2) of the Chairperson, Vice Chairperson, Treasurer, Secretary, or Chief Executive Officer.
- (c) The Board of Directors shall have the power to hold, sell or lease real estate, or mortgage same, incur debts, or enter into contracts of any kind, furthering the purpose of the Association provided, however, that no such purchase, sale or mortgage of real estate shall be made until approved by a majority vote of the Association members voting on a referendum or at an Annual, General or Special Meeting of the Association.
- (d) The funds and property of the Association shall be used and applied to and for such purposes only as may best promote the particular objectives stated in Article II of this Constitution.
- (e) At the annual meeting, or as may be required by a majority vote of the Board of Directors, there shall be submitted a statement of the Association's finances.

ARTICLE VIII – AMENDMENTS

- (a) This Constitution may be amended by a majority vote of the Association's members in good standing in attendance at any general membership meeting or at any special meeting called for that purpose, provided that such proposed amendment or amendments shall be plainly stated in the call of the meeting at which it or they are to be considered.
- (b) Due notice by fax, mail or email to every member of the Association, at which amendments are to be considered, must be given at least fourteen (14) days prior to the time of the meeting.

ARTICLE IX – ENACTMENT

This Constitution shall be effective immediately upon the adoption by the voting membership of the Association.

BYLAWS

BYLAW I – INTERPRETATION

- (a) Wherever the word “Association” occurs in these Bylaws, it shall be understood to mean “Saskatchewan Economic Development Association Incorporated” as a body.
- (b) Wherever the words “Executive” and/or “Officers” occur in these Bylaws, they shall be understood to mean “the Chairperson, Vice Chairperson, the Secretary and Treasurer.
- (c) Wherever the words “Company” and/or “Corporation” occur in these Bylaws, they shall be understood to mean “a limited liability company, a privately owned company, or a municipal or public utility commission”.
- (d) Wherever the word “Community” occurs in these Bylaws, it shall be understood to mean “a development area”.
- (e) Wherever the words “members in good standing” occur in these Bylaws, they shall be understood to mean members who have paid their annual dues within the first ninety (90) days of the invoice date.

BYLAW II – MEMBERSHIP ADMISSION, CLASSIFICATION, EXPULSION, RETIREMENT

- (a) **Membership**
There shall be five (5) classification of membership as described in Bylaw II (c).
- (b) **Application for Membership**
Application must be directed to the Chief Operating Officer of the Association
- (c) **Classification - Membership**
There shall be five (5) classifications of Membership as follows:
 - 1. **Active Member**
Individuals practicing in the field of community economic development and/or designated representatives of a community economic development organization. Individuals and/or designated voting representatives of a community economic development organization shall have all the privileges of Association membership including voting and holding office.
 - 2. **Honourary Life Membership**
SEDA will designate members as Honourary Life Members(HLM) if they have been involved in economic development for at least 20 years, are active or former members of SEDA who have furthered the profession of economic development,

and who can demonstrate they have been a teacher or inspiration to others in the economic development profession. Honorary Life Members will continue to pay dues as long as they are active in economic development and upon retiring, they will be given a free lifetime membership with all the privileges of an Active Member with the exception of voting and holding office.

3. Student Member

Are those individuals who are enrolled in courses related to community and economic development. Student members shall have all the privileges of an Active Member except those of voting and holding office.

4. Retired/In Transition Members

Are those individuals who have retired from the economic development profession or who are currently unemployed and seeking reemployment in economic development. Retired/In Transition members shall have all the privileges of an Active Member except those of voting and holding office.

5. Corporate Member

Companies who have an interest in the advancement of the field of community economic development. Such members shall have all the privileges of Association membership including voting powers and holding office.

(d) Expulsion

i) Conduct

Any member may be expelled for conduct detrimental to the interests of the Association, and/or unbecoming to a member thereof. A majority vote of those individual, honorary & corporate members in good standing present at any meeting of the Association shall be necessary to expel any member.

ii) Arrears of Annual Dues

In the event of any member being ninety (90) days in arrears of invoice date, ten (10) days final notice of arrears shall be given by the Treasurer, after which, in the event of non-payment, membership in the Association shall be forfeited.

(e) Retirement

Upon retirement, resignation or expulsion, all such member's dues and indebtedness shall become due and payable.

BYLAW III - QUALIFICATION OF VOTERS

(a) Voting shall be by Active and Corporate Members.

(b) Voting shall be taken by the usual showing of up-raised hands or by ballot as designated by the Chair. A ballot vote may also be required if requested by 3 or more voting members. No member shall be entitled to vote or have other

Saskatchewan Economic Development Association Incorporated

privileges of membership, if his annual dues have not been paid within 90 days of the invoice date.

BYLAW IV – ELECTIONS OF OFFICERS

- (a) Nomination for directors shall be made in the first instance through a formal, written, 'Request for Nominations' to be circulated out through the SEDA office to the entire membership, including current directors eligible for another board term, except for individual currently in the Vice Chairperson and Chairperson positions.

The call for nominations shall be done no later than sixty (60) days prior to the date of the annual meeting. Voting by active and corporate members shall be by secret, mail-in ballot, that must be received back by the SEDA office no later than 14 days prior to the scheduled Annual General Meeting. Votes received later than 14 days prior to the scheduled Annual General Meeting shall be left unopened and destroyed. Results shall be determined by a count made by scrutineers appointed by the Chairperson of the nominating committee.

- (b) At the final election, candidates receiving the highest number of votes to the number of vacancies shall be declared elected.
- (c) Should a tie vote occur, the Chairperson of the Nominating Committee must cast the deciding vote and certify the person on whom the selection falls. No proxies shall be allowed.

BYLAW V - VACANCIES - BOARD OF DIRECTORS

- (a) Vacancies in the Board of Directors caused by resignations, removals, deaths or otherwise, may be filled by the Directors until the next annual meeting.
- (a) If any member of the Board of Directors shall be absent, without reasonable cause, from three (3) consecutive Board of Directors' meetings, his seat shall be declared vacant by the Board.

BYLAW VI - BOARD OF DIRECTORS

- (a) Employees of the Association shall not be eligible to be elected to the board.
- (b) Any member of the Association who is eligible may be nominated for election to the board.
- (c) Each year, the retiring directors, unless otherwise disqualified, may be nominated for re-election subject to Bylaw IV.
- (d) Annually there shall be elected:

- (i) The number of directors for a term of two years to replace retiring directors; and
 - (ii) A director or directors to fill any vacancy or vacancies of the board for the unexpired term or terms of any such vacancy or vacancies.
- (e) When a retiring director's term of office is concurrent with a term of Chairperson and/or Vice Chairperson such director will be deemed to be re-elected as a director for a period of two years in addition to the other directors elected to the board.
- (f) Vice Chairperson, Secretary, and Treasurer shall be elected from among the Board of Directors at the first Board Meeting following the annual meeting. Following the two year term the Vice Chairperson shall ascend to the office of the Chairperson for a two-year term. In the event that the Vice Chairperson does not ascend to the office of the Chairperson an election at that board meeting shall be held for the Chairperson and Vice Chairperson positions.
- (g) The Vice Chairperson position shall be selected from those that had served the preceding year on the SEDA Board. If no eligible board members accept the nomination then the Vice Chairperson position shall be open to all Directors. This will also apply for the selection of a Chairperson should it occur that the Vice Chairperson does not ascend to the office of the Chairperson.
- (h) Any office which may be vacated during the year may be filled by the Board of Directors.
- (i) The majority of Directors shall constitute a quorum.
- (j) The officers shall have the general power of administration, without borrowing power, including the authority to appoint an executive secretary at such remuneration as they may from time to time decide.
- (k) The Board of Directors or, at its request, the Chairperson, may appoint Committee Chairs or designate members of the Association to examine, consider and report upon any matter or take such action as the membership may direct.
- (l) The meetings of the Board of Directors may be attended by members of the Association but they will have no vote.
- (m) The Chairperson shall preside at all meetings of the Association and shall regulate the order of business at such meetings; receive and put lawful motions; and communicate to the meeting all matters which concern the Association. The President shall vote only in case of a tie. Any two (2) of the Chairperson, Vice Chairperson, Treasurer, Secretary or Chief Executive Officer shall sign all papers and documents requiring signature on behalf of the Association unless someone else is designated by the Board of Directors. It shall be the duty of the

Saskatchewan Economic Development Association Incorporated

- Chairperson to present a general report of the activities of the year at the annual meeting.
- (n) The Vice Chairperson shall act in the absence of the Chairperson and in the absence of all of these offices, the meeting shall appoint a Chair to act temporarily.
 - (o) The Treasurer shall have charge of all funds of the Association and shall deposit or cause to be deposited the same in a chartered bank or credit union. Out of such funds, the Treasurer shall ensure a regular account of the income and expenditures of the Association is kept and shall have prepared an audited statement thereof for presentation to the annual meeting and at any other time required by the Association. The Treasurer shall ensure an annual budget is prepared and adopted by the Board of Directors.
 - (p) The Secretary, forms part of the Executive and is responsible for review and signatory approval of all meeting minutes and proceedings.
 - (q) No member of SEDA shall serve on the Executive for more than seven (7) continuous years.
 - (r) The board will include ex-officio representation on the Board of Directors up to a number equal to that of elected board membership (10). Ex-officio positions are non-voting members that are invited by the office they hold. Policies related to ex-officio board members may be amended as required by the Board of Directors.

BYLAW VII – COMMITTEES

Subject to Bylaw VI, the Board of Directors shall have the power to appoint all Committee Chairs, who will have the power to choose their own committee members as to number and personnel.

BYLAW VIII – MEETINGS

- (a) The Annual Meeting of the Association shall be held in keeping with The Non Profit Corporations Act of Saskatchewan with the date, time and place determined by the Board of Directors. At least four (4) weeks' notice of the Annual Meeting shall be given.
- (b) Special meetings of the Association may be held at any time when summoned by the President or requested in writing by not less than five (5) voting members of the Association. At least two (2) weeks' notice of such meetings shall be given, indicating the purpose of the meeting.
- (c) At committee meetings, a majority shall constitute a quorum.

- (d) All questions of parliamentary procedure shall be settled according to Robert's Rules of Order, whenever they do not conflict with the Constitution and Bylaws of this Association.

BYLAW IX - FISCAL YEAR

The fiscal year of this Association shall correspond to the calendar year.

BYLAW X - BYLAWS MADE, REPEALED AND AMENDED

- (a) Bylaws may be made, repealed or amended by a majority vote of not less than 2/3 of the voting members of the Association in good standing present at any general, special or annual meeting. Notice of such proposal having been given in writing by one member and seconded by another member and duly received by the Secretary of the Association not less than six (6) weeks prior to the meeting in question. Copies of such proposals shall accompany the notice of the meeting at which they are to be considered.
- (b) The Bylaws shall be binding on all members of the Association.

BYLAW XI – REFERENDUM

The Board of Directors, at its discretion, is empowered to authorize a referendum by mail on any subject or matter. A simple majority vote of voting members shall be considered binding.

BYLAW XII – ENACTMENT

The Bylaws shall become effective immediately following their adoption by a majority vote of the voting members of the Saskatchewan Economic Development Association Incorporated present at a meeting duly called for this purpose.