**Economic Development Association of North Dakota**

**Bylaws**

**Article I - Name**

Section 1: The name of this corporation shall be the "Economic Development Association of North Dakota, Inc."

**Article II - Mission Statement**

Section 1: Mission Statement:

EDND’s mission is to champion the growth and diversification of North Dakota’s economy through professional development, networking and advocacy.

**Article III - Membership**

Section 1: Membership Classes:

Membership shall be divided into two classes: Active Members and Associate Members.

Section 2: Membership Qualifications:

1. Active Membership is available to any organization or individual engaged in the practice of economic development as a professional or as a volunteer who has demonstrated active involvement in promoting economic development within the state.
2. Associate Membership is available to those not directly engaged in the practice of economic development or those who practice economic development outside the state, but who desire information concerning the profession and are in agreement with the objectives of the Association.
3. Legacy Membership is available to retired economic developers still interested in being involved in the organization. Legacy members have all the rights and privileges of membership except voting and holding office.

Section 3: Termination of Membership:

1. Any member may resign from the Association upon written request to the Board.
2. Any member may be expelled for non-payment of dues after ninety (90) days from the due date by a majority vote of the Board, provided that written notice of the termination shall have been given to the member at least thirty (30) days prior to the expiration of that period.
3. A member may be terminated from membership in the Association for conduct unbecoming a member by a majority vote of the Board of Directors present and voting at a regular or special meeting of the Board, provided that written notice of the proposed action of the member's right to appear at such a meeting on their own behalf has been given to the member at least thirty (30) days prior to such a meeting.

Section 4: Voting Privileges:

1. Active Members: Every Active Member in good standing is entitled to one vote on each matter submitted to a vote. Each Active Member shall designate an individual entitled to vote on the Active Member's behalf in writing on the annual dues statement remittance. A change in the designated voter may be made if the designated voter is not available to vote or if the designated voter no longer represents the Active Member. The change in the identity of the designated voter must be submitted in writing before the vote. Members must vote in person; proxies will not be recognized.
2. Associate Members: Associate members are not entitled to a vote on any matter submitted to a vote.

**Article IV - Dues**

Section 1: Dues Rate Schedule:

The Board of Directors shall establish the annual dues for the membership and mode and deadline of payment.

**Article V - Board of Directors**

Section 1: Authority:

The Board shall be the governing body of the Association subject only to the limitations set out in the Articles of Incorporation and these Bylaws.

Section 2: Board of Directors Composition:

The Board of Directors of the Association shall consist of the duly elected officers from Active Members of the Association: President, Immediate Past-President, Vice-President, Secretary-Treasurer, and Three Members-at-Large. The membership may also elect up to two associate members to the Board to serve in a non-voting, advisory capacity.

Section 3: Board Meetings:

The Board of Directors of the Association shall meet not less than twice a year at a time and place fixed by the President. Meetings of the general membership at which a majority of the members of the Board of Directors are present will be sufficient to qualify as a meeting of the Board of Directors. Special meetings of the Board of Directors may be called by the President or majority of the Board of Directors. Meetings may be held via conference call or other electronic means. When deemed necessary, the President may allow an email vote.

Section 4: Board Responsibilities:

The Board of Directors shall manage and transact the business affairs of the Association; provide a meeting place for Association functions; and modify the annual dues. The Board shall have such other duties as may be indicated elsewhere in these Bylaws.

Section 5: Board Vacancies:

Vacancies occurring among the Board of Directors between Annual Meetings may be filled by appointment to complete the unexpired term. The remaining board members, by majority vote, will select the members to be appointed.

Section 6: Board of Directors Quorum:

A majority of the voting members of the Board shall constitute a quorum.

**Article VI - Officers and Duties**

Section 1: Officers:

The officers of the Association shall be President, Immediate Past-President, Vice-President, and Secretary-Treasurer. The term of office is two years commencing immediately after the annual meeting.

Section 2: President - Duties:

The President shall be the chief elected officer of the Association and its official spokesperson. The President's duties include: presiding at all meetings of the Association and of the Board of Directors; executing contracts~~,~~ and other documents as approved by the Board; working with other Directors and members of the Association to implement the programs and resolutions of the Association; and appointing all committee chairs.

Section 3: Vice-President - Duties:

The Vice-President shall preside at any meetings when the President is absent and shall assist in the conduct of general Association affairs as requested by the President.

Section 4: Secretary-Treasurer - Duties:

It is the duty of the Secretary-Treasurer to assure financial and meeting minute records are complete and accurate. The Secretary-Treasurer shall also make an annual report to the membership at the annual meeting of the Association. This report shall include an accounting of all receipts and expenditures, plus current balance of funds and a list of all outstanding debts. Records for the organization shall be reviewed no less than two years or during the change of management by an independent agency and/or a committee of board members as assigned by the President. The results shall be included in the next annual financial report to the membership.

Section 5: Past-President:

The Past-President shall advise the President in the administration of the board and serve on the Board of Directors of the Association.

**Article VII - Finances**

Section 1: Handling Funds:

Receipts and disbursements of the Association's funds shall be overseen by the Secretary-Treasurer. This person shall be responsible for the proper collection of dues and other monies due the Association. Operating funds for the Association shall be deposited in any bank approved by the Board. Withdrawals will require the signature of the Secretary-Treasurer. A second party may be authorized to sign in the Secretary-Treasurer's absence.

Section 2: Financial Business Requiring Board Approval:

The Association shall not engage in the purchase, lease, sale, or mortgage of any real estate and shall not borrow any money or incur debts over and above the purchase of routine office supplies and services without the approval of the Board of Directors.

Section 3: Accepting Gifts:

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Association.

Section 4: Fiscal Year:

The fiscal year of the Association shall be the calendar year.

**Article VIII - Membership Meetings**

Section 1: Annual Meeting Date:

The Annual Meeting of the Association shall be held between September 1 and December 31 of each year as determined by the Board of Directors. This meeting may be held in person or solely by means of remote communication, as determined by the board of directors. Failure to hold the annual meeting shall not work as a dissolution of the Association.

Section 2: Special Meetings:

Special Meetings may be called by the President. In addition, upon the request of the majority of the Board of Directors or one-tenth (1/10) of the members of the Association, the President shall call a Special Meeting, notifying the entire membership in writing ten (10) days prior to said Special Meeting. The notice shall include time and place of the meeting and the reason for calling the meeting.

Section 3: Quorum:

A majority of the Board of Directors and fifteen (15) percent of the Active Members in good standing of the Association shall constitute a quorum for the transaction of business at a general membership meeting.

**Article IX - Committees**

Section 1: Forming Committees:

The President of the Board shall appoint, with the advice and consent of the Board, as many committees as are necessary to implement the programs of the Association. The Board shall authorize and define the responsibilities of the Committees.

Section 2: Scheduling Committee Meetings:

Meetings may be called at any time by the President or by the Committee's chair.

Section 3: Committee Responsibilities:

Each Committee shall study, investigate and make recommendations to the Board and carry out the objectives within the general scope of responsibilities delegated by the Board. After the Board has approved the Committee recommendations, such Committee shall be free to act upon the approved recommendation subject to the limitations imposed by the Board.

**Article X - Election of Officers**

Section 1: Nominating Committee:

The President shall appoint a Nominating Committee at least sixty (60) days prior to the annual meeting during which the election of officers will be held. The Committee shall consist of at least three members of the Association. The duties of this Committee shall be to select and secure acceptance of each of the qualified members of the Association as candidates for the offices of President, Vice-President, Secretary-Treasurer and Members-At-Large for the upcoming two years.

Section 2: Slate of Candidates:

The Nominating Committee shall select one slate of candidates for the offices to be filled and present them to the Board for approval prior to presentation to the general membership at the Annual Meeting.

Section 3: Other Nominations:

The President shall have the responsibility of notifying the general membership of the names of the candidates nominated by the Nominating Committee and also of the rights of the membership to make additional nominations. Additional candidates for officers can be nominated by any other Active member in good standing either by contacting the President or by making the nomination from the floor during the annual meeting.

Section 4: Election of Officers:

The election of officers shall be held at the Annual Meeting of the Association. In the event that no additional nominations are made, the Association, at its general membership meeting, will certify the slate of candidates at its annual meeting. If additional nominations are submitted by the general membership, a ballot listing the names of all nominees shall be passed out during the annual meeting and a secret ballot will be taken. Ballots shall be tabulated by the Secretary-Treasurer and corroborated by a member appointed by the President.

Section 5: Eligible Voters:

Only Active Members in good standing may vote in the election of officers. Active members must vote themselves, either in person or via remote communication. Proxies will not be recognized.

Section 6: Terms of Office:

Officers shall not serve in the same position for more than one elected term, except At-Large members who may serve two consecutive elected terms. Eligibility for other officers is re-established after one term out of office.

Section 7: Effective Date:

Duly elected officers shall assume office immediately following the Annual Meeting at which they were elected. The term of office shall be two years or until the respective successors are elected and qualified.

**Article XI - Amendments**

Section 1: The Bylaws may be amended or repealed wholly or in part by mailed or electronic ballot, or during an annual meeting, provide that a minimum of ten (10) days be allowed for returning the ballot, and further provided that the amendment or repeal carry a two-thirds (2/3) majority of the active membership for a mail or electronic ballot, or two-thirds of those in attendance at the annual meeting.

The ballots will be sent to the Secretary-Treasurer and a quorum of the Board of Directors will serve as the teller. The President will notify the membership of its results of the vote by tally.

**Article XII - Parliamentary Procedure**

Section 1: The rules contained in "Robert's Rules of Order," as amended, shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of the Association.

**Article XIII - Dissolution**

Section 1: The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall be distributed to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

Amendments: November 1995, October 1999, August 2005, December 2011, May 2015, October 2019