

2. Constitution

Article I - Name

- The name of this organization shall be the "ECONOMIC DEVELOPERS COUNCIL OF ONTARIO INCORPORATED" hereinafter termed the "COUNCIL".

Article II - Objects

- The objects of the Council shall be to provide opportunities for the interchange of ideas on principles, practices and ethics in the field of Economic Development in the Province of Ontario, with diversity, equity and inclusion as a core value.
- The Council shall be a deliberative body. It may submit recommendations to its membership on subjects relating to practices and procedures in the field of development.
- Further it may, at the direction of the membership, make representations related to its objectives to government, businesses, organizations and individuals with diversity, equity and inclusivity within its messaging.

Article III- Code of Ethics

EDCO members are dedicated to the promotion of high professional and ethical standards in the profession of Economic Development. To underscore the importance of these standards, EDCO members must conform to the following principles.

- An EDCO member must conduct themselves in a professional manner in all business, business social, promotional and competitive activities while being respectful to the efforts of others in promoting Ontario as an investment location.
- An EDCO member must uphold and maintain the dignity and prestige associated with Council membership.
- An EDCO member must avoid all actions which might give the appearance of using their position to secure a personal tangible benefit.
- An EDCO member shall treat all other members with respect and consideration due between professional colleagues
- An EDCO member must cooperate with fellow members in informal exchange of information and ideas reflecting practices, trends and policy pertaining to economic development.
- An EDCO member must give careful and unprejudiced consideration to problems affecting the Provincial and Federal field of Economic Development when requested by the Council
- An EDCO member has the responsibility to uphold the EDCO Code of Ethics and will comply to all Bylaws, regulations and resolutions and rule of professional conduct of the Association.
- An EDCO member must adhere to Disciplinary Policy and Procedure when warranted; and

Article IV - Membership

- The Council shall be composed of Organizations, Non-Government Agencies, Associations, Government, Private Corporations, Individuals, Retired, Student

and Honourary Life members.

- The Membership of the Council shall include individuals who are charged with the specific responsibility for performing or supervising the performance of others, or who are studying or retired in the field of Economic Development.

Article V - Government

- The government of the Council, the direction of its affairs and the control of its property, shall be vested in a Board of Directors, which shall consist of ten members, nominated and elected in such a manner as is hereinafter prescribed in the By-Laws, and the immediate Past President, who shall be a voting member.

Article VI - Meetings

- The Annual, General and Special meetings of the Council shall be called in accordance with the By-Laws.

Article VII – Referendum

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

Article VIII - Funds

- Funds for the operation of the Council shall be raised by annual fees from members, by special fund-raising projects and by special assessments which may be levied from time to time by a vote of the members at any general or annual meeting of the Council.
- The Board of Directors, subject to the By-Laws, shall prescribe the form and procedure for receiving and disbursing all funds due as entrusted to the Council. All the monies belonging to the Council shall be deposited in a chartered bank, to be designated by the Board of Directors, and such monies may only be drawn out by cheque, bearing the signature of the Treasurer or such other signatures as the Board of Directors shall appoint and designate by By-Law.
- The Board of Directors shall have the power to hold, sell or lease real estate, or mortgage same, and to enter into contracts of any kinds, furthering the purpose of the Council provided, however, that no such purchase, sale or mortgage of real estate shall be made until approved by a majority vote of the active members voting on a referendum or at an annual general meeting of the Council.
- The funds and property of the Council shall be used and applied to and for such purposes only as may best promote the particular objects stated in Article II of this Constitution.
- 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 Council's finances.
- A complete audit of the books and accounts of the Council shall be made at least once a year by a firm of Chartered Accountants, all duly appointed as hereinafter

specified in the By-Laws (By-Law XVII).

- The Board of Directors shall have the power to enter into any employment or other contracts to provide administrative services and/or any consultant service to achieve the objectives of the Council.

EDCO Reserve Policy

- Set a goal of six months operating expenses to be accumulated over time.
- Reserve funds are increased each year, when possible, until the goal amount is reached.
- The use of reserve funds is to fund future obligations due to revenue shortfall, or potential special expenses not considered as part of normal annual budgeted expenses.
- The use of reserve funds must be approved by an open vote of the Board of Directors and must be approved by a minimum of 67% of the EDCO Board of Directors.
- The withdrawal of reserve funds requires two signatures of either the President, Treasurer or CEO.
- Excess income from the reserve funds once at the goal level may be used to fund special projects that are approved.
- Reserve funds are to be invested only in high interest savings accounts, GIC, or money market funds and must remain in accessible financial vehicles.
- Reserve funding report will be provided as part of EDCO's annual financial statements.

Article IX - Amendments

- This Constitution may be amended by a seventy-five percent (75%) majority vote at any general membership meeting, or at any meeting called specifically for that purpose, which is attended by ten percent (10%) of the active membership in attendance and good standing, provided that such proposed amendment or amendments shall be plainly stated in the call for the meeting, at which it or they are to be considered.
- Due notice by mail and/or email to every member of the Council, at which amendments are to be considered, must be given at least fourteen (14) days prior to the time of the meeting.

Article XI - Enactment

- This constitution shall be effective immediately upon adoption by the active membership of the Council.

3. By-Laws

By-Law I – Interpretation

- i. Where the word “COUNCIL” occurs in these By-laws, it shall be understood to mean “Economic Developers Council of Ontario Incorporated” as a body.
- ii. Where the words “BOARD OF DIRECTORS” occur in these By-laws, they shall be understood to mean ten Directors as provided herein, and the immediate Past President. Where the words “MEMBERS IN GOOD STANDING” occur in these By-laws, they shall be understood to mean “Members who have paid their annual dues within ninety (90) days of the date of the Annual Meeting or members admitted according to By-Law 11(b).

By-Law II - Membership Admission, Classification, Expulsion

- i. MEMBERSHIP
Any person engaged in economic development in Ontario who qualified under the terms of the Constitution and By-Laws shall be eligible for active membership in the Council.
- ii. APPLICATION - Procedure
An online application must be completed and reviewed by the Council and payment received in full to be considered a member.
- iii. HONOURARY LIFE MEMBERSHIP
Honourary Life Membership may be proposed by ten (10) active members by making a written submission to 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. If the proposal is concurred with by the Board, the proposal shall be put to a vote of the active members present at the Annual or any General Meeting. It must receive a majority vote of the active members present at a General Meeting to become effective.
- iv. APPLICATION - Procedure
An online application must be completed and reviewed by the Council and payment received in full to be considered a member.
- v. EXPULSION
Any member may be expelled for conduct contravening the Code of Ethics of the Council. A majority vote of those active members present at any meeting of the Council shall be necessary to expel a member.
- vi. ARREARS OF ANNUAL DUES
In the event of any member being ninety (90) days in arrears of annual dues, they shall be given ten (10) days final notice of arrears by the Treasurer, after which, in the event of payment, his/her membership shall be re-submitted to the Board of Directors in accordance with By-Law II(b) and (c).

vii. **CLASSIFICATION - MEMBERSHIP**

There shall be six (6) classifications of membership as follows:

ACTIVE MEMBER are those individuals that perform or participate in economic development activities to the benefit of community, regional, provincial and federal economic development initiatives. Active members include individuals working on economic development initiatives in both the public and private sector. All privileges of Council membership, including voting powers are available to active members.

RETIRED are those individuals who have retired from the economic development profession. Retired members shall have all the privileges of an active member except those of seeking office.

MEMBER IN TRANSITION are those individuals currently unemployed and seeking reemployment in economic development who may see reclassification during their period of unemployment. A member in transition shall have all the privileges of an active member except those of seeking office.

HONOURARY LIFE MEMBER are those individuals who are active members honoured for special services rendered to the Council. Such membership shall include all the privileges of active membership without the payment of dues.

EMERGING PROFESSIONALS are those individuals who are entering the field of economic development and do not have full-time permanent employment in the field of economic development. This membership shall be accessed for a maximum of three (3) years or once full-time employment is achieved. Emerging Professional members shall have all the privileges of an active member except those of seeking office.

STUDENT MEMBER are those individuals who are enrolled in courses related to economic development and who are not employed full-time in the field of economic development. Student members shall have all the privileges of an active member except those of seeking office.

By-Law III - Qualification of Voters

- i. Voting shall be by individuals only and no person shall cast more than one vote.
- ii. 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.
- iii. No member of more than one year's standing shall be entitled to vote or have other privileges of membership if his/her annual dues have not been paid in accordance with By-Laws II (e).

By-Law III.I - Executive Committee

- i. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary and Past President. The Chief Executive Officer shall sit as ex-officio on the committee.

By-Law IV - Board of Directors

- i. 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 President and Vice President in the preceding year. The Vice President shall be President Elect without the need of re-elections should their term expire during the year as Vice President. 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 Council, including full fiscal responsibility of the finances of the Council.
- ii. To ensure that the Board is representative of its membership and embraces EDCO's commitment to Diversity Equity and Inclusion, the Board of Directors may appoint up to two (2) additional Board members each year. These Board members will be chosen by the Board of Directors and will be in line with the current EDCO policy regarding additional board appointments. These appointed Board members will have full voting rights. These appointments will be made after the annual election and will be for a term of one (1) year, with the possibility of renewal being at the Board of Directors discretion; and that the Board develop a policy regarding the appointment of additional board member.

By-Law V - Elections

Nominations

- i. Each year the immediate Past President shall convene a Nominating Committee consisting of: The Past President as Chair and the penultimate Past President, the President, the Vice President and one 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 the Council where one or more of the persons on the mandated committee is/are not available.
- ii. Any active member of the Council in good standing may be nominated as a candidate for the Board of Directors provided that a standard nomination form with the signatures of four (4) nominators, being active members of the Council in good standing and the signature of the nominee is received by the Nominating Committee on or before September 15th. (Amended and approved February 7, 2001). Staff of the provincial and federal government shall be ineligible to run for a Board position on Council.
- iii. 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 regional representation, community

size and private/public sector balances.

- iv. The Nominating Committee will present the names of all nominees to the Executive Director of the Council for preparation of election ballots no later than September 15.

Election Procedures

- i. The CEO shall prepare a link to an online ballot and a summary listing all candidates in alphabetical order along with a condensed biography and photo of each candidate. The ballot shall indicate the number of directors to be elected.
- ii. Each active member of the Council shall receive by email no later than October 15, a ballot on which to record their choices for the Board of Directors.
- iii. Procedures shall be enacted to ensure confidentiality of the ballot and verifications of the elector as an active member in good standing.
- iv. Ballots shall be returned through the online voting system to the Council no later than December 1.
- v. Online results will be confirmed by two scrutineers that will include the current Past President and a former Past President.
- vi. Electronic ballots and records shall be destroyed immediately following assumption of office by the new Board of Directors.

By-Law VI - Vacancies - Board of Directors

- i. Vacancies on the Board of Directors caused by resignations, removals, deaths or otherwise, shall be filled by the Directors until the next Annual Meeting, at which time the membership shall elect a Director or Directors for the remainder of any unexpired term or terms.
- ii. If any member of the Board of Directors shall be absent without reasonable cause, from three consecutive Board of Directors meetings, their seat shall be declared vacant by the Board.

By-Law VII - Executive Committee

- i. The officers of the Council shall be a President, a Vice President (President Elect), a Secretary, and a Treasurer.
- ii. 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-President or their designate, following the business session of the Annual Meeting. No officer shall be eligible for re-election to the same office for a full consecutive term.
- iii. Any office which may be vacated during the year, shall be filled by the Board of Directors.
- iv. 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.

- v. The Directors shall have the general power of administration without borrowing power.
- vi. The Board of Directors or, at its request, the President, may appoint Committee Chairman or designate members of the Council to examine, consider and report upon any matter or take such action as the membership may direct.
- vii. The meetings of the Board of Directors may be attended by members of the Council.
- viii. The President shall preside at all meetings of the Council. The President shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting concerns of interest to the Council. The President 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 President and Secretary shall sign all papers and documents requiring signature on behalf of the Council unless someone else is designated by the Board of Directors. The President shall present a general report of the activities of the year at the Annual Meeting.
- ix. The Vice President (President Elect) or in their absence, the Treasurer, shall act in the absence of the President and in the absence of these officers, the meeting shall appoint a Chairperson to act temporarily.
- x. The Treasurer shall have charge of all funds of the Council and shall deposit or cause to be deposited the same in a chartered bank. Out of such funds, they shall pay accounts approved by the Council and shall keep a regular account of income and expenditures of the Council and shall submit an audited statement thereof for presentation to the Annual Meeting and at any other time required by the Council. They shall make such investment of the funds as the Council may direct. They shall sign all drafts and cheques. In the absence of the Treasurer; two of, the President, the Vice President and/or CEO shall sign.
- xi. The Secretary, subject to direction by the Board of Directors, shall be the executive officer of the Council and shall be responsible for the general control and management of business and affairs. The Secretary shall be responsible for keeping the records of the Council, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such duties as properly pertain to the office. The Secretary shall maintain an accurate record of the proceedings of the Board of Directors and of the Council.

By-Law VIII - Committees

- i. Subject to By-Law VII (f), the Board of Directors shall have the power to appoint all Committee Chairpersons, who will have the power to choose their own committee members as to number and personnel. Committee members must be members of the Council. The following may be, but not limited to:
 - i. Conference Committee
 - ii. Professional Development Committee
 - iii. HR Committee
 - iv. Finance and Audit Committee

By-Law IX - Meetings

- i. The Annual Meeting of the Council shall be held in conjunction with the annual conference of each year, at the time and place determined by the Board of Directors. At least four (4) weeks' notice of the Annual Meeting shall be given.
- ii. Special meetings of the Council may be held at any time when called by the President or requested in writing by not less than five (5) members of the Council. At least fourteen (14) days' notice of such meetings shall be given to the membership, in writing indicating the purpose of the meeting.
- iii. Notice in writing and/or email of all General, Special or Annual meetings, naming the time and place of the meeting shall be given by the Secretary.
- iv. At any General, Special or Annual Meeting, ten (10) percent of the active members shall be a quorum.
- v. Minutes of the proceedings of all meetings shall be entered in the books to be kept for that purpose by the Secretary.
- vi. 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.
- vii. All books of the Council shall be open to any member at convenient times.
- viii. All motions or notices of motion put at any General, Annual or Special meeting must be presented in writing.
- ix. At committee meetings, a majority shall constitute a quorum, except that when a committee consists of more than seven (7) members, five (5) shall constitute a quorum.
- x. 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 this Council.

By-Law X - Fiscal Year

- i. The fiscal year of this Council shall run from October 1 to September 30.

By-Law XI - By-Laws Made, Repealed and Amended

- i. By-Laws may be made, repealed or amended by a seventy-five (75%) majority vote at any general, special or annual meeting which is attended by ten percent (10%) of the active membership in good standing, notice of such proposal having been given in writing by one member and seconded by another member and duly entered as a Minute of the Council not less than one month prior to the meeting in question. Copies of such proposals shall accompany the notice of the meeting, at which time they are to be considered.
- ii. The By-Laws shall be binding on all members of the Council.

By-Law XII - Committees Duration

- i. Committee members shall act until the end of the year, unless previously discharged by the President and/or Board of Directors, or until their successors have been appointed.

By-Law XIII - Corporate Seal

- i. The Seal, an impression of which is imprinted in the margin hereto, shall be the seal of the Council.
- ii. The Seal shall not be fixed to any instrument except pursuant to a resolution of the Board of Directors and shall be attested under the hands of the President or either Vice President and the Secretary.

By-Law XIV - Membership Insignia

- i. The insignia, a copy of which is appended to these By-laws as Schedule "A" thereto, shall denote Council membership and may be used only by Council members in good standing.

By-Law XV - Referendum

- i. The Board of Directors is empowered to authorize a referendum by mail, email or by video or tele-conference on any subject or matter. The membership shall be allowed fourteen (14) days from date of notification to respond. A simple majority of a minimum ten (10%) percent reply shall be considered binding.

By-Law XVI - Resolutions

- i. All resolutions shall be duly moved and seconded by members in good standing and such resolutions shall reflect the objectives of the Council.
- ii. Resolutions in writing will be received by the Board at any meeting or by mail to the Office of the Council. Such resolutions will be reviewed by the Board and forwarded to the whole of the membership before being brought to a General or Annual Meeting of the Council for a vote in accordance with By-Law IX and By-Law XVIII.

By-Law XVII - Audit

- i. Auditors shall be appointed for the succeeding year at the Annual Meeting and they shall audit the books and accounts of the Council at least once in each year. An audited financial statement shall be presented by the Treasurer and/or the Auditor at each Annual Meeting and at other times required by the Board of Directors.

By-Law XVIII - Enactment

- i. The By-Laws shall become effective immediately following their adoption by a seventy-five (75%) majority vote of ten percent (10%) of the active members of the Economic Developers Council of Ontario Inc. present at a meeting duly called for this purpose.